

ANVAYA COVE GOLF & SPORTS CLUB, INC.

Minutes of the Annual Meeting of the Stockholders

September 30, 2022, 9:00 AM

Conducted via Remote Videoconferencing (Via Zoom)

	No. Outstanding and Voting Shares	Percentage of Shares Present vis-à-vis Total Outstanding Shares
Shareholders present:	7,663	91.01%
*The complete list is attached hereto as Annex A		

Directors Present:

Augusto D. Bengzon	<i>Chairman of the Board of Directors Chairman, Executive Committee</i>
Joseph Carmichael Z. Jugo	<i>President</i>
Dante M. Abando	
Paullolindo A. Elauria	<i>Vice President Member, Audit and Risk Oversight Committee</i>
Jocelyn F. De Leon	
Anna Ma. Margarita B. Dy	
Paolo O. Viray	<i>Chairman, Membership Committee Member, Executive Committee</i>
Augustin R. Montilla IV	<i>Lead Independent Director Chairman, Corporate Governance and Nomination Committee</i>
Bernadine T. Siy	<i>Independent Director Chairman, Audit and Risk Oversight Committee Member, Executive Committee Member, Corporate Governance and Nomination Committee</i>
George Edwin T. Lee.	<i>Independent Director Member, Audit and Risk Oversight Committee Member, Corporate Governance and Nomination Committee</i>

1. Call to order

After the national anthem, Mr. Augusto D. Bengzon, Chairman, called the meeting to order at 9:00 A.M.

2. Notice of meeting

The Secretary, Mr. Solomon M. Hermosura, certified that the stockholders were duly notified of the meeting in accordance with the By-Laws and applicable rules, including the Corporation’s Guidelines on Voting *in Absentia*, which were embodied in the Definitive Information Statement (DIS). The Notice of the Annual Stockholders’ Meeting (the “Notice”) and the DIS, which the Securities and Exchange Commission approved, were sent on August 17, 2022 to the stockholders of record as of that date in two (2) ways: first, by email to all stockholders of record who have provided the Corporation with their e-mail addresses, and second, by posting on the Corporation’s website. The Notice was also published in print and online format in the Philippine Daily Inquirer and the Philippine Star on September 8 and 9, 2022.

3. Certification of quorum

The Secretary certified that there was a quorum for the meeting with stockholders owning 7,663 shares or 91.01% of the total outstanding shares. The mode of attendance of the stockholders deemed present and their respective percentages of the outstanding shares are set forth below:

Mode of Attendance	% of Total Outstanding Shares
Appointment of the Chairman as proxy	90.83%
Voting by ballots	0.01%
Remote Communication	0.17%

Additionally, there were 36 viewers of the live webcast of the meeting.

4. Approval of the minutes of the 2021 Stockholders’ Meeting

The Chairman then proceeded with the approval of the minutes of the annual meeting of the stockholders held on September 25, 2021. An electronic copy of the Minutes was posted on the website of the Corporation. The Office of the Corporate Secretary also sent a copy of the minutes to the stockholders by email and provided them with the link to the minutes by email.

The Secretary presented Resolution No. S-01-2022, as proposed by management, and based on the votes received, reported the approval by the stockholders of the following resolution:

Resolution No. S-01-2022

RESOLVED, to approve the minutes of the annual stockholders’ meeting held on September 25, 2021.

As tabulated by the Office of the Corporate Secretary, the votes for the adoption of Resolution No. S-01-2022 providing for the approval of the minutes of the previous meeting are as follows:

	For	Against	Abstain
Number of Shares Voted	7,649	-	-
% of Shares of Shareholders Represented	99.82%	0%	0%

5. Ratification of all resolutions adopted by the Board of Directors and all acts of the Management beginning 25 September 2021 until 30 September 2022

The Chairman proceeded to the item on stockholders’ ratification of all the acts and resolutions of the Board and Board Committees exercising powers delegated by the Board, which were adopted from September 25, 2021 until September 30, 2022. These acts and resolutions for ratification are reflected in the minutes of meetings, and they include the appointment of Attorneys-in-Fact of the Corporation,

approval of the 2021 audited financial statements, approval of the 2022 budget, extension of usage of gift certificates and monthly consumables and waiving of surcharges for unpaid membership dues, participation and voting by remote communication in all meetings of the Board of Directors and stockholders, and delegation of authority to the Corporate Governance and Nomination Committee to approve the final list of nominees to the Board of Directors.

The Secretary further explained that stockholders’ ratification is also being sought for all the acts of the Corporation’s officers performed in accordance with the resolutions of the Board and the Board Committees as well as the By-Laws, from September 25, 2021 to date performed to implement the resolutions of the Board or its Committees, or as part of the Corporation’s general conduct of business.

The Secretary presented Resolution No. S-02-2022, as proposed by Management, and based on the votes received, reported the approval by the stockholders of the following resolution:

Resolution No. S-02-2022

RESOLVED, to ratify each and every act and resolution, from September 25, 2021 to September 30, 2022 (the “Period”), of the Board of Directors (the “Board”) and Board committees exercising powers delegated by the Board, and each and every act, during the Period, of the officers of the Corporation performed pursuant to the resolutions of the Board and other Board committees as well as pursuant to the By-laws of the Corporation.

As tabulated by the Office of the Corporate Secretary, the votes for the ratification of the acts of the Board of Directors, Board committees and officers of the Corporation, and for the adoption of Resolution No. S-02-2022 are as follows:

	For	Against	Abstain
Number of Shares Voted	7,648	1	-
% of Shares of Shareholders Represented	99.80%	.01%	0%

6. President’s Report

The President, Mr. Joseph Carmichael Z. Jugo, began his report by highlighting that the Corporation ended 2021 with almost PhP892 Million of total assets, including cash balance of almost PhP22.6 Million, financial asset at fair value through profit or loss of PhP22.7 Million, accounts and other receivables of PhP35 Million, receivables from related parties of PhP11.9 Million and property plant and equipment of PhP768 Million. The bulk of PhP35 Million receivables are mostly composed of unpaid membership dues and Club charges. He emphasized that the collection of unpaid membership dues and club charges continues to be a top priority of the Club. Current liabilities of the Club for 2021 is at Php169.1 Million.

Despite the continuing economic disruption, revenue is higher by PhP3.9 Million at PhP112.2 Million versus the previous year of PhP108.8. Given this, the corresponding cost and expense also increased to around PhP152.9 Million compared to PhP146.8 Million in 2020. The Club’s comprehensive loss amounted to PhP25.4Million. If the non-cash depreciation expense of the Club were net out, the Club would be in revenue-over-expense position by PhP11.6 Million.

The Club generated a net cash of PhP14.9 Million due to operating activities and ended 2021 with a cash balance amounting to PhP22.6. In 2021, the number of primary members totaled to 1,387 members with member and guest patronage of an average monthly attendance of 896 persons, above by 74% compared to the previous year. The Sea Breeze Veranda leasing program has provided revenues of PhP7.6 Million with 4% occupancy. As for the number of players, the golf course has an average of 1,029 rounds per month.

Mr. Jugo further noted that Club functions regained revenues when the travel restrictions were eased last December 2021. From January to June 2022, the Club has 1,467 primary members while members and guest patronage has an average attendance of 3,199 persons. The Sea Breeze Veranda leasing program has provided PhP24.2 Million in revenue. The number of rounds per month is 1,687.

Club events were held in a virtual format and on-site activities were limited due to low volume of visitors and operational restrictions. At the Sports Complex, the Club launched a Vinyasa Yoga program for its members. The Club also partnered with a fitness organization to launch a series of wellness activities via Zoom. In summer 2021, the Club gradually brought back some the golf events for members specifically a junior golf clinic for the dependents of the members and it also hosted the Anvaya Golf Bash, the first tournament since COVID-19 with 118 rounds.

The Club also launched the three-leg Anvaya Premiere League with the two-man scramble held last June 2022 and was attended by 100 members.

For the upcoming activities, it was further reported that the Club will host the ICTSI Anvaya Cove Ladies International 2022 on October 31, 2022 until November 4, 2022 wherein it is expected that a minimum top eighty (80) tier international golfers will attend. The Club will also hold the 7th Pawikan Cup, the Clubs biggest tournament, in November 2022.

The Club continues its efforts to improve the course condition and playability by having the course inspected by Kevin Ramsey of GolfPlan and to concur the project plans for the golf course.

The Club was awarded by the Golf Digest as the number one (1) golf course in the Philippines.

Mr. Jugo also reported the Club's environmental initiatives, the Club hosted an online educational event on September 16, 2022 entitled *Ocean of Trash and the Coast of Bataan* to celebrate the International Coastal Clean-up Day with 5,000 online participants. It was then noted that due to the recent typhoons, the Club collected 200 kilograms of coastal trash from the beach at hole number 12.

The Club also rehabilitated its greenhouse to support the vegetables and herbs requirement of its kitchen. The Club were able to grow its own produce such as arugula and basil and will be expanded.

The Club observed the Earth Hour held on March 26, 2022 by switching off the unessential lights for an hour and is leading the formation of a sea turtle conservation network which will be composed of volunteer groups or non-government organizations and resort owners in Morong, Bataan. The Club will also partner with Haribon Foundation for the on-premise biodiversity assessment within the Club. It was also said that the Club is 100% complaint with the regulatory requirements of the local government unit (LGU) for Morong, Bataan and with the Department of Environment and Natural Resources.

To validate the sustainable initiatives, the Club enrolled with the GEO Foundation's international certification and is currently complying with all the documentary requirements.

On the Club's safety initiatives, the Club continues to strictly enforce health and safety protocols to curb transmission within the property and conducted training workshops and seminars to the employees and caddies to enhance their preparedness. The Club also joined the National Occupational Safety and Health Congress to update the business practices in line with the welfare of the employees. The Club also conducted Sexual Harassment and Anti-Bullying lecture to one hundred (100) employees and invited the (i) Philippine Red Cross to conduct a five-day licensing training for CPR and basic life support, (ii) Maritime Industry Authority for a three-day modified basic safety training for 20 employees, and (iii) Bureau of Fire Protection for a fire safety seminar.

The Club partnered with the municipal health unit for the on-site vaccination program against COVID-19 to help increase the vaccination rate within the employees and the residents within Anvaya Cove. 57% of the employees already have their booster shots. For the routine testing activities, an average of

114 employees were swab-tested per month while all employees with travel history or COVID-19 exposure are also swabbed before reporting to the Club. Further, routine testing activities have identified four (4) individuals that tested positive for COVID-19 since January 2022, all of whom have recovered.

Mr. Jugo then thanked the officers and staff for their dedication to the Club and its Members.

Finally, on behalf of the Board and Club, Mr. Jugo thanked the Members for their continuous patronage, patience and support and assured them of the commitment of Management to provide the best possible Anvaya Cove Golf and Sports Club experience for the Members and their families.

Upon the request of the Chairman, the Secretary presented the following Resolution No. S-03-2021, and reported the stockholders' approval of the same in accordance with the voting results:

Resolution No. S-03-2022

RESOLVED, to note the President's Report which consists of the message from the President and to approve the audited financial statements of the Corporation as of December 31, 2021, as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co.

As tabulated by the Office of the Corporate Secretary, the votes for the adoption of Resolution No. S-03-2022 for the noting of the annual report and the approval of the 2021 audited financial statements of the Corporation are as follows:

	For	Against	Abstain
Number of Shares Voted	7,649	-	-
% of Shares of Shareholders represented	99.82%	0%	0%

7. Election of directors

The next item on the agenda was the election of the eleven (11) members of the Board of Directors for the ensuing year. The Chairman requested Mr. Agustin R. Montilla IV, the Chairman of the Corporate Governance and Nomination Committee, to explain this item.

Mr. Montilla informed the stockholders that, in accordance with the requirements of the Corporation's By-Laws, the Manual of Corporate Governance, and the Charter of the of the Board of Directors, the following eleven (11) stockholders were duly nominated to the Board of Directors for the ensuing term: Augusto D. Bengzon, Joseph Carmichael Z. Jugo, Paullolindo A. Elauria, Dante M. Abando, Jocelyn F. De Leon, Anna Ma. Margarita B. Dy, Jose Emmanuel H. Jalandoni, Paolo O. Viray, George Edwin T. Lee, Agustin R. Montilla IV and Bernadine T. Siy.

Mr. Lee, Mr. Montilla and Ms. Siy have been nominated as independent directors.

Mr. Montilla further stated that the Corporate Governance and Nomination Committee has ascertained that all the nominees are qualified to serve as directors of the Corporation and have given their consent to their respective nominations.

The Corporate Secretary reported that each of the eleven (11) nominees has garnered at least 7,648 votes. Given this, he certified that each nominee has received enough votes for election to the Board and consequently, Resolution No. S-04-2022 for the election of the eleven (11) nominees to the Board, had been approved:

Resolution No. S-04-2022

RESOLVED, to elect the following nominees as directors of the Corporation to serve as such beginning today until their successors are duly elected and qualified:

Augusto D. Bengzon
 Joseph Carmichael Z. Jugo
 Paullolindo A. Elauria
 Dante M. Abando
 Jocelyn F. De Leon
 Anna Ma. Margarita B. Dy
 Jose Emmanuel H. Jalandoni
 Paolo O. Viray
 George Edward T. Lee, *Independent Director*
 Agustin R. Montilla IV, *Independent Director*
 Bernadine T. Siy, *Independent Director*

As tabulated by the Office of the Corporate Secretary, the final votes received by the nominees are as follows:

Director	For	Against	Abstain
1. Augusto D. Bengzon	7,649	-	-
2. Joseph Carmichael Z. Jugo	7,648	1	-
3. Paullolindo A. Elauria	7,649	-	-
4. Dante M. Abando	7,649	-	-
5. Jocelyn F. De Leon	7,649	-	-
6. Anna Ma. Margarita B. Dy	7,649	-	-
7. Jose Emmanuel H. Jalandoni	7,649	-	-
8. Paolo O. Viray	7,649	-	-
9. George Edwin T. Lee	7,648	-	-
10. Agustin R. Montilla IV	7,648	-	-
11. Bernadine T. Siy	7,648	-	-

8. Appointment of external auditor and fixing of its remuneration

Upon the request of the Chairman, Ms. Bernadine T. Siy, Chairpersons of the Audit and Risk Oversight Committee, informed the stockholders that the Committee evaluated the performance of the Corporation’s external auditor, SyCip Gorres Velayo & Co. (SGV), for the past year and found it satisfactory. Thus, the Committee and the Board agreed to endorse, for the stockholders approval, the appointment of SGV as the external auditor of the Corporation for the current fiscal year for an audit fee of One Hundred Seventy Thousand One Hundred Pesos (PhP170,100.00), exclusive of value-added tax and out-of-pocket expenses.

The Secretary presented Resolution No. S-05-2022 for the appointment of the Corporation’s external auditor and fixing of its remuneration and reported that there were enough votes received for the approval of said resolution:

Resolution No. S-05-2022

RESOLVED, as endorsed by the Board of Directors, to approve the appointment of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2022 for an audit fee of One Hundred Seventy Thousand One Hundred Pesos (PhP170,100.00), exclusive of value-added tax and out-of-pocket expenses

As tabulated by the Office of the Corporate Secretary, the votes on the appointment of SGV as external auditor of the Corporation, the approval of its audit fee and the adoption of Resolution No. S-05-2022 are as follows:

	For	Against	Abstain
Number of Shares Voted	7,649	-	-
% of Shares of Shareholders represented	99.82%	0%	0%

9. Other matters

After confirming with the Secretary that there were no other matters that require consideration by the stockholders, the Chairman requested the Compliance Officer, Mr. Neal C. Perez, to read aloud the questions and comments sent by the stockholders. The Chairman also informed the stockholders that Management will reply by email to questions and comments not taken up during this meeting.

The first question read by Mr. Perez pertains to the issuance of stock certificates. The General Manager, Mr. Jose P. Dagdagan, responded and stated that the Club and the developer are working closely with the concerned government agencies to help fast track the processing of all the pending stock certificates and suggested to the affected members to email residential.customers@ayalaland.com.ph and golfmembers@anvayacove.com so that all concerns may be directly addressed and monitored. The Club will also continue to provide updates once available.

The second question read by Mr. Perez refers to the missing gold and blue tee mounds of hole 9 and the concern raised that hole 9 should be par 5. Mr. Dagdagan addressed the query by informing the members that the original gold and blue tee mounds at hole 9 were temporarily vacated and transferred to another area due to safety issues as errant tee shots are finding their way into a residential house. Mr. Dagdagan presented the illustration of hole 9 and showed where players can have a clear shot of the next fairway and the left portion being a stymy. He also mentioned that hole 9 is really a “must aim right” hole making the residential house on the right of the fairway vulnerable to faders and shankers, and, thus, must be reoriented to become “aim left” by (i) creating an opening on the left portion of the fairway to provide a clear shot to the next ideal landing area that will require clearing of shrubs and some trees, (ii) putting back in play the gold and alternate blue tee mounds, (iii) rendering the regular blue out of play to force players to aim left, and (iv) designating the right portion of the fairway as out of bounce (OB) to discourage players from aiming right. He also said that Mr. Kevin Ramsey, a well-known golf course designer, agreed to the said measures and added that the Club is committed to maintain the character of hole 9 as par 5 and the integrity of the golf course as par 72 and assured that the original tee mounds back in play again as soon as the safety of everyone is assured.

The third question read by Mr. Perez inquired as to why the number of participants during the Pawikan Cup are limited. In response, Mr. Dagdagan stated that (i) the golf course and attendant facilities have its capacity limits and said that adhering to its limits will ensure the players to get the golfing experience that they expect from the Club, and (ii) the Club is still complying with the COVID-19 related safety protocols issued by the LGU and Inter-Agency Task Force.

In response to the fourth question as to why the detailed charges in the monthly statement of account cannot be included, Mr. Dagdagan replied that the statement of accounts are system generated and that the billing module was designed to capture the summary of folio charges. He added that aside from the monthly dues, surcharges, and payments, the system can only reflect the total amount per folio charge or per visit. The folio charges are provided to the member per visit and also sent to their respective registered email addresses. He further said that if a member wants to check the details of each folio charge, they may contact the billing section. Reprints of official receipts and other supporting documents may then be provided upon request.

Mr. Dagdagan also responded to a comment regarding the enforcement of the face mask-use within the Club and sought for clarification on whether face masks are indeed still mandatory within the Club. Mr. Dagdagan explained that the wearing of face masks in the Club premises is still mandatory until the issuance by the LGU of its implementing rules and regulations for Executive Order No. 3 signed on September 12, 2022 wherein wearing of face masks in an outdoor setting will be voluntary. He noted that safety marshals have been instructed to ensure compliance of existing policy on wearing of face masks until it is officially rescinded or repealed.

The sixth question refers to the return of the air-conditioned tee room made available to the members. In response, Mr. Dagdagan responded and stated that the Club patronage has not yet reached its pre-pandemic level and said that most of the Club's facilities are under capacity. He further explained that the renting out of the tee room is a measure to enhance the Club's revenue generation efforts and while the use of indoor facilities are still limited by existing pandemic safety protocols.

The seventh question read by Mr. Perez pertains to Management initiatives with regard to the safety trainings and seminars to staff on earthquakes or tsunamis. In response, Mr. Dagdagan said that the Club requested the Bataan Bureau of Fire Protection (BFP) to conduct a Fire Drill and Fire Prevention Seminar to the Club's employees last April 19-20, 2022. He then informed the members that the Club is certified to be fully compliant with all BFP requirements.

Mr. Perez read the eighth and final question which refers to the lack of lightning arresters on the golf course. Mr. Dagdagan explained that a collaborative effort among the Club, the developer, and Ayala Property Management Corporation is being undertaken to address the issue. He said that the Club will provide updates once available. He also informed the members that in the meantime, the Club installed a warning system that can detect incoming thunderstorm within 50 kilometers away which has a warning system that is capable of getting the attention of players, caddies, and other staffs on the golf course to seek shelter well ahead of time before lightning strikes.

10. Adjournment

There being no other business to attend to and on motion duly seconded, the meeting was adjourned.

SOLOMON M. HERMOSURA
Corporate Secretary

MARIA PAULA G. ROMERO-BAUTISTA
Assistant Corporate Secretary

Approved:

AUGUSTO D. BENGZON
Chairman

ANNEX A

**Anvaya Cove Golf and Sports Club, Inc.
 2022 Annual Stockholders’ Meeting
 Attendance of Stockholders**

	Stockholder	Type of Share	No. of Shares	Appointee
	<i>By Proxy</i>			
1.	AYALA LAND, INC.	Class A	4,324	Chairman of the meeting
2.	AYALA LAND, INC.	Class B	1,915	Chairman of the meeting
3.	AYALA LAND, INC.	Class C	106	Chairman of the meeting
4.	SUBIC BAY DEVELOPMENT AND INDUSTRIAL ESTATE CORP.	Class A	1,082	Chairman of the meeting
5.	SUBIC BAY DEVELOPMENT AND INDUSTRIAL ESTATE CORP.	Class B	213	Chairman of the meeting
6.	SUBIC BAY DEVELOPMENT AND INDUSTRIAL ESTATE CORP.	Class C	6	Chairman of the meeting
7.	SPOUSES RICHARD MELVIN HAWKINS III AND MARILOU PADILLA HAWKINS	Class B	1	Chairman of the meeting
8.	SPOUSES JOSE ANTONIO VALMONTE SANVICENTE AND LOURDES ROSARIO FERNANDEZ LEGARDA	Class B	1	Chairman of the meeting
	Sub-Total		7,648	
	<i>By Ballots</i>			
9.	SPOUSES DAVID ALAN BEEHCROFT-KAY AND MARIA THERESA TARACATAC BEEHCROFT-KAY	Class B	1	
	Sub-Total		1	
	<i>Directors’ Attendance</i>			
10.	AUGUSTO BENGZON	Class A	1	
11.	DANTE M. ABANDO	Class A	1	
12.	GEORGE T. LEE, JR.	Class A	1	
13.	BERNADINE T. SIY	Class A	1	
14.	JOCELYN F. DE LEON	Class A	1	
15.	JOSEPH CARMICHAEL Z. JUGO	Class A	1	
16.	PAOLO OPPUS VIRAY	Class A	1	
17.	PAULLOLINDO A. ELAURIA	Class A	1	
18.	AGUSTIN R. MONTILLA IV	Class A	1	
19.	ANNA MA. MARGARITA B. DY	Class A	1	
	Sub-Total		10	
	<i>Remote Communication</i>			
20.	EMILIO LOLITO J. TUMBOCON	Class A	1	
21.	PHILIPPINE GEOGREEN INC.	Class B	1	
22.	MA. CRISTINA AGCAOILI LEE	Class B	1	
23.	SPOUSES JARI MIKAEL ULLAKONOJA AND ELISA BUGAIS ULLAKONOJA	Class B	1	

	Sub-Total		4	
		Total	7,663	