



## **Details and Rationale for Agenda Items for Approval**

### **Agenda Item No. 1: Call to Order**

The Chairman of the Board of Directors, Mr. Willy N. Ocier, will call the meeting to order.

### **Agenda Item No. 2: Certification of Notice and Quorum**

The Corporate Secretary, Atty. Elmer B. Serrano, will certify that copies of this Notice were sent to Stockholders of record as of **March 28, 2025**. He will also certify the number of attendees, whether in person or by proxy or through remote communication, for the purpose of determining the existence of quorum to validly transact business.

### **Agenda Item No. 3: Approval of Minutes of the Annual Stockholders' Meeting held on April 22, 2024**

The Minutes of the Annual Stockholders' Meeting (ASM) held on April 22, 2024 was posted on the Company's website: <https://www.premiumleisurecorp.com/investor-relations/investor-relations-program/minutes-of-annual-special-stockholders-meeting/> [https://www.premiumleisurecorp.com/wp-content/uploads/plc\\_-\\_minutes\\_of\\_asm\\_22\\_april\\_2024\\_v23apr24\\_1230p.pdf](https://www.premiumleisurecorp.com/wp-content/uploads/plc_-_minutes_of_asm_22_april_2024_v23apr24_1230p.pdf) within twenty-four (24) hours from adjournment of the meeting. Copies of the Minutes of the ASM held on April 22, 2024 are available for inspection during office hours at the office of the Corporate Secretary. The results of last year's ASM were also timely disclosed to Philippine Stock Exchange, Inc. (**PSE**) and the Securities and Exchange Commission (**SEC**). The Minutes are subject to stockholders' approval during this year's stockholders' meeting.

### **Agenda Item No. 4: Approval of 2024 Operations and Results**

The Company's 2024 performance results have been summarized in the Annual Report, which includes the Audited Financial Statements (**AFS**) of the Company for the year ended December 31, 2024. The AFS, as audited by the external auditor which expressed an unqualified opinion therefor, have been reviewed and approved by the Audit Committee and the Board. Stockholders will be given an opportunity to raise questions regarding the operations and report of the Company during the ASM.

### **Agenda Item No. 5: Ratification of all Acts of the Board of Directors, Board Committees and the Management During their Term of Office**

All actions, proceedings and contracts entered into, as well as resolutions made, including approvals of significant related party transactions of the Board, the Board Committees and the Management from the last ASM held on April 22, 2024 to the date of this meeting will be presented to the shareholders for their confirmation, approval, and ratification. The Company's performance in 2024, as detailed in the Annual Report, is attributed to the strategic directions and key policies set by the Board which were effectively executed and complied with by management in conformance with good corporate governance and ethical best practices. The ratification of the acts undertaken by the Board, Board Committees, and Management is subject to stockholders' approval during this year's stockholders' meeting.

### **Agenda Item No. 6: Election of Directors for 2025-2026**

Directors of the Company, including Independent Directors, have been pre-qualified by the Company's Corporate Governance Committee for election as directors for 2025-2026. Their proven competence, expertise and qualifications based on current regulatory standards, will help sustain the Company's solid performance for the benefit of all its shareholders. The profiles of the Board are contained in the Information Statement for reference of the stockholders and are likewise posted on the Company's website. Directors for 2025-2026 will be elected during this year's stockholders' meeting.

**Agenda Item No. 7: Appointment of External Auditor**

Upon recommendation of the Audit Committee, the Board approved and endorses for stockholder approval the re-appointment of Reyes Tacandong & Co. as the Company's external auditor for 2025. Reyes Tacandong & Co. is one of the top auditing firms in the country and is duly accredited with the SEC. The appointment of Reyes Tacandong & Co. as external auditor of the Company for 2025 is subject to stockholders' approval during this year's stockholders' meeting.

**Agenda Item No. 8: Other Matters**

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may raise other matters or issues that may be properly taken up at the meeting.

**Agenda Item No. 9: Adjournment**

After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.