



ANVAYA COVE BEACH & NATURE CLUB, INC.

Minutes of the Annual Meeting of the Stockholders

August 4, 2023, 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:	5,187	76.28%
*The complete list is attached as Annex A		

Directors Present:

Augusto D. Bengzon	<i>Chairman of the Board Chairman, Executive Committee</i>
Paullolindo A. Elauria	<i>Director and President Member, Executive Committee</i>
Rex Ma. A. Mendoza	<i>Lead Independent Director Member, Executive Committee Chairman, Corporate Governance and Nomination Committee</i>
Jessie D. Cabaluna	<i>Independent Director Chairman, Audit and Risk Oversight Committee</i>
Jocelyn F. De Leon	<i>Director Member, Membership Committee</i>
Dindo R. Fernando	<i>Director and Treasurer Chairman, Membership Committee</i>
Rex Ma. A. Mendoza	<i>Lead Independent Director Member, Executive Committee Chairman, Corporate Governance and Nomination Committee Member, Audit and Risk Oversight Committee</i>
Mercedita S. Nolleddo	<i>Independent Director Member, Executive Committee Member, Audit and Risk Oversight Committee</i>
Paolo O. Viray	<i>Director Member, Membership Committee</i>
Jesus Emmanuel M. Yujuico	<i>Independent Director Member, Corporate Governance and Nomination Committee</i>

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 is holding the meeting then welcomed the stockholders, who have joined the live webcast of the proceedings, and thanked all the shareholders who were participating in the meeting 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: Paullolindo A. Elauria (President), Rex Ma. A. Mendoza (Chairman of the Corporate Governance and Nominatation Committee), Jessie D. Cabaluna (Chairman of the Audit and Risk Oversight Committee), Neal C. Perez (Compliance Officer, Finance Director and Chief Risk Officer), Maria Paula G. Romero-Bautista (Assistant Corporate Secretary), and Heidi Rosalie R. Hocson (General Manager). He also presented the other members of the Board.

2. Notice of meeting

The Assistant Corporate Secretary, Ms. Maria Paula G. Romero-Bautista, 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 to stockholders of record as of July 13, 2023 by, first, posting on the Corporation's website on July 11, 2023, second, by posting in the club premises on July 14, 2023, and by email to all stockholders with email addresses on record also on July 14, 2023. The Notice was also published in print and online format in the Philippine Daily Inquirer and Philippine Star on July 13 and 14, 2023.

3. Certification of quorum

The Assistant Corporate Secretary certified that there was a quorum for the meeting with stockholders owning 5,187 shares or 76.28% of the 6,800 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	76.12%
Voting by ballots	0.01%
Remote Communication	0.15%

Additionally, there were 16 viewers of the live webcast of the meeting.

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 Assistant Corporate Secretary to share the rules of conduct and voting procedures for the meeting.

The Assistant Corporate Secretary explained that the rules of conduct and the voting procedures were set forth in the DIS and in the Explanation of Agenda Items which formed part of the Notice. She highlighted the following:

1. Stockholders may send their questions or comments to acbnc.agm@anvayacove.com.

2. Mr. Neal C. Perez, the Compliance Officer, will read the questions or comments received before 9:15 a.m. during the Q and A period, after other matters under item 8 of the agenda. Management will reply to questions and comments not taken up during the meeting by email.
3. There were 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 July 14, 2023 to acbnc.agm@anvayacove.com. The polls will remain open until the end of this meeting.

The Assistant Corporate Secretary informed the stockholders that the votes cast as of July 28, 2023 have been tabulated. Those votes were from stockholders owning 5,177 voting shares representing 99.98% of the total voting shares represented in the meeting, and 76.13% of the total outstanding voting shares. The results of this tabulation would be the basis for the voting results during the meeting. 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 stockholders' meeting held on July 29, 2022. An electronic copy of the minutes was posted on the website of the Corporation.

The Assistant Corporate 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 July 29, 2022.

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

	For	Against	Abstain
Number of Shares Voted	5,176	-	1
% of Shares of Shareholders Represented	99.98%	-	0.01%

6. Ratification of all resolutions adopted by the Board of Directors and all acts of the Management beginning July 29, 2022 until August 4, 2023

The Assistant Corporate Secretary, upon the request of the Chairman, explained that stockholders' ratification was sought for all the acts and resolutions of the Board and Board committees exercising powers delegated by the Board, which were adopted from July 29, 2022 until August 4, 2023. These acts and resolutions are reflected in the minutes of meetings, and they include the approval of the operating budget, implementation of cashless transactions, approval of the Charters of the Committees and its amendments, 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 such other matters covered by disclosures to the Securities and Exchange Commission.

The Assistant Corporate 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 July 29, 2022 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 Assistant Corporate Secretary 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 July 29, 2022 to August 4, 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	5,176	-	1
% of Shares of Shareholders Represented	99.98%	-	0.01%

7. President’s Report

The President, Mr. Paullolindo A. Elauria, 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 PhP763.9 Million in assets including a cash balance of almost PhP23.2 Million and short-term investments of about PhP5.1 Million.

He reported that bulk of the PhP28.2 Million accounts receivables is the unpaid membership dues and Corporation charges from the sale of room accommodation, food and beverage and other merchandise and the collection of which continue to be the top priority for the Corporation. Given the foregoing, the collection efficiency rate for 2022 is at 86.17%. The receivables from related parties ended at PhP152.1 Million and property, plant and equipment posted at PhP525.1 Million, while current liabilities ended at PhP89.4 Million for year 2022.

Mr. Elauria mentioned that the Corporation recorded PhP282.1 Million of revenues for the year 2022 which he highlighted was the highest revenues of the Corporation commencement of operations and a substantial increase of almost PhP175.4 Million in total revenues compared to 2021. The total cost and expenses were up by PhP117.4 Million as compared in 2021. For the year 2022, the Corporation generated a total comprehensive income of PhP20.4 Million, the highest net income recorded in the history of the Club operation, representing 7.2% of the total revenues.

The President also presented the operating performance of the Corporation. For the year 2022, the Corporation generated PhP53.9 Million net cash from operations. He reported that the capital expenditure increased to PhP20 Million for the equipment and facilities upgrade. At the year-end 2022, the Corporation showed a cash balance of PhP23.2 Million.

Mr. Elauria proceeded with the presentation of guest patronage. He shared that the Corporation had a total of 43,169 day visitors in 2022 which is a 249% increase from 2021. Similarly, the Casitas occupancy increased by 443% compared to previous year. Club functions for 2022 reflected a revenue

of Php18.6 Million, The number of Club shares also increased to a total of 1,701 which resulted to the increase of actual members to 1,824 which is a 3% increase from 2022.

For the year 2023, Mr. Elauria added that the number of Club Shares increased to a total of 1,711 therefore posting a growth of actual members to 1,834 with 3% increase from 2022. The Club welcomed 24,368-day visitors from January to June 2023 or 4,228 persons per month posting a 4% decrease from the previous year. Occupancy in the casitas also increased by 21% while Club functions generated a revenue of Php14.7 Million for the first half of the year. Most of the functions were in-house corporate events, team building activities, and seminars.

Mr. Elauria proudly shared that despite the pandemic just being around the corner, the Corporation was able to continuously administrate several activities and events for the members and guests to keep their stay fun and memorable. Photos of the events held in the Club were then presented to the stockholders.

The President also reported the various environmental initiatives as the Corporation continues to conduct and partake on numerous trainings and seminars in relation to environmental awareness and efforts particularly in the local community. Various photos of the event, trainings and seminars that the Corporation has conducted and attended were likewise presented to the stockholders which included the Brigada Seminar Series, Capacity Building for Marine Turtle Conservation in Bataan, Anvaya Cove Staff training on Pawikan Handling, Coastal Clean-Up, International Coastal Clean-up 2022, Participatory mapping of Pawikan Nesting Sites and Public Consultation for the proposed Pawikan Protocol in Bataan, 1PawiCAN Visioning Workshop, Beach Clean-Up, Cascading of Provincial Ordinance on Pawikan Protocols, 1PawiCAN Annual Meeting and Executive Board Election, Benchmarking on Pawikan Conservation for Limay Bataan, Pawikan Festival 2022: Walk for a Cause, Anvaya Plays Santa, Operation Crown-Of-Thorns, Getting to Know More About Pawikan and Night Patrol, Pawikan Send-off 2023, Temperature Sensor Deployment Anvaya x Lamaye, We Lift Each Other Up – Bagac Pawikan Release Ceremony, 2nd State of the Coasts Report of Bataan Province, Earth Hour 2023, 1PawiCAN 1st Quarter Meeting CY 2023, Pawikan Nesting and Hatchery Management, Project TRANSFORM, Spaying and Neutering of Cats, Feral Cat Management: Mass Sterilization and Vaccination and Greenhouse Project: Production Report.

Mr. Elauria presented as well the various club safety initiatives of the Corporation to ensure a safe and healthy environment, while equipping the employees with the best safety practices and expectations that would help with the Club operations. Photos of the trainings and seminars were also shown which included Water Safety Training 2022, Data Privacy Lecture, Covid-19 Booster Shots Lecture, Basic Life Support Training II, Safety Steps Seminar – ECOLAB, Lifeguarding 2023, Basic Occupational Safety & Health (BOSH), Fire Prevention Training, Manual Dredging of Lagoon and Risk Management Exercise.

To ensure membership satisfaction, Mr. Elauria also emphasized that this can only be achieved through an empowered and highly motivated team of employees. Thus, the Corporation rolled out meaningful employee engagement projects for 2022. The other trainings and seminars organized for the employees were likewise shown to the stockholders.

Mr. Elauria also happily announced the additional efforts made by the Corporation to improve the members' experience, which include the satellite food stations set up for the Members to enjoy. He also mentioned that the Corporation also initiated different approaches to address the concerns and suggestions from the members and guests. The new Casita rates and day visit policy were also implemented beginning 1 June 2023 but applicable only to non-members while members continue to enjoy the old rate and the newly-added amenities particularly the mini bar and buri bag. To prioritize the members and exclusivity of the Club, the free guests credits were altered from 90 free guests per quarter to a maximum of 20 free guests per month which cannot be carried over to the following month. The Club also waived the guest fee and free guest count for the members' parents, parents-in-law and children over 26 years old provided that the members must be physically present to accompany them.

To improve the Club’s services, Mr. Elauria also presented the planned renovations for the following: Welcome Pavilion, Main Pavilion, Tower Bar, Sunset Bar, Pawikan Bar & Grill, Talisay Bar & Grill, which will be a new structure, and food trailer.

Mr. Elauria also reported the Php1,000 increase in monthly dues which will become effective by 1 January 2024. The increase will help greatly to improve the members’ experience.

As one of the Corporation’s ways of valuing its employees dedication and service, the service awardees of the year were presented as well as the new employees. Mr. Elauria then took the opportunity to thank the officers and staff for their dedication to the Corporation and its members and recognized their sacrifices and hard work.

Lastly, on behalf of the Board and the Corporation, Mr. Elauria thanked the members for their continued patronage, patience, and support and assured that the Corporation is steadfast in providing the best possible Anvaya Cove Beach & Nature Club experience.

Upon the request of the Chairman, the Assistant Corporate 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 Corporation’s Annual 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	5,176	-	1
% of Shares of Shareholders Represented	99.98%	-	0.01%

8. 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. Rex Ma. A. Mendoza, the Chairman of the Corporate Governance and Nomination Committee, to explain this item.

Mr. Mendoza informed the stockholders that, in accordance with the requirements of the Corporation’s By-Laws and the Manual of Corporate Governance, the following eleven (11) stockholders were duly nominated to the Board of Directors for the ensuing term: Augusto D. Bengzon, Paullolindo A. Elauria, Antonino T. Aquino, Jocelyn F. De Leon, Dindo R. Fernando, Joseph Carmichael Z. Jugo, Mercedita S. Nolleto, Paolo O. Viray, Jessie D. Cabaluna, Rex Ma. A. Mendoza, and Jesus Emmanuel M. Yujuico.

Mr. Mendoza, Mr. Yujuico, and Ms. Cabaluna were nominated as independent directors.

Mr. Mendoza 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 nominations.

The Assistant Corporate Secretary reported each of the eleven (11) nominees has garnered at least 5,175 votes. Given this, he certified that each nominee 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 has 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
Paullolindo A. Elauria
Joseph Carmichael Z. Jugo
Antonino T. Aquino
Jocelyn F. De Leon
Dindo R. Fernando
Mercedita S. Nolleto
Paolo O. Viray
Jessie D. Cabaluna, *Independent Director*
Rex Ma. A. Mendoza, *Independent Director*
Jesus Emmanuel M. Yujuico, *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	5,175	-	-
2. Paullolindo A. Elauria	5,175	-	-
3. Joseph Carmichael Z. Jugo	5,175	-	-
4. Antonino T. Aquino	5,175	-	-
5. Jocelyn F. De Leon	5,175	-	-
6. Dindo R. Fernando	5,175	-	-
7. Mercedita S. Nolleto	5,175	-	-
8. Paolo O. Viray	5,175	-	-
9. Jessie D. Cabaluna	5,175	-	-
10. Rex Ma. A. Mendoza	5,175	-	-
11. Jesus Emmanuel M. Yujuico	5,175	-	-

9. Appointment of external auditor and fixing of its remuneration

Upon the request of the Chairman, Ms. Jessie D. Cabaluna, Chairperson of the Audit and Risk Oversight Committee, informed the stockholders 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 thus agreed to endorse 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 Three Hundred Seventy-Seven Thousand Eight Hundred Ninety-Five Pesos (PhP377,895.00), inclusive of out-of-pocket expenses but excluding value-added tax. Ms. Cabaluna reported that Isla Lipana will be replacing SyCip Gorres Velayo & Co. (SGV) following the Independent Auditor Tenure Policy by Ayala Land, Inc. 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 Assistant Corporate 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 Three Hundred Seventy-Seven Thousand Eight Hundred Ninety-Five Pesos (PhP377,895.00), inclusive of out-of-pocket and exclusive of value-added tax.

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	5,176	-	-
% of Shares of Shareholders Represented	99.98%	-	-

10. Other matters

After confirming with the Assistant Corporate Secretary that there were no other matters that require 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 question read by Mr. Perez referred to the plans of the management on the increase of dues for 2024. The General Manager, Ms. Heidi Rosalie R. Hocson, began by explaining that the newly added amount of membership dues will go towards the numerous improvement efforts lined up for the Club such as the major renovation works covering areas mentioned in the President’s report in order to give a fresh look to the Beach and Nature Club. In addition, another food and beverage outlet, the Talisay Bar and Grill, will also be added to provide more dining options to the members and guests. She also shared that here is also a plan to purchase a new system which will further enhance and streamline the Club operations. Ms. Hocson also cited the considerable increases due to inflation and government mandated employees’ wages, regular repairs and maintenance expenses among other items. She assured the members that the Club will continue to improve the membership experience.

The second question read by Mr. Perez pertained to the replacement for the bike park. Ms. Hocson addressed the query by informing the members that the location and structure of the bike park are not owned by the Club and they are not part of the committed amenities by the developer. Nevertheless, they will continue to work with the developer as they plan out and incorporate bike trails with a better and more permanent location. She also added that they will review other activities as well for the members and guests like boat tours and other nature activities. The members will be provide updates for these improvements.

The third question read by Mr. Perez was about the availability of stock certificate. In response, Ms. Hocson stated that the Management of the club along with the developer have been working closely with the respective government agencies to help fast track the processing of all pending stock certificates. Ms. Hocson added that members may also email residential.customers@ayalaland.com.ph, the developer, and members@anvayacove.com, the membership department, so that all concerns may be directly addressed and monitored. Furthermore, the team will also continue to give updates as they get information from the relevant agencies.

The fourth and final question inquired as to what incentive will members who only occasionally visit the club get considering the reduction of free guests and not allowing the carry-over of allocations. Ms. Hocson answered that the Club has already approved the waiver of the guest fees for legal and registered first degree family members of all primary members. The first degree family members namely parents, parents-in-law, and those who are not anymore qualified dependents, will no longer be charged guest fees. They, however, still need to be accompanied by members during weekends and holidays and that it will not be deducted against the 20 free guests per month allocation. Ms. Hocson also encouraged all of the members to register their qualified family members at the membership office and to bring forth the necessary documents to support the registration.

11. Adjournment

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



MARIA PAULA G. ROMERO-BAUTISTA
Assistant Corporate Secretary

Approved:

AUGUSTO D. BENGZON
Chairman of the Board

Annex A

Attendance of Stockholders

	Stockholder	Type of Share	No. of Shares	Appointee
	<i>By Proxy</i>			
1.	AYALA LAND, INC.	Class A	3,250	Chairman of the meeting
2.	AYALA LAND, INC.	Class B	432	Chairman of the meeting
3.	AYALA LAND, INC.	Class C	352	Chairman of the meeting
4.	AYALA LAND, INC.	Class D	702	Chairman of the meeting
5.	AYALA LAND, INC.	Class E	180	Chairman of the meeting
6.	SUBIC BAY DEVELOPMENT AND INDUSTRIAL ESTATE CORP.	Class A	201	Chairman of the meeting
7.	SUBIC BAY DEVELOPMENT AND INDUSTRIAL ESTATE CORP.	Class B	16	Chairman of the meeting
8.	SUBIC BAY DEVELOPMENT AND INDUSTRIAL ESTATE CORP.	Class C	32	Chairman of the meeting
9.	TAMMY JANE CUA LIAO	Class B	1	Chairman of the meeting
10.	SPS. LORENZO D. AND ESTRELLA E. MARIANO JR.	Class B	1	Chairman of the meeting
	Sub-Total		5,167	
	<i>By Remote Communication</i>			
11.	MARIA ELOISA FRANCO DIAZ AND REUVEN KITAOKA DIAZ AND JUN KITAOKA DIAZ AND ELENA DIAZ – BILELLO	Class B	1	
12.	MARIA ROSALIE SAN JUAN SILUD	Class B	1	
	Sub-Total		2	
	<i>Directors' Attendance</i>			
13.	AUGUSTO BENGZON	Class A	1	
14.	JOCELYN F. DE LEON	Class A	1	
15.	JESSIE D. CABALUNA	Class A	1	
16.	DINDO R. FERNANDO	Class A	1	
17.	REX MA. A. MENDOZA	Class A	1	
18.	JOSEPH CARMICHAEL Z. JUGO	Class A	1	
19.	PAOLO OPPUS VIRAY	Class A	1	
20.	PAULLOLINDO A. ELAURIA	Class A	1	
21.	ANTONINO T. AQUINO	Class A	1	
22.	JESUS EMMANUEL M. YUJUICO	Class A	1	
23.	MERCEDITA S. NOLLEDO	Class A	1	
	Sub-Total		11	
	Total		5,180	