



MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS

October 2, 2023, 9:00 AM
Conducted virtually via Zoom

Total Number of Shares Present: 7,647
Total Number of Outstanding Shares: 8,420
Percentage of Shares Present vis-à-vis Total Outstanding Shares: 90.82%

*The complete list of stockholders present and represented 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 Member, Executive Committee</i>
Paullolindo A. Elauria	<i>Vice President Member, Executive Committee Member, Audit and Risk Oversight Committee</i>
Dante M. Abando	<i>Director</i>
Jocelyn F. De Leon	<i>Director</i>
Anna Ma. Margarita B. Dy	<i>Director</i>
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 Member, Membership 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>

Officers Present:

Javier D. Hernandez, *Incoming Director*
Solomon M. Hermosura, *Corporate Secretary*
Neal C. Perez, *Compliance Officer, Finance Director and Chief Risk Officer*
Jose P. Dagdagan, *General Manager*
Desiree Joy C. Suarez-Miranda, *Treasurer*

Jenny Vie H. Julia, *Chief Audit Executive*
Maria Paula G. Romero-Bautista, *Assistant Corporate Secretary*

1. Call to order

After the national anthem, the Chairman, Mr. Augusto D. Bengzon, called the meeting to order at 9:00 A.M. He explained that the Corporation was holding the meeting in a virtual format then welcomed and thanked the stockholders present at the live webcast of the proceedings, or participating through remote communication or their appointment of the Chairman as proxy.

The Chairman introduced the directors and officers who joined the meeting as presenters, namely: Joseph Carmichael Z. Jugo (President), Agustin R. Montilla IV (Chairman of the Corporate Governance and Nomination Committee), Bernadine T. Siy (Chairperson of the Audit and Risk Oversight Committee), Neal C. Perez (Compliance Officer, Finance Director and Chief Risk Officer), Solomon M. Hermosura (Corporate Secretary), and Jose P. Dagdagan (General Manager). He also presented the other members of the Board.

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 of the Securities and Exchange Commission (the “Commission”). The Notice of the Annual Stockholders’ Meeting (the “Notice”) and the Definitive Information Statement (DIS), which the Commission approved, were sent to stockholders in the following ways: (1) posting on the Corporation’s website on September 6, 2023, (2) posting in the Club premises on September 10, 2023, and (3) email on September 17, 2023 to all stockholders with email addresses on record. The Notice was also published in print and online format in the Philippine Daily Inquirer and Philippine Star on September 10 and 11, 2023.

3. Certification of quorum

The Secretary certified that there was a quorum for the meeting with stockholders owning 7,647 shares or 90.67% of the total outstanding shares. The modes of attendance of the stockholders 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	90.67%
Voting by ballots	0.00%
Remote Communication	0.15%

4. Instructions on Rules of Conduct and Voting Procedures

The Chairman mentioned that the Corporation strived to provide the shareholders the opportunity to participate in the meeting to the same extent possible as in an in-person meeting. He then asked the Corporate Secretary to share the rules of conduct and voting procedures for the meeting.

The Corporate Secretary explained that the rules of conduct and the voting procedures were set forth in the DIS. He highlighted the following rules:

1. Stockholders may send anytime their questions or comments to corporatesecretary.gsc@anvayacove.com.
2. Mr. Neal C. Perez, the Compliance Officer, will read the questions or comments received before 9:15 a.m. during the Question and Answer period. Management will reply to questions and comments not taken up during the meeting by email.

3. There will be five (5) resolutions proposed for adoption, each proposed resolution will be shown on the screen as the same is being taken up.
4. Stockholders could cast their votes on the proposed resolutions and in the election of directors by submitting their ballots beginning September 11, 2023 to corporatesecretary.gsc@anvayacove.com. The polls will remain open until the end of this meeting.

The Corporate Secretary informed the stockholders that the votes cast as of September 27, 2023 have been tabulated, and the results of the tabulation were his basis for the voting results that he would announce during the meeting. The tabulated votes were from stockholders owning 7,634 voting shares representing 99.90% of the total voting shares represented in the meeting, and 90.67% of the total outstanding voting shares.. The results of the final tabulation of votes, with full details of the affirmative and negative votes and abstentions, would be reflected in the minutes of the meeting.

5. Approval of the minutes of the 2022 Stockholders' Meeting

The Chairman then proceeded with the approval of the minutes of the annual meeting of the stockholders held on September 30, 2022. A 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-01-2023, as proposed by Management, and based on the votes received, reported the approval by the stockholders of the following resolution:

Resolution No. S-01-2023

RESOLVED, to approve the minutes of the annual stockholders' meeting held on September 30, 2022.

As tabulated by the Office of the Corporate Secretary, the votes for the adoption of Resolution No. S-01-2023 for the approval of the minutes of the previous meeting are as follows:

	For	Against	Abstain
Number of Shares Voted	7,633	-	-
% of Shares of Shareholders Represented	99.82%	-	-

6. Ratification of all resolutions adopted by the Board of Directors and all acts of the Management beginning September 30, 2022 until October 2, 2023

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 30, 2022 until October 2, 2023.

The Secretary explained that the acts and resolutions for ratification were reflected in the minutes of meetings, and they included the approval of the operating budget, implementation of cashless transactions, approval of the quarterly financial statements, approval of the establishment of the retirement fund and retirement plan, acquisition of cyber security tools, approval of information technology projects, appointment of stock transfer agent, and other matters covered by disclosures to the Commission.

The Secretary further explained that stockholders' ratification was also sought for all the acts of the Corporation's officers from September 30, 2022 to date that were performed in accordance with the

resolutions of the Board and the Board Committees as well as the By-Laws, or as part of the Corporation’s general conduct of business.

The Secretary then presented Resolution No. S-02-2023, as proposed by Management, and based on the votes received, reported the approval by the stockholders of the following resolution:

Resolution No. S-02-2023

RESOLVED, to ratify each and every act and resolution, from September 30, 2022 to October 2, 2023 (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-02-2023 are as follows:

	For	Against	Abstain
Number of Shares Voted	7,633	-	-
% of Shares of Shareholders Represented	99.82%	-	-

7. President’s Report

The President, Mr. Joseph Carmichael Z. Jugo, began his report with the financial performance of the Corporation for the year 2022. He highlighted that the Corporation ended 2022 with a strong balance sheet of PhP908.5 Million of total assets, including cash balance of almost PhP26.5 Million, financial asset at fair value through profit or loss of PhP2.9Million, accounts and other receivables of PhP36.7 Million, receivables from related parties of PhP62.8 Million and property plant and equipment of PhP742.6 Million. The majority of the PhP36.7 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 2022 is at PhP180 Million compared to last year amounting to PhP170 Million while the total equity increased by P6.7 Million due to a deficit reduction.

Mr. Jugo also informed the board that in 2022, the Corporation achieved its highest recorded revenue of PhP199.7 Million since its inception, which is PhP87 Million higher versus 2021. Total costs and expenses of the Corporation were at PhP46.6 Million but despite this, the Corporation was able to generate a total comprehensive income of PhP6.7 Million, the highest net income ever recorded in the Club’s history since its inception. Operating activities generated PhP40.6 Million resulting in a cash balance of almost PhP26.5 Million.

The President proceeded with the presentation of the operating performance of the Corporation. In 2022, the number of primary members increased by 8% from 2021. Average monthly volume for Club facilities is at 2,483 persons which is a 178% increase from 2021 and 31% higher than pre-pandemic levels. Sea Breeze Verandas occupancy levels likewise increased by 19% occupancy compared to pre-pandemic levels, and increased by 485% versus 2021. Number of guests and golf carts usage in 2022 are both higher compared to pre-pandemic levels and the number of guests increased by 324% versus 2021, leading to a 78% rise in golf cart usage. Player volume also improved by 7% compared to 2019 by 62% compared to 2021. The Club generated PhP4.7 Million in revenues from the 33 Club functions, which is a 3,882% increase compared to 2021.

The operational performance for the first half of the year 2023 was likewise presented by Mr. Jugo. Club primary members increased by 5% from 2022. Club patronage, however, decreased by 10% with

an average of 476 weekday and 639 weekend arrivals. Sea Breeze Veranda visits also decreased by 10%, while occupancy and guests were also down by 16% and 26%, respectively. Nonetheless, total number of golf players increased by 42% compared to the previous year. The Club generated a net cash of PhP8,083,438 from the 26 Club Functions, representing a 375% increase from 2022 figures.

Mr. Jugo proudly shared that the Corporation was able to continuously administer numerous Club activities and events such as the President's Cup, Christmas tournament to raise funds for the Anvaya staff and caddies, Noche Buena event, 7th Pawikan Cup, Anvaya Cove Ladies International Tournament, Anvaya Cove Club Championship, and others. The Club hosted an average of three monthly tournaments, including five major tournaments and twelve other golf competitions sponsored by members. He also mentioned the Anvaya caddie golf team which competed in the North Caddies Golf Tournament and won as first runner-up and was recognized with the Best in Uniform award.

The President also reported the Corporation's environmental initiatives as the Corporation continues to conduct several trainings and seminars in relation to mitigating climate change. The Corporation joined the Golf Environmental Organization (GEO) to gain international validation for the Club's sustainable initiatives and efforts. It was then announced that the Corporation's adherence to GEO requirements has substantially improved since the third quarter of 2022. The conformity to nature-related standards has risen from 40% to 53% while the resources and community-related standards compliance has increased from 49% and 9% to 73% and 75%, respectively. Other notable environmental and sustainability efforts emphasized were the implementation of a more efficient irrigation system which resulted in a 37.2% reduction of annual water usage. The Corporation also decreased its use of insecticides and mechanical measures were instead enforced such as casting with drag mats. The Club conducts regular testing on the soil and water sources for the lagoon and golf course in order to ensure compliance with environmental regulations. The Club began its transition from gasoline-fed to battery-operated equipment. In relation to this, maintenance personnel attended teach-ins to provide knowledge and skills in battery-operated machines operation and maintenance. Other notable initiatives of the Club include ocean clean-up and attendance in seminars for marine turtle conservation.

As to the Club's safety initiatives, the Club continues to conduct training workshops and seminars on fire safety, basic life support training, health awareness, and safety steps seminar. The Club also organized informative lectures on safeguarding data privacy as part of its efforts in compliance with the Data Privacy Act. The Club also held the Risk Assessment Exercise facilitated by Mr. Maphilindo S. Tandoc, Ayala Land, Inc.'s (ALI) Chief Risk Officer.

Enhancement of the Club system and facilities are being done such as the acquisition of 21 new golf carts, replacement of air conditioning units for both male and female locker rooms, and improved shuttle service for employees, caddies, and guests at Sea Breeze Verandas. Likewise, significant improvements were also made to the backroom support office to boost working conditions. The Club facilitated several more activities for the members and guests, such as Vinyasa yoga sessions, swimming lessons, and Aqua Zumba sessions. To further improve guest satisfaction, team trainings were done as well as a service philosophy workshop attended by the Management Committee and senior managers.

The President further noted that the members were informed on July 30, 2023, about the adjustment in their monthly dues effective January 1, 2024.

Finally, on behalf of the Board and the Club, Mr. Jugo acknowledged and thanked the officers and staff for their dedication to the Club and its members and thanked the members for their continuous patronage, patience, and support.

Upon the request of the Chairman, the Secretary presented the following Resolution No. S-03-2023, and reported the stockholders' approval of the same in accordance with the voting results:

Resolution No. S-03-2023

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, 2022, 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-03-2023 for the noting of the annual report and the approval of the 2022 audited financial statements of the Corporation are as follows:

	For	Against	Abstain
Number of Shares Voted	7,633	-	-
% of Shares of Shareholders represented	99.82%	-	-

8. Election of directors

At the request of the Chairman, Mr. Agustin R. Montilla IV, the Chairman of the Corporate Governance and Nomination Committee, reported 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, Javier D. Hernandez, 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 certified that each of the eleven (11) nominees has garnered at least 6,746 votes, and has received enough votes for election to the Board and, consequently, Resolution No. S-04-2023 for the election of the eleven (11) nominees to the Board, had been approved:

Resolution No. S-04-2023

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
Javier D. Hernandez
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
----------	-----	---------	---------

Augusto D. Bengzon	7,628	-	-
Joseph Carmichael Z. Jugo	7,628	-	-
Paullolindo A. Elauria	7,628	-	-
Dante M. Abando	7,628	-	-
Jocelyn F. De Leon	7,628	-	-
Anna Ma. Margarita B. Dy	6,747	-	-
Javier D. Hernandez	7,628	-	-
Paolo O. Viray	6,747	-	-
George Edwin T. Lee	6,746	-	-
Agustin R. Montilla IV	6,747	-	-
Bernadine T. Siy	6,746	-	-

The Board welcomed Mr. Javier D. Hernandez as the new Director and thanked Mr. Jose Emmanuel H. Jalandoni for his contribution and service to the Corporation.

9. Appointment of external auditor and fixing of its remuneration

Upon the request of the Chairman, Ms. Bernadine T. Siy, Chairperson of the Audit and Risk Oversight Committee, reported that upon the Committee’s assessment and evaluation when it comes to the matter of integrity, independence and effectiveness of its audit process, the Committee and the Board are endorsing for the stockholders’ approval the appointment of PwC Isla Lipana & Co. (Isla Lipana) as the external auditor of the Corporation for the current fiscal year for an audit fee of One Hundred Eighty-Eight Thousand Eight Hundred Ninety-Five Pesos (PhP188,895.00), inclusive of out-of-pocket expenses but excluding value-added tax. Ms. Siy informed the stockholders that Isla Lipana will be replacing SyCip Gorres Velayo & Co. (SGV) following the Independent Auditor Tenure Policy by ALI prescribing that an independent auditor shall be replaced after a maximum duration of ten (10) years, extendable to a maximum of twenty-four (24) years, subject to meeting certain conditions, a policy aligned with the 2014 European Union Audit Regulation standard on mandatory audit firm rotation.

The Secretary presented Resolution No. S-05-2023 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-05-2023

RESOLVED, as endorsed by the Board of Directors, to approve the appointment of PwC Isla Lipana & Co. (Isla Lipana) as the external auditor of the Corporation for the year 2023, for an audit fee of One Hundred Eighty-Eight Thousand Eight Hundred Ninety-Five Pesos (PhP188,895.00), inclusive of out-of-pocket expenses and exclusive of value-added tax.

As tabulated by the Office of the Corporate Secretary, the votes on the appointment of Isla Lipana as external auditor of the Corporation, the approval of its audit fee and the adoption of Resolution No. S-05-2023 are as follows:

	For	Against	Abstain
Number of Shares Voted	7,632	1	-
% of Shares of Shareholders represented	99.80%	0.01%	-

10. Other matters

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

The first concern read by Mr. Perez was from Mr. Angel Tadeo Roxas who requested for pets to be allowed in specific areas of the Club. The General Manager, Mr. Jose P. Dagdagan, began by explaining that the Club is committed on ensuring a safe and comfortable environment for all its members, which is why a “No Pets” policy is in place. While the Club recognized the significance of pets to many people, the diverse and potential allergies to others were also taken into consideration. The policy is intended to sustain a clean and healthy environment and a pleasant atmosphere for everyone. Mr. Dagdagan also cited that it is vital in avoiding conflicts and accidents. Nonetheless, he assured the members that the request was well received and that the senior management team will further discuss this matter.

Ms. Olivia Son Dy inquired as to the timeline for the implementation of provisions in the Membership Handbook regarding senior dependents. Mr. Dagdagan addressed the query by informing the members that the Club will thoroughly evaluate the present and future capacities and needs of the Club to decide on its execution and advise the members once a resolution has been reached. Mr. Dagdagan further noted that the Club already eased the age and relationship restrictions for Club access such that family members such as parents, in-laws, and children over 26 are no longer required to pay guest fees. In addition, spouses and dependents under 26 can now be considered accompanying members provided they adhere to Club policies.

Ms. Evelyn Bondagjy asked about the availability of stock certificates. In response, Mr. Dagdagan stated that management and the developer have been working closely with the respective government agencies to help expedite the processing of all pending stock certificates. Mr. Dagdagan added that members may also email the developer at residential.customers@ayalaland.com.ph and the Club Membership Department at golfmembers@anvayacove.com for further assistance. Furthermore, the Club will also continue to give updates as they get information from the relevant agencies.

Lastly, Mr. David Beechcroft-kay strongly suggested that folio charges must be attached to the monthly statement of account so that members can check where the charges are from. Mr. Dagdagan stated that folio charges are the total expenses incurred by members and guests at the Club and upon check out, a hard copy of the folio charges are provided for confirmation and signature. He added that an electronic copy of the said folio charges are also sent to the member’s registered email address. Mr. Dagdagan noted though that unfortunately, due to system limitations, the current billing and collection system cannot include the folio charges in the monthly statement of accounts but members, nonetheless, may request for hard copies of their bills from Management and they will gladly provide them upon request. In relation to this, he announced that starting next year, the Club will be transitioning to a new system that will resolve this issue.

After the last concern, Mr. Perez informed the stockholders that the link to the webcast of the meeting will be posted on the Corporation’s website and any issue, clarification, and concern about the meeting may be raised by the stockholders within two weeks from the posting of the link by sending an email to corporatesecretary.gsc@anvayacove.com.

11. 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

ATTESTED BY:

AUGUSTO D. BENGZON
Chairman of the Board and of the Meeting

ANNEX A

**Anvaya Cove Golf and Sports Club, Inc.
2023 Annual Stockholders’ Meeting
Attendance of Stockholders**

	Stockholder	Type of Share	No. of Shares	Appointee
	<i>By Proxy</i>			
1.	SUBIC BAY DEVELOPMENT AND INDUSTRIAL ESTATE CORP	Class A	1,082	Chairman of the Meeting
		Class B	196	
		Class C	5	
2.	AYALA LAND, INC.	Class A	4,322	Chairman of the Meeting
		Class B	1,913	
		Class C	106	
3.	EMMANUEL C. ALCANTARA	Class B	1	Chairman of the Meeting
4.	JAIME M. DE LEON, JR.	Class B	1	Chairman of the Meeting
5.	CHARLES RAYMUND SAN DIEGO RUFINO AND VICTORIA SAN DIEGO RUFINO	Class B	1	Chairman of the Meeting
6.	GRETA Y. GO	Class B	1	Chairman of the Meeting
7.	SPOUSES BARTOLOME DEL ROSARIO RAMOS AND RHIAMAR AZAÑA RAMOS	Class B	1	Chairman of the Meeting
8.	SPOUSES ENRICO ROSSANO PAGUIA SANCHEZ AND GRACE BAYANGOS SANCHEZ	Class B	1	Chairman of the Meeting
9.	MARTINEZ LEYBA, INC.	Class C	1	Chairman of the Meeting
10.	TAIYO SUBIC PHILIPPINES CORPORATION	Class B	1	Chairman of the Meeting
11.	SPOUSES RENA VISTA MARIN AND RYAN ARAGON MARIN	Class B	1	Chairman of the Meeting
12.	SPOUSES RICHARD MELVIN HAWKINS III AND MARILOU PADILLA HAWKINS	Class B	1	Chairman of the Meeting
	Sub-Total		7,634	
	<i>Directors’ Attendance</i>			
13.	AUGUSTO BENGZON	Class A	1	
14.	JOSEPH CARMICHAEL Z. JUGO	Class A	1	
15.	DANTE M. ABANDO	Class A	1	
16.	JOCELYN F. DE LEON	Class A	1	
17.	ANNA MA. MARGARITA B. DY	Class A	1	
18.	JAVIER D. HERNANDEZ	Class A	1	
19.	PAOLO O. VIRAY	Class A	1	
20.	GEORGE EDWIN T. LEE	Class A	1	
21.	AGUSTIN R. MONTILLA IV	Class A	1	
22.	BERNADINE T. SIY	Class A	1	
	Sub-Total		10	
	<i>Remote Communication</i>			
23.	SPOUSES LAURENT PASCAL LAMASUTA AND AILEEN	Class B	1	

	BEATRICE SANTOS LAMASUTA			
24.	SPOUSES JOSEFINO CRUZ LUCAS AND MARY NECHRIS GUANCO LUCAS	Class B	1	
25.	ANGELITA JAVALLA RAVALO	Class B	1	
	Sub-Total		3	
	Total		7,647	