MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS
OF
MARCVENTURES HOLDINGS, INC.

Held on July 31, 2025 at 2:00 p.m.
at the McKinley B & C Room, Manila Polo Club
35 McKinley Road, Forbes Park, Makati City

CALL TO ORDER

The President of the Corporation, Augusto C. Serafica, Jr. (the "**Chairman**"), was requested to act as the Chairman of the 2026 Annual Stockholders' Meeting of MARCVENTURES HOLDINGS, INC. (the "**Company**"), and called the meeting to order. With the permission of the Corporate Secretary, Atty. Roberto V. San Jose, the Assistant Corporate Secretary, Atty. Ana Maria A. Katigbak (the "**Secretary**"), acted as the Secretary of the Meeting.

The following members of the Board of Directors and principal executive officers present at the meeting were introduced by the Chairman to the stockholders:

Marianne Regina T. Dy	Director / Chairman of the Retirement Committee
Ruby K. Sy	Director
Alfredo S. Panlilio	Independent Director/ Chairman of the Investment Committee
Kwok Yam Ian Chan	Independent Director
Rolando S. Santos	Chief Operating Officer / Executive Vice President
Atty. Ana Maria A. Katigbak	Assistant Corporate Secretary/ Corporate Information Officer

Atty. Rommel T. Casipe	Co-Assistant Corporate Secretary / Co-Compliance Officer / Co-Corporate Information Officer
Emerson P. Paulino	Data Privacy Officer / Compliance Officer
Dale A. Tongco	Treasurer
Deborra C. Ilagan	Vice-President for Human Resources / Administration
Ma. Theresa A. Defensor	Vice-President for Corporate Communications
Ric F. Macabidang	Vice-President for Business Development

The Chairman also recognized the presence of the representatives of the Company's external auditors, Reyes Tacandong & Company.

PROOF OF NOTICE OF MEETING AND CERTIFICATION OF QUORUM

The Secretary reported that pursuant to SEC Notice dated March 11, 2026, the notice of the meeting was published, in print and online formats, in the business section of the Daily Tribune and the Manila Standard, both newspapers of general circulation, on July 9 and 10, 2026. A copy of the notice, together with the Definitive Information Statement (the "**DIS**"), Management Report, Proxy Form, minutes of the previous meeting, and other documents related to the meeting were also made accessible through the Company's website and the Philippine Stock Exchange Edge website. It was noted that by voting in person or by proxy, a stockholder would be deemed present for purposes of determining quorum.

Based on the foregoing, the Secretary certified that stockholders owning at least 2,279,096,773 shares representing at least 75.60% of the outstanding capital stock were present at the meeting, and that a quorum existed for the transaction of business.

At the Chairman's request, the Secretary explained the participation and voting procedures adopted for the meeting. She stated that under the Company's By-Laws, every stockholder shall be entitled to one vote for each share of stock standing in his/her name in the books of the Company. For the election of directors, each stockholder may cumulate his/her votes.

It was further explained that stockholders who successfully registered for the meeting would be given the opportunity to cast their votes in person or by submitting their proxy forms. The proxy form contained five (5) items for approval as indicated in the agenda set out in the notice. The proposed resolution would be shown on the screen as each matter on the agenda was taken up. For items other than the election of directors, the stockholders had the option to either vote in favor of, against, or abstain on, a matter for approval. For the election of directors, the stockholders had the option to vote their shares for each of the nominees, not vote for any nominee, or vote for one or some nominees only, in such number of shares as the stockholders prefer; provided that the total number of votes cast does not exceed the number of shares owned by them multiplied by the number of directors to be elected. She added that the votes casted in person or by proxy were validated by **Stock Transfer and Services, Inc.**, the Company's stock and transfer agent, and that the results of the voting, with full details of the affirmative and negative votes, as well as abstentions, would be reflected in the minutes of the meeting. Attached as **Annex "A"** to the minutes are the full details of the affirmative and negative votes, as well as the abstentions on the matters voted upon during the meeting.

The Secretary also stated that for all items on the agenda to be approved other than the election of directors, the vote of the stockholders representing at least a majority of the outstanding capital stock would be sufficient to approve the matter. For the election of directors, the nine (9) nominees receiving the highest number of votes would be declared the duly elected members of the Board of Directors for the current term.

APPROVAL OF MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETING

The next matter on the agenda was the approval of the Minutes of the previous meeting of the stockholders held on July 25, 2025, an electronic copy of which was made available on the Company's website. Upon motion made and duly seconded, the reading of the minutes was dispensed with and the following resolution was approved by the stockholders:

> "**RESOLVED**, that the minutes of the Annual Stockholders' Meeting of Marcventures Holdings, Inc. held on July 25, 2025 be, as it is hereby, approved."

The Secretary noted that stockholders owning at least 2,082,737,250 shares representing at least 69.08% of the outstanding capital stock voted in favor of approving the minutes, while zero shares voted against, and zero shares abstained on the matter. It was noted that the affirmative votes were sufficient to approve the resolution.

APPROVAL OF MANAGEMENT REPORT AND AUDITED FINANCIAL STATEMENTS

The next item on the agenda was the Management Report, including the Company's audited financial statements for the year ended December 31, 2025.

The Chairman presented the Management Report and discussed the operational highlights and financial results. Attached as **Annex "B"** to the Minutes is a copy of his presentation.

After the presentation of the operational highlights and financial results, the floor was opened for questions. Considering that no question was raised by the stockholders, the Chairman requested for a motion on the matter. Upon motion made and duly seconded, the following resolution was approved by the stockholders:

> "**RESOLVED**, that the Management Report as presented by the Corporation's President, Mr. Augusto C. Serafica, Jr., and the Company's audited financial statements for year ended December 31, 2025 be, as they are hereby, approved."

The Secretary noted that stockholders owning at least 2,082,737,250 shares representing at least 69.08% of the outstanding capital stock, voted in favor of approving the Management Report and audited financial statements for the year ended December 31, 2025, while zero shares voted against, and zero shares abstained on the motion. It was noted that the affirmative votes were sufficient to approve the resolution.

RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT

The next item on the agenda was the ratification and approval of the acts of the Board of Directors and Management of the Company from the date of the last stockholders' meeting to date. A summary of the acts for ratification was included in the DIS.

Upon motion made and duly seconded, the following resolution was approved by the stockholders:

> "**RESOLVED**, that all acts, proceedings, transactions, contracts, agreements, resolutions and deeds, authorized and entered into by the Board of Directors, Management, and/or Officers of Marcventures Holdings, Inc. from the date of the last annual stockholders' meeting up to the present be, as they are hereby, ratified, confirmed and approved."

The Secretary reported that stockholders owning at least 2,082,737,250 shares representing at least 69.08% of the outstanding capital stock, voted in favor of ratifying and approving the acts, while zero shares voted against, and zero shares abstained on the matter. It was noted that the affirmative votes were sufficient to approve the resolution.

ELECTION OF DIRECTORS

The meeting proceeded to the election of the members of the Board of Directors. At the Chairman's request the Secretary explained the election procedures. She stated that the Sixth Article of the Company's Amended Articles of Incorporation, provided that there shall be nine seats in the Board of Directors, of which at least two (2) must be Independent Directors. As such, there were nine (9) Board seats open for nomination. The SEC rules provided that all nominations for director shall be submitted to and evaluated by the Nominations Committee. Nominations for Independent Director shall appear in the Final List of Candidates set forth in the DIS submitted to the Securities and Exchange Commission, and no other nominations shall be entertained from the floor.

The Secretary reported that the Company received a total of six (6) nominees for Regular Directors, and three (3) for Independent Directors. The nominees receiving the highest number of votes for the 6 available seats for Regular Director, and for the 3 available seats for Independent Director, would be declared the duly elected members of the Board of Directors for 2026-2027. She added that the full details of the background and qualifications of the nominees were disclosed in the Company's DIS.

The following were nominated for Regular and Independent Directors:

For Regular Directors:

1. Cesar C. Zalamea
2. Marianne Regina T. Dy
3. Michael L. Escaler
4. Augusto C. Serafica, Jr.
5. Ruby K. Sy
6. Anthony M. Te

For Independent Directors:

1. Kwok Yam Ian Chan
2. Augusto D. Bengzon
3. Alfredo S. Panlilio

Due to his recent demise, the votes in favor of Mr. Cesar C. Zalamea were not casted. Upon motion made and duly seconded, the nominations were closed and the Corporate Secretary was directed and authorized to cast all votes of the stockholders present or represented at the meeting equally among all the nominees, except Mr. Zalamea.

The Secretary reported that based on the tabulation and validation by the Company's stock and transfer agent, stockholders owning at least 2,082,737,250 shares representing at least 69.08% of the outstanding capital stock, voted to elect all the remaining eight (8) nominees to the Board of Directors, as follows:

For Regular Directors:

1. Marianne Regina T. Dy
2. Michael L. Escaler
3. Augusto C. Serafica, Jr.
4. Ruby K. Sy
5. Anthony M. Te

For Independent Directors:

1. Kwok Yam Ian Chan
2. Augusto D. Bengzon
3. Alfredo S. Panlilio

The Chairman then declared the above nominees as the duly elected members of the Board of Directors for the current term to act as such until their successors are duly elected and qualified in accordance with the By-Laws. He acknowledged that Messrs. Chan, Bengzon, and Panlilio were the Company's newly-elected Independent Directors.

APPOINTMENT OF EXTERNAL AUDITOR

The next item on the agenda was the appointment of the Company's external auditor. The Chairman informed the stockholders that the Company's Audit and Governance Committee reviewed the qualifications and performance of its current external auditor, Reyes Tacandong & Company, and endorsed its reappointment for the current year. Upon motion made and duly seconded, the following resolution was approved by the stockholders:

> "**RESOLVED**, that the accounting firm of Reyes Tacandong & Company be re-appointed external auditors of the Company for the year 2026."

The Secretary reported that stockholders owning at least 2,082,737,250 shares representing at least 69.08% of the outstanding capital stock, voted in favor of the appointment of Reyes Tacandong & Company, while zero shares voted against, and zero shares abstained on the matter. It was noted that the affirmative votes were sufficient to approve the motion.

ADJOURNMENT

The Chairman inquired whether there were any other matters to be taken up. The Secretary replied that there were no other matters on the agenda.

There being no further matters to discuss, the meeting was adjourned. The Chairman thanked the shareholders for joining the meeting and requested the newly-elected Board members to proceed to The President's Room for the Organizational Board Meeting.

ATTESTED BY:

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ATTY. ANA MARIA A. KATIGBAK
Assistant Corporate Secretary

ANNEX "A"
(VOTING RESULTS)

AGENDA ITEMS	**ACTION**			
Item 1. Call to Order	No action necessary.			
Item 2. Proof of Notice and Certification of Quorum	No action necessary.			
	FOR	**%**	**AGAINST**	**ABSTAIN**
Item 3. Approval of the Minutes of the Previous Annual Stockholders' Meeting held on 25 July 2025	2,082,737,250	69.08%	0	0
Item 4. Approval of the Management Report and Audited Financial Statements for the year ended December 31, 2025	2,082,737,250	69.08%	0	0
Item 5. Ratification of All Acts of the Board of Directors and Management	2,082,737,250	69.08%	0	0
Item 6. Election of Directors				
For Regular Director:				
1. CESAR C. ZALAMEA	0	0	0	0
2. MARIANNE REGINA T. DY	2,082,737,250	69.08%	0	0
3. MICHAEL L. ESCALER	2,082,737,250	69.08%	0	0
4. AUGUSTO C. SERAFICA, JR.	2,082,737,250	69.08%	0	0
5. RUBY K. SY	2,082,737,250	69.08%	0	0
6. ANTHONY M. TE	2,082,737,250	69.08%	0	0
For Independent Director:				
1. KWOK YAM IAN CHAN	2,082,737,250	69.08%	0	0
2. AUGUSTO D. BENGZON	2,082,737,250	69.08%	0	0
3. ALFREDO S. PANLILIO	2,082,737,250	69.08%	0	0
Item 7. Approval of Appointment of Reyes Tacandong & Co. as the Company's External Auditor	2,082,737,250	69.08%	0	0
Item 8. Other Matters	No Action Necessary			
Item 9. Adjournment	No Action Necessary			

Note: Percentage is based on total outstanding voting shares of MARC at 3,014,820,305 common shares.

ANNEX "B"

MANAGEMENT REPORT

presented by Mr. Augusto C. Serafica, Jr.
during the 2026 Annual Shareholders' Meeting of Marcventures Holdings, Inc.