

**MINUTES OF THE SPECIAL MEETING
OF THE STOCKHOLDERS
OF**

MARCVENTURES HOLDINGS, INC.

(the “Company”)

Held on October 2, 2026 at 2:00 p.m.
through videoconference via Zoom

CALL TO ORDER

Mr. Augusto C. Serafica, Jr., Chairman of the Board of Directors and President, acted as the Chairman of the special stockholders’ meeting, 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, 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
Anthony M. Te	Director/ Chairman of the Executive Committee
Alfredo S. Panlilio	Independent Director/ Chairman of the Governance and Nominations and Compensation Committee
Kwok Yam Ian Chan	Independent Director
Augusto Cesar D. Bengzon	Independent Director/ Chairman of Audit, Oversight and Related Party Transaction Committee
Atty. Roberto V. San Jose	Corporate Secretary
Atty. Ana Maria A. Katigbak	Assistant Corporate Secretary

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Emerson P. Paulino	Compliance Officer/ Corporate Information Officer/ Data Privacy Officer
Rolando S. Santos	Chief Operating Officer / Executive Vice President
Dale A. Tongco	Treasurer
Deborra C. Ilagan	Vice-President for Human Resources / Administration
Ma. Theresa A. Defensor	Vice-President for Corporate Communications

PROOF OF NOTICE OF MEETING AND CERTIFICATION OF QUORUM

The Secretary reported that pursuant to the SEC’s 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 September 10 and 11, 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. The Secretary stated that by voting in absentia or by proxy, or by participating remotely in this meeting, a stockholder would be deemed present for purposes of determining quorum.

The Secretary then certified that stockholders owning at least 2,278,364,762 shares representing at least 75.57% 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. Stockholders who successfully registered for the meeting would be given the opportunity to cast their votes by submitting their proxy forms.

The proxy form contained the two (2) items for approval as indicated in the agenda set out in the notice. For the approval of the minutes of the previous stockholders’ meeting, the stockholders had the option to either vote in favor of or against the proposed resolution, or to abstain. The vote of the stockholders representing at least a majority of the outstanding capital stock would be sufficient to approve the minutes of the previous stockholders’ meeting. For the election of the Regular Director, every stockholder entitled to vote shall have the right to vote the number of shares standing in his/her own name in the stock transfer book of the Company. Since there was only one Regular Director to be elected, there was no cumulation of votes.

The Secretary explained that the votes received by proxy form 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.

Finally, stockholders, once successfully registered, were also given an opportunity to raise questions or express comments limited to the agenda items by submitting the same by email.

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 31, 2026, an electronic copy of which was made available on the Company’s website. Upon motion duly made and seconded, the following resolution was approved by the stockholders:

“RESOLVED, that the minutes of the Annual Stockholders’ Meeting of Marcventures Holdings, Inc. held on July 31, 2026 be, as it is hereby, approved.”

The Secretary noted that stockholders owning at least 2,278,364,762 shares representing at least 75.57% of the outstanding capital stock voted in favor of approving the minutes, while zero (0) shares voted against, and zero (0) shares abstained on the matter. The affirmative votes were sufficient to approve the resolution.

ELECTION OF ROLANDO S. SANTOS AS REGULAR DIRECTOR

The meeting proceeded to the election of Mr. Rolando S. Santos as Regular Director. At the Chairman’s request, the Secretary discussed the election procedures. The Secretary explained that the Sixth Article of the Company’s Amended Articles of Incorporation stated that there shall be nine (9) seats in the Board of Directors, of which at least two (2) must be Independent Directors. There was one (1) Board seat for a Regular Director that was vacant, which was the subject of the meeting. The Company received only one (1) nomination for Regular Director in favor of Mr. Rolando S. Santos.

In compliance with SEC Rules and the Nominations and Corporate Governance Committee Charter of the Company, the nomination of Mr. Santos was screened and evaluated by the Committee. The Secretary added that the full details of the background and qualifications of Mr. Santos were disclosed in the Company’s Definitive Information Statement.

The Secretary reported that based on the tabulation and validation by the Company’s stock and transfer agent, stockholders owning at least 2,278,364,762 shares representing at least 75.57% of the outstanding capital stock voted in favor of the election Mr. Rolando S. Santos as Regular Director.

The Chairman then declared Mr. Rolando S. Santos as the duly elected member of the Board of Directors for the current term to act as such until his successor is duly elected and qualified in accordance with the By-Laws.

ADJOURNMENT

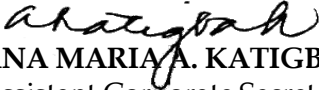
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The Chairman inquired whether there were any other matters to be taken up. The Secretary replied that there were no other matters on the agenda and no questions were received from the stockholders.

There being no further matters to discuss, the meeting was adjourned. The Chairman thanked the shareholders for participating in the meeting and requested the Board members to join the Special Board Meeting after the adjournment.

ATTESTED BY:

AUGUSTO C. SERAFICA, JR.
Chairman of the Meeting


ANA MARIA A. KATIGBAK
Assistant Corporate Secretary

DRAFT

**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 31 July 2026	2,278,364,762	75.57	0	0
Item 4: Election of Rolando S. Santos as Regular Director for 2026-2027	2,278,364,762	75.57	0	0
Item 5: Other Matters	According to Proxy’s Discretion			0
Item 6. Adjournment	No Action Necessary			

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