ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
19 JULY 2025

1. Board Resolution No. 2025-07-01
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on July 19, 2025.

2. Board Resolution No. 2025-07-02
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on June 21, 2025, as amended, and the Minutes of the Special Board Meeting held on June 28, 2025.

3. Board Resolution No. 2025-07-03
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the conduct of the 2025 Annual Stockholders' Meeting in a hybrid format combining in-person attendance and remote communication.

4. Board Resolution No. 2025-07-04
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the inclusion of the proposed amendment to the Articles of Incorporation in the agenda for the 2025 Annual Stockholders' Meeting.

5. Board Resolution No. 2025-07-05
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Proxy Form for the proposed amendment to the Articles of Incorporation.

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the Proxy Form for the Election of the Board of Directors.

6. Board Resolution No. 2025-07-06
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the removal of Item 1.3(a) from the Nomination Committee Charter:

1.3 DISQUALIFICATIONS - Any Director who is running for reelection shall be disqualified from being a member of the Nominations Committee.

7. Board Resolution No. 2025-07-07
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the amendment of the deadline for submission of nominations from July 28, 2025 to July 26, 2025.

8. Board Resolution No. 2025-07-08
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the revised circular announcing the list of candidates and nominees for election.

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the tentative schedule of interviews of nominees on July 29–30, 2025.

9. Board Resolution No. 2025-07-09
RESOLVED, AS IT IS HEREBY RESOLVED, that Valley Golf & Country Club, Inc. (the "Corporation") be authorized to sell its motor vehicle, Toyota Raize 1.2 G DCVT, to Mr. Emilio R. Tuason;

RESOLVED FURTHER, that the said motor vehicle shall be sold at a price not less than Nine Hundred Twenty-Six Thousand Pesos (₱926,000.00); and

RESOLVED FINALLY, that the Corporation's President, Mr. Constantine L. Kohchet-Chua, be authorized to negotiate the terms and conditions of the aforesaid sale and to sign and execute the Deed of Sale, as well as deliver any and all documents necessary and proper for the completion of such sale.

10. Board Resolution No. 2025-07-10
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, Solaire's request to conduct its golf tournament events at the Club on the proposed dates.

- November 28–30, 2025 – 18 flights, shotgun start, 6:00 a.m. to 3:00 p.m.
- December 26–28, 2025 – 18 flights, shotgun start, 6:00 a.m. to 3:00 p.m.

11. Board Resolution No. 2025-07-11
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, September 9, 2025 as the date for the auction of shares.

12. Board Resolution No. 2025-07-12
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the suspension of Mr. Jose "Bong" R. Vilchez, Jr. for a period of three (3) months.

13. Board Resolution No. 2025-07-13
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the cancellation of the Barkadahan Tournament scheduled for July 20, 2025.

14. Board Resolution No. 2025-07-14
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the increase in credit limits for Corporate Representatives and Playing Guests.

- Corporate Representatives: from ₱10,000 to ₱30,000
- Playing Guests: from ₱10,000 to ₱20,000

15. Board Resolution No. 2025-07-15
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Terms of Reference for the procurement of a new Membership Management System.

16. Board Resolution No. 2025-07-16
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of three Proprietary Members, one Corporate Representative, four Playing Rights Memberships, and one Lifetime Membership for Eulogio B. Nakpil, Jr.

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights Memberships for September 2025 subject to payment of the prescribed renewal fee.

17. Board Resolution No. 2025-07-17

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the regularization of Engr. Joanna Marie Maceda as Assistant Engineer effective July 15, 2025.

18. Board Resolution No. 2025-07-18
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of Corporation approve, as it hereby approves, the allocation of ₱1.7 million for the processing of required permits and certificates arising from the Annual Building Assessment.

19. Board Resolution No. 2025-07-19
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the expenditure for the rehabilitation of bare patch areas on the golf course.

20. Board Resolution No. 2025-07-20
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the budget of ₱328,293.40 for the rehabilitation of the grass nursery.

21. Board Resolution No. 2025-07-21
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the budget of ₱2,065,000.00 for the drainage improvement project at Hole No. 4 of the North Course.

22. Board Resolution No. 2025-07-22
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the charging of VAT on transfer fees to members.

23. Board Resolution No. 2025-07-23
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the new policy on cash advances.

24. Board Resolution No. 2025-07-24
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the release of up to ₱225,000.00 to supplement insurance proceeds and cover the remaining repair costs of damaged golf carts, with coverage per cart prorated based on depreciated value.

25. Board Resolution No. 2025-07-25
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the adoption of a plate-type QR code sticker system for golf cart parking management.

26. Board Resolution No. 2025-07-26
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the request of the Valley Ladies to hold the Casuy Cup at the South Course and the waiver of the corresponding green fee.

27. Board Resolution No. 2025-07-27
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, increasing the tournament fee by ₱100.00 per player, raising it from ₱100.00 to ₱200 to cover the additional scoring fee.

28. Board Resolution No. 2025-07-28
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the use of Membership Identification Cards in lieu of passcards at the Driving Range and tee houses.

29. Board Resolution No. 2025-07-29
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the purchase of indoor LED displays for Club use, subject to confirmation of display clarity by the President.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
20 AUGUST 2025

1. Board Resolution No. 2025-08-01
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on August 20, 2025.

2. Board Resolution No. 2025-08-02
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on July 19, 2025.

3. Board Resolution No. 2025-08-03
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the allocation of ₱1,500,000.00 for additional clubhouse renovation works and ₱500,000.00 as a contingency fund.

4. Board Resolution No. 2025-08-04
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the denial of the appeal of Mr. Jesus Aquino seeking the reinstatement of his Lifetime Membership.

5. Board Resolution No. 2025-08-05
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the proposed amendments to the Membership Handbook.

- *Changing the term Corporate Representative to Assignee to avoid the impression that the Club issues corporate shares.*
- *Clarifying that a member may be sanctioned with a penalty similar to that imposed upon the dependent spouse or children.*
- *Updating the qualifications for Lifetime Membership, including requirements of known probity and/or unimpeachable reputation, limits on minor offenses, automatic disqualification for major offenses, and provisions for revocation in cases of By-Laws or rule violations, or if sued by the Club for acts detrimental to its interests.*
- *Stipulating that an expelled member shall be permanently disqualified from any*

membership and from entering the Club premises as a guest or visitor.

6. Board Resolution No. 2025-08-06
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of one (1) Proprietary Member, two (2) Corporate Representatives, four (4) Playing Rights Memberships, and one (1) Associate Membership.

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for the month of September 2025, subject to payment of the prescribed renewal fee.

7. Board Resolution No. 2025-08-07
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the refurbishment and renovation of the caddy area at the main bag drop.

8. Board Resolution No. 2025-08-08
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the adoption of the new Right-of-Way computation and rate structure.

9. Board Resolution No. 2025-08-09
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the designation of Ms. Cecile Ignacio, HR Manager, and in her absence, Ms. Abigael B. Blanco, Finance and Accounting Manager, as authorized signatories for Pag-IBIG Fund transactions.

10. Board Resolution No. 2025-08-10
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the policy to remove cart slots of resigned and terminated members, subject to final review and refinement.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
13 SEPTEMBER 2025

1. Board Resolution No. 2025-09-01
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on September 13, 2025.

2. Board Resolution No. 2025-09-02
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on August 20, 2025, as amended.

3. Board Resolution No. 2025-09-03
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the ratification of the authorizations previously approved through Viber concerning the approval of the following three authorizations:

1. *Authorization of Ms. Abigael B. Blanco, Controllers Division Head, or Abejo Rosario Tayag & Santos Law Offices (ART&S Law Offices) to act as Attorneys-in-Fact for the filing and handling of the complaint concerning the Corporation's real property covered by TCT No. 068-2014000463, situated in Cainta, Rizal.*

2. *Authorization of Lovely Joy Nuevas, Atty. Mildred A. Mendoza, and/or other ART&S lawyers/paralegals to secure certified true copies of the Transfer Certificate of Title (TCT), tax declarations, tax receipts, and other related documents from the Registry of Deeds, Treasurer's Office, and other relevant government agencies.*

3. *Authorization of Engr. Reyea Briones, Engineering Department Manager, to represent the Corporation in securing the necessary building and occupancy permits for the Swimming Pool, Motorpool, and Old Golf Cart Storage facilities.*

4. Board Resolution No. 2025-09-04
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the engagement of Abejo Rosario Tayag & Santos Law Offices and Roy Law Offices for the defense of Commercial Case No. 25-13384, subject to efforts to negotiate more favorable rates.

5. Board Resolution No. 2025-09-05
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the hybrid acquisition mode consisting of cash and a three-year term loan for the BGC equipment acquisition.

6. Board Resolution No. 2025-09-06
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Financial and Budget Plan for Fiscal Year 2025-2026.

7. Board Resolution No. 2025-09-07
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the budget of ₱200,000.00 for the Annual Junior Golf Tournament.

8. Board Resolution No. 2025-09-08
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the budgets for the 2026 Club-sanctioned tournaments.

- *Regular Tournament: Php 600,000.00*
- *Junior Tournament: Php 200,000.00*
- *Senior Tournament: Php 600,000.00*
- *Ladies' Tournament: Php 300,000.00*

9. Board Resolution No. 2025-09-09
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the schedule of the Don Celso Tuason and Valley Founders Cup on February 11–15, 2026.

10. Board Resolution No. 2025-09-10
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the realignment of ₱177,000.00 excess Barkadahan tournament budget to the President's Cup budget.

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the increase of the raffle budget for the President's Cup to ₱500,000.00.

11. Board Resolution No. 2025-09-11
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the grant of a total discount of ₱1,000.00 per entry for the FPASGI tournament.

12. Board Resolution No. 2025-09-12
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Playing Rights membership applications of Mr. Bernard Philip C. Claustro, Mr. Wren Willis Geoffrey S. Omengan, and Ms. Kate Joanna Marie Ortega.

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for November 2025, subject to payment of the prescribed renewal fee.

13. Board Resolution No. 2025-09-13
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the engagement of an Interior Designer for the 2nd Floor Veranda design detailing.

14. Board Resolution No. 2025-09-14
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the extension of the Golf Kitchen contract for four (4) years from January 1, 2027 to December 31, 2030, subject to performance review.

15. Board Resolution No. 2025-09-15
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the painting works for the Golf Cart Parking Building in the amount of ₱396,000.00.

16. Board Resolution No. 2025-09-16
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the hiring of staff to collect the Road User Fee, subject to the review and rotation plan.

17. Board Resolution No. 2025-09-17
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the proposal to shift the authority for the sale of Club property to a Shareholder-level majority.

18. Board Resolution No. 2025-09-18
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the salary adjustment of Engr. Joanna Marie Maceda effective September 15, 2025.

19. Board Resolution No. 2025-09-19

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the appointment of Sycip Gorres Velayo & Co. (SGV) as External Auditor for Fiscal Year 2026.

20. Board Resolution No. 2025-09-20

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the procedure for resolving ties in the election as recommended by COMELEC.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD VIA ZOOM VIDEO CONFERENCE
14 OCTOBER 2025

1. Board Resolution No. 2025-10-01S

RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation hereby appoints and authorizes:

1. Ms. Ma. Zarina D. Manzano, Membership Manager & Executive Secretary of the Corporation;
2. Roy Law Offices, or any of its lawyers, including but not limited to Atty. Jose M. Roy III, Atty. Benito C. Torralba, and Atty. Nico Robert R. Martin, all of legal age, with office address at 235 Salcedo Street, Legaspi Village, Makati City; and
3. Abejo Rosario Tayag and Santos Law Offices, or any of its lawyers, including but not limited to Atty. Amado Danilo G. Tayag, Atty. Karen Joy M. Rabadon, Atty. Mildred A. Mendoza, Atty. Maverick Wilford C. Romero, and Atty. Berl Stephen Reeves S. Dutosme, with office address at Unit 2710 AIC Burgundy Empire Tower, ADB Avenue corner Garnet Street, Ortigas Center, Pasig City;

to be the Corporation's true and lawful Attorneys-in-Fact, with full authority to act individually or jointly, to:

a. Represent the Corporation before the court and all government offices;
b. Prepare, file, and sign all pleadings, motions, and documents;
c. Attend hearings, pre-trials, and negotiate settlements or alternative dispute resolutions;
d. Secure necessary documents, pay fees, and receive official papers; and
e. Perform all acts necessary to protect and enforce the Corporation's rights and interests.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
18 OCTOBER 2025

1. Board Resolution No. 2025-10-01
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on October 18, 2025.

2. Board Resolution No. 2025-10-02
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on September 13, 2025, as revised.

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Special Board Meeting held on October 14, 2025.

3. Board Resolution No. 2025-10-03
RESOLVED, AS IT IS HEREBY RESOLVED, that the following individuals are hereby designated as the Authorized Signatories for all checks, withdrawals, disbursements, and banking transactions of the Club with the authorized banks and E-Wallet accounts:

1. **Authorized Signatories (By Group):**

   Group A
   President - Atty. Rio Sesinando E. Venturanza
   Vice President - Mr. Ricky S. Libago

   Group B
   Treasurer - Mr. Constantine L. Kohchet-Chua
   Asst. Treasurer - Mr. Ron Nelson P. See

   2. **Authorized Banks and Transactions**:

   The authorization shall cover all transactions for the following: Metropolitan Bank and Trust Company, Security Bank and Trust Company, Rizal Commercial Banking Corporation, RCBC Retirement Fund, SBTC Safety Deposit Box, Banco de Oro, Eastwest Bank, and E-Wallet Accounts (Gcash and Maya).

3. Required Signatory Combination:

RESOLVED FURTHER, that all checks drawn or issued against the aforementioned bank accounts and E-Wallet accounts shall require the joint signatures of one (1) signatory from Group A AND one (1) signatory from Group B (i.e., either the President or the Vice President, along with either the Treasurer or the Assistant Treasurer).

4. Board Resolution No. 2025-10-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Board and Committee Policies for the Year 2025–2026.

5. Board Resolution No. 2025-10-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Committee Composition for the Year 2025–2026.

6. Board Resolution No. 2025-10-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, Option 1 for the 2025 Christmas Fund Assessment.

Option 1: Assess members ₱1,100 each, supported by a Club subsidy of ₱1.2 Million.

7. Board Resolution No. 2025-10-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, Change Orders Nos. 04, 06, 08 and 09 for the Main Clubhouse Renovation Project, increasing the total project cost from ₱58.9 million to ₱65.64 million, exclusive of VAT.

- *Change Order No. 4 - Revised Kitchen Layout*
- *Change Order No. 6 – Various Additional & Deductive Works*
- *Change Order No. 8 – Elevator Shaft, and MEPFS Works*
- *Change Order No. 9 - Various Change Orders & Deductive Works*

8. Board Resolution No. 2025-10-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of two (2) Proprietary Members, one (1) Corporate Nominee, two (2) Playing Rights Members, and two (2) Lifetime Members.

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for the month of December 2025, subject to payment of the prescribed renewal fee.

9. Board Resolution No. 2025-10-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the CORPORATION's President, MR. RIO SESINANDO E. VENTURANZA, be as he is hereby authorized to file an application for and secure an Authority to Print from the Bureau of Internal Revenue (BIR) such as Gate Pass (Road Users Fee).

RESOLVED FURTHER, that MANUEL LUNA, JR., RAMIL POLLO, JESON PATIÑO & DANILO ALCANTARA, messengers of Forms International Enterprises Corporation, be as they are hereby authorized to sign the application form, documents, affidavits, statements or other papers in support of the application with full authority to process or authorized to transact for and on behalf of VALLEY GOLF & COUNTRY CLUB, INC. and to perform any act to secure the Authority to Print in BIR Marikina City.

10. Board Resolution No. 2025-10-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board approves the request for the issuance of a Secretary's Certificate authorizing the Club's representative to process and submit the necessary documents to the Securities and Exchange Commission (SEC) for the stamping and registration of the new Stock Transfer Book.

RESOLVED FURTHER, that MR. PLACIDO BARROZO (Messenger) be as he is hereby authorized to act as the Corporation's representative to process and submit the necessary documents for the stamping and prompt registration of the new Stock Transfer Book

11. Board Resolution No. 2025-10-11

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the denial of the request of Mr. Jose R. Vilchez to shorten his suspension.

12. Board Resolution No. 2025-10-12

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the discontinuance of the practice of holding the combined "Presidents' and Directors' Cup" and revert to the original tradition of holding a "President's Cup" only.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
22 NOVEMBER 2025

1. Board Resolution No. 2025-11-01

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on November 22, 2025.

2. Board Resolution No. 2025-11-02

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the previous Board Meeting.

3. Board Resolution No. 2025-11-03

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the grant to the Valley Golf Seniors Association, Inc. (VGSAI) the use of up to eight (8) additional flights on the North Course for the Annual Big Bang Seniors Tournament on December 6, 2025, with flights commencing at 7:00 AM.

4. Board Resolution No. 2025-11-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authorization of President Rio Sesinando E. Venturanza to terminate the agreement with San Beda for the use of the swimming pool, with the termination to take effect at the end of March 2026.

5. Board Resolution No. 2025-11-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of three (3) Proprietary Members, one (1) Corporate Nominee, six (6) Playing Rights Members, and one (1) Associate Member.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for the month of January 2026, subject to payment of the prescribed renewal fee.

6. Board Resolution No. 2025-11-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the revision to Item 1.5 (Term of Office) of the Membership Committee Charter, specifically granting the automatic extension of Committee Member terms for the sole purpose of conducting essential membership interview and evaluation functions, pending the appointment of their successors.

7. Board Resolution No. 2025-11-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the ratification and approval of the Collective Bargaining Agreement (CBA) for the 4th and 5th years (2025–2027), reflecting the final negotiated benefits as executed by the Management and Union Panels.

8. Board Resolution No. 2025-11-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Grounds and Engineering Committee's recommendation to proceed with the drainage improvement project on North Course Hole No. 5, based on the presented budgetary cost estimate.

9. Board Resolution No. 2025-11-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the recommendation to proceed with the expansion of the Zoysia Nursery, utilizing the space near Hole No. 12 to eventually reach a size of 3,000 sqm, based on the presented budgetary estimate, subject to the condition that all materials will be owner-supplied by the Club.

10. Board Resolution No. 2025-11-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the expansion of the Zoysia Nursery to include Plot 4 (an additional 1,000 square meters) based on the presented budgetary cost estimate and owner-supplied material procurement model.

11. Board Resolution No. 2025-11-11

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors hereby approve, as it hereby approves, the recommendation to proceed with the Hole No. 2 Bare Area Access Re-Layout Project, with an estimated budgetary cost of ₱272,154.35, and the Hole No. 15 New Ladies Tee Box Construction Project, with an estimated budgetary cost of ₱222,752.41.

12. Board Resolution No. 2025-11-12

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the replacement of the Toilet Partition and Urinal Partition at the Main Men's Locker Room and the quotation submitted by Ransu Construction Services in the amount of ₱230,000.00 (VAT inclusive).

13. Board Resolution No. 2025-11-13

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves in principle, the renovation of the Men's Locker Room sauna, with the final supplier selection and contract to be delegated to the President, pending the submission and review of at least three supplier quotations.

14. Board Resolution No. 2025-11-14

RESOLVED, AS IT IS HEREBY RESOLVED, that the Management of the CORPORATION be authorized to lease, sell and lease back, borrow, seek financing, and/or secure credit accommodations from ORIX METRO Leasing and Finance Corporation (ORIX) and/or from financial institutions, entities, corporations, or individuals through ORIX, for such amounts and under such terms and conditions as may be agreed upon by the CORPORATION and ORIX;

RESOLVED FURTHER, that the Management of the CORPORATION be authorized to secure the payment of notes, commercial papers, and/or evidences of indebtedness by way of pledge or mortgage of the real and personal properties of the CORPORATION, trust receipts, surety, assignment of receivables, and other assignable contracts, upon such terms and conditions as it may deem advantageous to the CORPORATION;

RESOLVED FURTHER, that RIO SESINANDO E. VENTURANZA, President, and CONSTANTINE L. KOHCHET-CHUA, Treasurer, be authorized to negotiate, execute, and sign for and on behalf of the CORPORATION such lease agreements, corporate guarantees, notes, evidences of indebtedness, commercial papers, pledge agreements, mortgage instruments, deeds, assignments, and other documents necessary to implement the grant by ORIX of the lease, loans, financing, and/or credit accommodations applied for by the CORPORATION, including any subsequent extensions and/or renewals thereof, in whole or in part, and/or partial payments on account that may be requested by and granted to the CORPORATION.

15. Board Resolution No. 2025-11-15

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authorization of SGV & Co. to represent Valley Golf and Country Club in coordinating with the Bureau of Internal Revenue regarding the 2024 Letter of Authority, and further authorized the President to sign the necessary engagement proposal to finalize this appointment.

16. Board Resolution No. 2025-11-16

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the pre-termination of the service contract of Annapolis Security Agency effective upon service of the required 30-day notice.

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the immediate commencement of the bidding process for a new security services provider to replace Annapolis Security Agency.

17. Board Resolution No. 2025-11-17

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the resolution authorizing the President, MR. RIO SESINANDO E. VENTURANZA, to secure the authority to print the Gate Pass (Road Users Fee) from the BIR, and authorizing the designated messengers to process all required documents.

18. Board Resolution No. 2025-11-18

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the resolution authorizing Ms. Jona Sasutona and Ms. Jennifer De Jesus to represent the Corporation for general Bureau of Internal Revenue compliance and transactions.

19. Board Resolution No. 2025-11-19

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the resolution authorizing the President, MR. RIO SESINANDO E. VENTURANZA, to enter into and sign the contract for the Solaire ProAm event under terms and conditions that the President deems beneficial to the Corporation.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
15 DECEMBER 2025

1. Board Resolution No. 2025-12-01
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on December 15, 2025.

2. Board Resolution No. 2025-12-02
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the previous Board Meeting held on November 22, 2025.

3. Board Resolution No. 2025-12-03
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the opening of a separate bank account dedicated to the Don Celso Tuason & Valley Founders' Cup (DCT) funds;

RESOLVED FURTHER, that the surplus funds from the previous year's DCT tournament, amounting to ₱1.88 million, be transferred from the General Fund to the newly opened account;

RESOLVED FINALLY, that the following individuals are designated as the Authorized Signatories for the said account:

Group A
President – Atty. Rio Sesinando E. Venturanza
Vice President – Mr. Ricky S. Libago

Group B
Treasurer – Mr. Constantine L. Kohchet-Chua
Asst. Treasurer – Mr. Ron Nelson P. See

4. Board Resolution No. 2025-12-04
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the implementation of Phase 3 of the Zoysia Infusion Project with a total budget of ₱1.88 million.

5. Board Resolution No. 2025-12-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of three (3) Playing Rights Members and three (3) Lifetime Members:

- *King Lin Leu (30 years)*
- *Kenneth Lok (25/65)*
- *Jose Tayag, Jr. (20/70)*

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for the month of February 2026, subject to payment of the prescribed renewal fee.

6. Board Resolution No. 2025-12-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the amendment to the proposed secondary purpose of the Articles of Incorporation by substituting the word “selling” with “issuing” in reference to proprietary shares;

RESOLVED FURTHER, that the Board authorizes the calling of a Special Stockholders’ Meeting in April 2026 for the purpose of deliberating and voting on the proposed amendments to the Articles of Incorporation and By-Laws;

RESOLVED FURTHER, that the Board authorizes the creation of a joint Legal and Membership Subcommittee to strategize and secure the required stockholder votes for the proposed amendments;

RESOLVED FINALLY, that the Board activates the COMELEC, to be chaired by Atty. Wendell Dimaculangan, to administer and oversee the voting process for the said Special Stockholders’ Meeting.

7. Board Resolution No. 2025-12-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the installation of an exterior canopy to provide additional cart parking spaces at the golf cart parking building.

8. Board Resolution No. 2025-12-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the installation of additional solar panels for the Main Veranda.

9. Board Resolution No. 2025-12-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the increase of the golf cart rental rate for tourists from ₱800 to ₱1,500, effective immediately.

10. Board Resolution No. 2025-12-10
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the salary increase for all Heads of Departments.

11. Board Resolution No. 2025-12-11
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the hiring of one Internal Auditor together with one or two junior auditor staff.

12. Board Resolution No. 2025-12-12
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authorization of a final settlement offer to Annapolis Security in the amount of ₱5.0 million to resolve all outstanding disputed claims.

13. Board Resolution No. 2025-12-13
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the award of the manpower services contract to PMS Primepower Network, Inc., subject to final negotiations.

14. Board Resolution No. 2025-12-14
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the 2025–2026 Internal Audit Plan and the initial Enterprise Risk Assessment as presented by the Audit Committee.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
29 DECEMBER 2025

1. Board Resolution No. 2025-12-01S

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Special Board Meeting held on December 29, 2025.

2. Board Resolution No. 2025-12-02S

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authorization of Director Jose Ferdinand R. Guiang to negotiate with Richbuild Construction Corporation (RBCC) regarding the completion of the Clubhouse Renovation Project until December 30, 2026;

RESOLVED FURTHER, that in the event RBCC declines or fails to accept the terms offered by the club, the President, Atty. Rio Sesinando E. Venturanza, is hereby authorized to terminate the contract with RBCC;

RESOLVED FURTHER, that upon termination, the President is authorized to source, negotiate with, and engage a new contractor to complete the remaining works of the Clubhouse Renovation Project;

RESOLVED FURTHER, that should the cost of completion exceed the remaining balance of RBCC's contract, any excess amount may be charged against RBCC's retention fund, subject to proper accounting and documentation.

3. Board Resolution No. 2025-12-03S

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the engagement of an independent third-party investigator to conduct a review of the Clubhouse Renovation Project and determine the causes for the delay in its completion, including work accomplishments, change orders, and project management issues, for purposes of accountability and governance review and to submit a written report to the board.

4. Board Resolution No. 2025-12-04S

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the termination of the engagement of RS Caparros & Associates, through Mr. Marvin Caparros, effective December 31, 2025.

RESOLVED FURTHER, that payment for the month of December shall be withheld pending submission of a final closing report.

5. Board Resolution No. 2025-12-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the mandatory assessment of ₱5,000.00 per Valley member, representing the cost of one (1) Grand Raffle ticket, in connection with the 2026 Grand Raffle for the 25th Don Celso Tuason & Valley Founders' Cup, which amount shall be automatically billed and included in the members' December and January membership statements;

RESOLVED FURTHER, that the Board hereby approves a total expense ceiling of ₱6.5 million for Grand Raffle prizes and all related costs;

RESOLVED FURTHER, that any surplus generated from the assessment, estimated at approximately ₱2 million, shall be used to augment the budget for the Club's golf course lighting project, subject to applicable bidding and procurement requirements;

RESOLVED FURTHER, that Management is hereby authorized to spice up the raffle prizes, including increasing the number of raffle prizes and considering the addition of a second car as a major prize, provided that all enhancements remain within the approved budget and are consistent with maintaining member expectations;

RESOLVED FINALLY, that all acts necessary, incidental, or related to the foregoing resolutions are hereby ratified and confirmed.

6. Board Resolution No. 2025-12-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the prior action taken via the Viber chat group chat awarding the Security Services Contract to Black Knight Security Agency;

RESOLVED FURTHER, that all acts done and actions taken pursuant to the said award prior to this resolution are hereby ratified and confirmed as valid and binding acts of the Board.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
17 JANUARY 2026

1. Board Resolution No. 2026-01-01

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on January 17, 2026.

2. Board Resolution No. 2026-01-02

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on December 15, 2025, and the Minutes of the Special Board Meeting held on December 29, 2025.

3. Board Resolution No. 2026-01-03

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, that moving forward, all committee recommendations shall be supported by a written memorandum stating the background and the rationale of the recommendation.

RESOLVED FURTHER, that no committee recommendation shall be included in the agenda unless the required written report is submitted.

4. Board Resolution No. 2026-01-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the award of the completion of the ground floor of the clubhouse renovation to Multi-System Construction and Development Corp., possibly on a cost-plus basis.

RESOLVED FURTHER, that the renovation of the second floor shall be awarded through a canvassing process involving at least three (3) qualified contractors.

5. Board Resolution No. 2026-01-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the engagement of Semper Fidelis Security Services, Inc. as the Club's new security services provider, effective 31 January 2026, or earlier, to replace Black Knight Security Agency.

RESOLVED FURTHER, that the President, Atty. Rio Sesinando E. Venturanza, be authorized to sign the service contract with Semper Fidelis Security Services, Inc. on behalf of the Club.

6. Board Resolution No. 2026-01-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the purchase of one additional leaf blower unit for golf course maintenance.

7. Board Resolution No. 2026-01-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the appointment of LG Architectural Design Services (Arch. Gilbert Lui) as the Interior Designer for the Clubhouse renovation project.

8. Board Resolution No. 2026-01-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of six Proprietary Members, one Corporate Nominee, one Playing Rights Member, and one Lifetime Member: Simeon P. Dizon, Jr. (20/70).

RESOLVED FURTHER, that the Board of Directors of the Corporation approves the renewal of Playing Rights for the month of March 2026, subject to payment of the prescribed renewal fee.

9. Board Resolution No. 2026-01-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the adoption of the policy requiring mandatory golf cart rental for all guests using green fee coupons, subject to the following sharing requirements:

- One guest shall use one cart;
- Two guests may share one cart; and
- Three guests shall use a minimum of two carts.

Exemptions shall apply only to the member-host’s first- and second-degree blood relatives as defined in the proposal.

10. Board Resolution No. 2026-01-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the revised terms and conditions for Honorary Membership, and that the duration of such membership shall be co-terminus with their respective terms in office.

11. Board Resolution No. 2026-01-11

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the creation of an Ethics Committee to investigate the locker room incident involving Mrs. Normita King.

12. Board Resolution No. 2026-01-12

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the confirmation and ratification of the award of the Caddie Uniform Contract to AMDA Garments.

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the confirmation and ratification of the adoption of the Fil-Am and PAL Interclub Team Selection Policy.

13. Board Resolution No. 2026-01-13

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Valley Seniors Quarterly Tournament Schedule for 2026.

- **1st Quarter**: March 21, 2026 (Saturday) – North Course
- **2nd Quarter**: June 27, 2026 (Saturday) – North Course
- **3rd Quarter**: September 12, 2026 (Saturday) – North Course
- **4th Quarter**: December 5, 2026 (Sunday) – South Course

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
9 FEBRUARY 2026

1. Board Resolution No. 2026-02-01

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on February 9, 2026.

2. Board Resolution No. 2026-02-02

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on January 17, 2026, as corrected.

3. Board Resolution No. 2026-02-03

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the appointment of Atty. Adolfo Z. Reyes as Chairman of the Ethics Committee.

4. Board Resolution No. 2026-02-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the request for Arch. Gilbert Lui to reconsider his withdrawal and, upon acceptance, his appointment as Interior Designer for the Clubhouse Renovation Project on a pro-bono basis.

RESOLVED FURTHER, that the appointment shall be subject to the condition that all suppliers recommended by the Interior Designer shall be subject to the review and approval of the Takeover Committee.

5. Board Resolution No. 2026-02-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the utilization of ₱3.8 Million from the existing capital expenditure budget for the full irrigation system upgrade of the South Course;

RESOLVED FURTHER, that the remaining balance of the identified ₱8.2 Million budget be utilized for the replacement of defective sprinkler heads and necessary irrigation repairs on the North Course, prioritizing the most critical areas.

6. Board Resolution No. 2026-02-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the rehabilitation of the South Course Hole 1, 3, and 9 Greens, including the total replacement of grass and drainage improvements, to be executed after the Don Celso Tuason and Valley Founders' Cup (DCT).

7. Board Resolution No. 2026-02-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of two Proprietary Members, one Playing Rights Member, and three Lifetime Members:

- Simeon C. Tiu (25/65)
- Noe Dela Cerna (25/65)
- Rudolf Oviedo (20/70)

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for the month of April 2026, subject to payment of the prescribed renewal fee.

8. Board Resolution No. 2026-02-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, a 10% average price increase for Mandarin Sky's à la carte menu.

9. Board Resolution No. 2026-02-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of expiring insurance policies through Mr. Max Cabel, with coverage extended until June 30, 2027, to align with the Club's fiscal year.

10. Board Resolution No. 2026-02-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, an initial supplemental contribution of ₱100,000.00 to the Retirement Trust Fund for the current month.

RESOLVED FURTHER, that the Finance Committee is hereby tasked to conduct a comprehensive study on the Fund's long-term requirements and provide a monthly recommendation to the Board regarding the amount of subsequent supplemental contributions, based on the Club's available cash flow and monthly EBITDA performance.

11. Board Resolution No. 2026-02-11

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the engagement of Mr. Noel Cabangon for the Don Celso Tuason (DCT) and Valley Founders Cup performance and the composition of the Club jingle, subject to the successful negotiation of intellectual property terms;

RESOLVED FURTHER, that the Club's counter-proposal shall require that the ownership and/or usage rights of the Valley Golf jingle be assigned to the Club for its perpetual use without the obligation of future royalty payments, while all other terms of the ex-deal proposal are accepted in principle.

13. Board Resolution No. 2026-02-13

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, to:

- **AUTHORIZE** the Audit Committee to exercise oversight of the technical review process for proposals submitted by prospective Quantity Surveying and Project Management (QS&PM) firms;

- **RATIFY** the Audit Committee's deviation from standard procurement bidding procedures in the selection of the QS&PM firm, in view of the urgency and sensitivity of the Clubhouse Renovation project review; and

- **APPROVE** the adoption of the Quality and Cost-Based Selection (QCBS) framework to evaluate the technical and commercial proposals of the bidders.

RESOLVED FURTHER, that the Board refers the matter of the ₱13 Million post-dated check issued by Richbuild to the Legal Committee for a formal recommendation on the feasibility and legality of depositing said check as a substitute for the contractually required performance bonds.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD VIA ZOOM VIDEO CONFERENCE
2 MARCH 2026

1. Board Resolution No. 2026-03-01S

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the sale of its motor vehicle, Ford Ranger Wildtrak 4x2 AT, to Mr. Alexander Jon Pineda Sandico;

RESOLVED FURTHER, that the motor vehicle be sold at a price not less than One Million Six Hundred Fifty Thousand Pesos (₱1,650,000.00);

RESOLVED FINALLY, that the Corporation's President, Atty. Rio Sesinando E. Venturanza, be authorized to negotiate the terms and conditions of the sale and to sign, execute, and deliver the Deed of Sale and any and all documents necessary and proper to effect the transfer.

2. Board Resolution No. 2026-03-02S

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the sale of its motor vehicle, Audi 2026 Q6 e-tron Premium, to Mr. Richard Allan Cabanela;

RESOLVED FURTHER, that the motor vehicle be sold at a price not less than Four Million Nine Hundred Fifty Thousand Pesos (₱4,950,000.00);

RESOLVED FINALLY, that the Corporation's President, Atty. Rio Sesinando E. Venturanza, be authorized to negotiate the terms and conditions of the sale and to sign, execute, and deliver the Deed of Sale and any and all documents necessary and proper to effect the transfer.

3. Board Resolution No. 2026-03-03S

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the engagement of JCV & Associates Project Management & Development, Inc. as the QS/PM service provider for the forensic review of the Clubhouse Renovation Project for the amount of ₱1,176,000.00 (VAT inclusive).

RESOLVED FURTHER, that the President be, as he is hereby, authorized to enter into and sign the service agreement and all other necessary documents relating to the engagement of JCV & Associates Project Management & Development, Inc.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
21 MARCH 2026

1. Board Resolution No. 2026-03-01

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on March 21, 2026.

2. Board Resolution No. 2026-03-02

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on February 9, 2026 and Special Board Meeting held on March 2, 2026 as drafted.

3. Board Resolution No. 2026-03-03

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, that the Special Stockholders' Meeting be, as it is hereby, scheduled on 06 June 2026, at 12:00 noon, for the purpose of approving the proposed amendment to the Articles of Incorporation.

4. Board Resolution No. 2026-03-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, that the appointment of the proposed members of the Ethics Committee, namely: Atty. Fidel Henares, Mr. Nicasio Lim, Mr. Alex Joseph Gorne, and Mr. Don Gabriel Cariño, be, as they are hereby, approved.

5. Board Resolution No. 2026-03-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the negotiation for the completion of the clubhouse renovation on a cost-plus basis under the terms discussed, including a profit margin of fifteen percent (15%), subject to a maximum of twenty percent (20%), with Valley assuming all costs related to labor and materials.

RESOLVED FURTHER, that Director Jose Ferdinand R. Guiang be, as he is hereby, authorized to lead and undertake the negotiations, in coordination with the Engineering Committee, with Mr.

Mike Marquez, and other concerned parties, including agreement on the project timeline and final profit margin within the approved range.

RESOLVED FINALLY, that Mr. Jaime M. Nepomuceno and Engr. Reyea Briones be, as they are hereby, directed to prepare the Terms of Reference (TOR) for the project.

6. Board Resolution No. 2026-03-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the amendments to the Barkadahan Rules, as recommended by the Sports & Games Committee, subject to the requirement that at least three (3) teams must be present for the scheduled matches to proceed.

7. Board Resolution No. 2026-03-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the confirmation, ratification, and approval of all actions taken and approvals made by the Board through Viber covering the Super Seniors' Division Club Champion Parking Space, the closure of the North and South Courses on March 16, 2026, the holding of the Magsalin Law Foundation Tournament on March 20, 2026, and the ex-deal arrangement with Mr. Noel Cabangon.

8. Board Resolution No. 2026-03-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the rescission of the prior Board Resolution pertaining to the introduction of Super Senior tee markers.

9. Board Resolution No. 2026-03-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the following:

Applicants for Membership

1. *Proprietary Membership (Transfer)*
   Karlo Stefano Domondon – Transferee from Rodel Cruz Ronald Paulo – Transferee from Susan Co
2. *Nominee*
   Isauro Thomas Edison San Pedro – Nominee of B-Mirk Enterprises Corp.
3. *Playing Guest*
   Ponciano V. Cruz, Jr. – Assignee of Casimiro Ynares III Jose Lorenzo Gorriceta – Assignee of ITSP Int'l. Inc.
   *Franklin C. Ma*bitazan – *Assignee of Jaime Victor Santos*
4. *Lifetime Membership*
   Benito F. Keh – Member for 30 years

RESOLVED FURTHER, that the Board hereby approves the renewal of Playing Rights for the month of May 2026, subject to the payment of a renewal fee of ₱120,000.00

10. Board Resolution No. 2026-03-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, that Mr. Ian Palabyab be, as he is hereby, suspended for a period of three (3) months from the use of Club facilities for violation of Item 2 under the Grave Offenses of the Club's Code of Discipline.

RESOLVED FURTHER, that Mr. Jose Mari Acuña be, as he is hereby, suspended for a period of three (3) months from the use of Club facilities for violation of Item 2 under the Serious Offenses of the Club's Code of Discipline.

RESOLVED FURTHER, that the primary members concerned be issued a formal written warning reminding them of their responsibility for the conduct of their dependents within Club premises.

RESOLVED FINALLY, that the foregoing sanctions shall take effect upon receipt of the corresponding notice.

11. Board Resolution No. 2026-03-11

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, t hat Ms. Jonalyn Sasutona, Finance Manager and Officer-in-Charge (OIC) Controller, be, as she is hereby, directed to cause the deposit of the check issued by Richbuild Construction in lieu of the performance bond amounting to ₱13,400,000.00.

RESOLVED FURTHER, that the Legal Committee be directed to conduct a thorough investigation into the circumstances surrounding the ₱13,400,000.00 check, particularly:

(a) its use as a replacement for the performance bond; and

(b) the failure to deposit the check within the required period.and to thereafter submit its findings and recommendations to the Board.

12. Board Resolution No. 2026-03-12

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, that the Corporation file the appropriate criminal charges against the perpetrators of the blocking incident that occurred on 13 February 2026

RESOLVED FURTHER, that the President is hereby authorized to engage legal counsel, execute the necessary engagement agreements, and oversee the filing, investigation, and prosecution of the case.

RESOLVED FURTHER, that Mr. Jaime M. Nepomuceno Jr. is hereby appointed as the authorized representative of the Corporation to appear and represent the Corporation during the preliminary

conference and other related proceedings, with full authority to execute and submit all necessary documents.
RESOLVED FINALLY, that all necessary authorizations to represent, together with supporting documents, including photo documentation of the incident, be prepared and submitted.

9. Board Resolution No. 2026-03-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the proposed price increase of Doturak, the Club's Tee House concessionaire, consisting of approximately thirty percent (30%) on food items and ten percent (10%) on beverage items, be, as it is hereby, approved, subject to the submission of the final revised menu pricing for review and confirmation by the Board.

10. Board Resolution No. 2026-03-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the construction of Security Guard Houses at the Ortigas Gate, Secondary Gate, and Sumulong Gate, subject to finalization of design, cost estimates, and submission of the Terms of Reference (TOR) for implementation.

11. Board Resolution No. 2026-03-11

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the engagement of HHO Architecture as Interior Designer for the Lower and Upper Veranda, subject to presentation of its detailed design proposal to the Board.

12. Board Resolution No. 2026-03-12

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Management's proposed counteroffer and revised terms for Mandarin Sky as the basis for negotiation and presentation to Mandarin Sky for its consideration and approval.

13. Board Resolution No. 2026-03-13

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the revised guidelines on non-member sticker issuance, including the extension of deadlines, processing of new vehicles, imposition of penalties, and cessation of issuance effective May 1, 2026.

14. Board Resolution No. 2026-03-14

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation affirm, as it hereby affirms, and direct the implementation of the Board Resolution dated February

9, 2026, approving the additional One Hundred Thousand Pesos (₱100,000.00) contribution to the Retirement Fund for the month of February 2026.

RESOLVED FURTHER, that the communication/recommendation of the Finance Committee seeking to suspend the implementation of the said Board resolution be, as it is hereby, declared ultra vires, the same being beyond the authority of the Finance Committee.

RESOLVED FURTHER, that the Finance Committee be directed to explain its actions to the Board and clarify the recommendation to suspend the additional contribution.
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15. Board Resolution No. 2026-03-15

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the revised green fee rate structure as recommended by the Sports & Games Committee and the Finance Committee, subject to revisions as discussed and agreed upon by the Board, and adopted accordingly.

RESOLVED FURTHER, that the implementation of the revised green fee rates shall commence on May 1, 2026, and shall apply to tournament bookings effective January 2027, or as may be determined by Management.

16. Board Resolution No. 2026-03-16

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authorization of SGV & Co. to negotiate and facilitate the settlement with the Bureau of Internal Revenue (BIR) in connection with Letter of Authority covering the Club’s Value Added Tax examination for July 1, 2023 to June 30, 2024, with the amount of One Million Eight Hundred Thousand Pesos (₱1,800,000.00) as the initial basis for negotiation.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
18 APRIL 2026

1. Board Resolution No. 2026-04-01

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on April 18, 2026.

2. Board Resolution No. 2026-04-02

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on March 21, 2026 as drafted.

3. Board Resolution No. 2026-04-03

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the engagement of legal counsel to represent and defend the organization in the illegal dismissal case filed by Ms. Abigael B. Blanco;

RESOLVED FURTHER, that President Rio Sesinando E. Venturanza is hereby authorized to designate and engage a lawyer for this specific case, under such terms and conditions as he may deem appropriate;

RESOLVED FINALLY, that Ms. Cecille C. Ignacio, HR Manager, is hereby designated as the Club's Primary Representative, authorized to represent the Club in the proceedings and coordinate with legal counsel.

4. Board Resolution No. 2026-04-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the designation of Mr. Jaime Nepomuceno as the authorized representative of the Club for the Sitio Mapandan case, with full authority to represent the Club in all proceedings, conferences, negotiations, and related matters pertaining thereto.

5. Board Resolution No. 2026-04-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the in-house implementation of the Digitization Project, with a total budget of ₱580,536.00, including temporary labor and permanent hardware assets, and further approve, as it hereby approves, the BAC bidding exemption.

6. Board Resolution No. 2026-04-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the implementation of the Caddie Trainee Program for new recruits, with a total budget of ₱282,000 to be charged against the Caddie Gratuity Fund, and authorizes Management to engage a professional trainer from the National Golf Association of the Philippines (NGAP) and secure the necessary quotation.

RESOLVED FURTHER, that, to ensure compliance and avoid any employer-employee relationship issues, Management is directed to seek the guidance and assistance of the Corporate Secretary, Atty. Allan Jocson.

7. Board Resolution No. 2026-04-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the implementation of the Junior Golf Development Program in May 2026 to continue until December 2026, with participants to be selected based on performance and assessment, and with the provision of ₱5,000 per month per player for meal/food allowance, to be taken from the reallocation of the budget on uniforms.

8. Board Resolution No. 2026-04-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications endorsed by the Membership Committee.

A. Proprietary Membership (Transfer)

- Paul Y. Tan – Transferee of Eugenio L. Lopez III
- Cheree Y. Pua – Transferee of Remigio Reintar

B. Playing Guest

- Steven Paul Anthony Baltao – Assignee of Andrew Dee
- Baldwin L. Cheung – Assignee of Ma. Therese Eduardo

C. Lifetime Membership

- Laurence Anthony Lok – Member for 25 years

RESOLVED FURTHER, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for seventeen (17) Playing Guests for June 2026.

9. Board Resolution No. 2026-04-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the directive for the Membership Committee to conduct a group interview with Mr. Ruben Figueroa and the concerned lady players and their companions to facilitate a thorough investigation of the incident;

RESOLVED FURTHER, that the Membership Committee shall obtain firsthand accounts from the parties involved, and submit its findings and recommendations to the Board prior to the imposition of any final disciplinary action;

RESOLVED FURTHER, that the Sports and Games Committee is directed to study and recommend additional safety measures to prevent premature ball hitting incidents, including the adoption of a standardized flag system to give players a clearer signal on when it is safe to hit their next shots.

10. Board Resolution No. 2026-04-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the grant of financial assistance in the amount of ₱250,000.00 to Mr. Enrico Joel Young to support his medical treatment arising from the incident on March 20, 2026;

RESOLVED FURTHER, that the approval of such financial assistance shall be considered an isolated event not a company practice, applicable only for this particular incident.

11. Board Resolution No. 2026-04-11

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the adoption of the integration requirement for newly admitted members, including the conduct of a quarterly "Play with the Membership Committee and the Board of Directors" mini tournament;

RESOLVED FURTHER, that newly approved members shall be placed under Provisional Membership Status and required to participate in at least one (1) quarterly tournament prior to the grant of full membership privileges;

RESOLVED FURTHER, that during the provisional period, the only restriction shall be no inviting of guests, while signing of chits shall be allowed;

RESOLVED FURTHER, that the Social Events Committee is authorized to assist in the planning and organization of the said activity.

12. Board Resolution No. 2026-04-12

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the deferment of the reassessment of the timing of retirement fund remittances pending review of any existing Board Resolution covering the ₱166,000 monthly contribution;

RESOLVED FURTHER, that the ₱166,000 monthly retirement fund contribution and all related retirement fund remittances be put on hold until further review and determination by the Board, in line with the recommendation of the Finance Committee.

13. Board Resolution No. 2026-04-13

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the inclusion and adjustment of Green Fee Rates for Senior Care / Senior Fed and Tourist Reciprocal categories, in accordance with the proposed revised rate schedule;

RESOLVED FURTHER, that the implementation of the updated rates shall follow the previously approved schedule, effective May 01, 2026, and January 01, 2027, for tournaments.

14. Board Resolution No. 2026-04-14

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the issuance of a Secretary's Certificate authorizing Ms. Jonalyn Sasutona, Ms. Lani Layco, and Mr. Placido Barrozo to transact and submit documents on behalf of the Corporation with the Securities and Exchange Commission (SEC);

RESOLVED FURTHER, that such authority shall cover all filings necessary to maintain the Corporation's good standing.

15. Board Resolution No. 2026-04-15

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the designation of Ms. Jonalyn Sasutona as the Corporation's authorized representative for the BIR VAT Audit (2024–2025);

RESOLVED FURTHER, that the said representative is authorized to transact, submit documents, receive official communications, and coordinate with the Bureau of Internal Revenue (BIR) and the Revenue District Office (RDO) in relation to the audit.

16. Board Resolution No. 2026-04-16

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the extension of the contract of Mr. Tito Mojado for one (1) year effective April 18, 2026.

17. Board Resolution No. 2026-04-17

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the extension of the contract of Mr. Tito Mojado for a period of one (1) year, effective April 18, 2026, under the same terms and conditions;

RESOLVED FURTHER**,** that Mr. Mojado shall receive a monthly professional fee of ₱70,000.00.

18. Board Resolution No. 2026-04-18

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the implementation of the following proposed projects subject to the availability of funds:

a. *Proposed Removal of Bunker at Hole No. 5 – North Course (₱84,400.88)*
b. *Proposed Ladies Tee at Hole No. 8 – North Course (₱300,209.65)*
c. *Proposed Removal of Green No. 3 Bunker with Addition of Two (2) Manholes – South Course (₱312,252.05)*
d. *Proposed Drainage Improvement at Hole No. 1 – South Course (including two [2] manholes) (₱602,931.70)*
e. *Proposed Drainage Improvement at Hole No. 5 – South Course (including two [2] manholes) (₱602,931.70)*
f. *Procurement of Hunter Satellite Controller and Sprinkler System (₱3,788,100.00)*
g. *Proposed Refurbishment of Tee House Perimeter – Hole Nos. 14 & 15, North Course (₱630,017.67)*

19. Board Resolution No. 2026-04-19

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the procurement and replacement of the existing batteries of eight (8) club owned carts with lithium batteries from GPowertech Battery Center in the total amount of ₱806,400.00.

20. Board Resolution No. 2026-04-20

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the payment of the net billing to VMJ Evergreen Golf Maintenance and Construction Corp. in the amount of ₱2,521,101.28, based on the compromise settlement presented, and subject to the usual accounting and documentation requirements of the Club.

21. Board Resolution No. 2026-04-21

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the execution of the Supplemental Agreement between Valley Golf & Country Club, Inc. and Satori Land One Inc., under the terms and conditions as presented;

RESOLVED FURTHER, that the President of the Club is hereby authorized to sign and execute the said agreement on behalf of the Corporation

22. Board Resolution No. 2026-04-22

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the proposed 12% price increase on Golf Kitchen menu items;

RESOLVED FURTHER**,** that the revised pricing shall be implemented starting May 1, 2026, in accordance with existing Club policies

23. Board Resolution No. 2026-04-23

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the grant of temporary relief measures in favor of Mandarin Sky concessionaire, consisting of: (i) adoption of Banaue menu pricing effective March 18, 2026; (ii) subsidy for electricity costs covering the common Dining Area for the months of April and May 2026; and (iii) reduction of the concessionaire fee from ten percent (10%) to five percent (5%) for the month of May 2026 only.

RESOLVED FURTHER, that Management be, as it is hereby, authorized and directed to implement the foregoing relief measures.

24. Board Resolution No. 2026-04-24

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the conduct of the North Clubhouse Restaurant Concessionaire Tender, including the guidelines and proposed timeline as presented;

RESOLVED FURTHER**,** that the House Committee and BAC are authorized to proceed with the implementation of the selection process, subject to applicable Club policies.

25. Board Resolution No. 2026-04-25

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the issuance of motorcycle stickers for accredited caddies in the amount of ₱500.00 each per year.

RESOLVED FURTHER, that the implementation of the caddie sticker system shall be effective January 2027, subject to the guidelines and procedures as presented by the Security Committee

26. Board Resolution No. 2026-04-26

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the deployment of three (3) additional security guards, as recommended by the Security Committee;

RESOLVED FURTHER, that such deployment shall be temporary for a period of up to three (3) months, subject to evaluation after the second month;

RESOLVED FURTHER, that the corresponding cost of approximately ₱117,807.99 per month is hereby authorized.

27. Board Resolution No. 2026-04-27

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Revised Procurement, Bids and Award Policy (2026) of Valley Golf;

RESOLVED FURTHER, that the implementation of the said policy shall be immediately enforced and shall be complied with by all concerned departments and committees of the Club;

RESOLVED FINALLY, that a copy of this resolution be furnished to all concerned for their information and guidance.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
27 APRIL 2026

1. Board Resolution No. 2026-04-01

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Special Board Meeting held on April 27, 2026.

2. Board Resolution No. 2026-04-02

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, that the filing of the appropriate criminal, civil, and/or administrative actions against Richbuild Construction Corporation and/or R. S. Caparros & Associates, including their responsible officers' directors, representatives, and any other persons found responsible, be, as it is hereby, authorized and approved;

RESOLVED FURTHER, that the Club's Legal Counsel and authorized representatives are hereby authorized to represent the Club before the Office of the Prosecutor, courts, administrative agencies, the Construction Industry Arbitration Commission (CIAC), and all other appropriate tribunals or government agencies in connection with the foregoing matters;

RESOLVED FINALLY, that the Board likewise acknowledges the recommendation in the audit report to explore possible negotiations and/or alternative dispute resolution mechanisms, including arbitration proceedings before the CIAC, should the same be deemed beneficial and appropriate to the interests of the Club.

3. Board Resolution No. 2026-04-03

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the continuation and immediate resumption of the Main Clubhouse Renovation Project, and submit monthly progress reports to the Board, while regularly updating the Board on all legal actions and project developments.

4. Board Resolution No. 2026-04-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the revised Proxy Form, including all revisions thereto, for the 2026 Special Stockholders' Meeting.

RESOLVED FURTHER, that the amendments to the Articles of Incorporation and By-Laws, including all revisions thereto, be, as they are hereby, approved;

RESOLVED FURTHER, that the holding of the 2026 Special Stockholders' Meeting on June 27, 2026 be, as it is hereby, approved.

5. Board Resolution No. 2026-04-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the updated calendar of activities for the 2026 Special Stockholders' Meeting, as presented to the Board.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
23 MAY 2026

1. Board Resolution No. 2026-05-01

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the proposed agenda for the current meeting.

2. Board Resolution No. 2026-05-02

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, dispensing with the formal reading of the minutes of the regular meeting of the Board of Directors held on 18 April 2026 and the minutes of the special meeting of the Board of Directors held on 27 April 2026.

3. Board Resolution No. 2026-05-03

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the regular board meeting be, as they are hereby, approved and adopted as drafted; and that the minutes of the special board meeting be, as they are hereby, approved and adopted as revised.

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4. Board Resolution No. 2026-05-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, by way of contingency the additional amount of Fifteen Million Pesos (₱15,000,000.00) for the rectification and upgrade works of the Main Clubhouse Renovation Project;

RESOLVED FURTHER, to approve the sale of five (5) of the unissued 205 Valley shares at a minimum selling price of Four Million Five Hundred Thousand Pesos (₱4,500,000.00) per share, for the exclusive purpose of funding the Main Clubhouse Renovation Project, with the proceeds thereof to be accounted for separately from the General Fund; and

RESOLVED FURTHER**,** to create an Ad Hoc Special Fund Committee to oversee the disposition of the Valley shares and utilization of the proceeds thereof for the Main Clubhouse Renovation Project, with the following composition:

Chairman:
President Rio Sesinando E. Venturanza

Members:
• Director Ma. Cecilia N. Esguerra
• Director Jose Ferdinand R. Guiang
• Director Michael T. Echavez
• Mr. Emmanuel Rapadas

5. Board Resolution No. 2026-05-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the following applicants for membership:

Five (5) Proprietary Members
One (1) Playing Rights Membership
Four (4) Corporate Representatives (Nominees)

RESOLVED FURTHER**,** that the renewal of Playing Rights for twenty-five (25) Playing Guests for the month of July 2026, subject to the payment of the applicable renewal fees and compliance with existing Club rules and regulations are hereby approved.

6. Board Resolution No. 2026-05-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the suspension the Club privileges of Mr. Ruben Figueroa for a period of three (3) months for committing a Serious Offense under the Club's Code of Discipline, as recommended by the Membership Committee.

7. Board Resolution No. 2026-05-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves in principle, the revised Security Guardhouse Design proposed by the Engineering Committee;

RESOLVED FURTHER**,** to defer the implementation of the previously approved Security Guardhouse projects and the revised design pending further evaluation and availability of funds; and

RESOLVED FINALLY, that the revised Security Guardhouse Design shall be subject to further review and implementation in accordance with the Club's approved priorities, capital improvement program and financial capacity.

8. Board Resolution No. 2026-05-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves in principle, the proposed Security Command Center to be located at the North Clubhouse; and

RESOLVED FURTHER, that the implementation of the project be deferred, to proceed only upon the availability of funds and in accordance with the Club's approved priorities and capital improvement program.

9. Board Resolution No. 2026-05-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the issuance of stickers for accredited concessionaires with motorcycles, subject to the guidelines and implementation procedures recommended by the Security Committee.

10. Board Resolution No. 2026-05-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the hosting of the 2026 Philippine Junior Amateur Open Championship (Stroke Play) at the Club's North Course from 1 to 5 June 2026 under the auspices of the National Golf Association of the Philippines (NGAP), subject to the final coordination and arrangements between the Club and NGAP;

RESOLVED FURTHER, to approve the sharing of tournament entry fees between NGAP and the Club in accordance with the terms discussed and agreed upon by the parties; and

RESOLVED FURTHER, that Management be authorized to coordinate with NGAP and undertake all necessary actions and arrangements for the successful conduct of the tournament.

11. Board Resolution No. 2026-05-11

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the launching and implementation of the Elite Program for Junior Golfers pursuant to the Board Resolution dated 21 June 2025 granting signing privileges of Five Thousand Pesos (₱5,000.00) per month per player for up to ten (10) qualified junior golfers, and to authorize the execution of the corresponding agreements with the initial batch of seven (7) selected participants; and

RESOLVED FURTHER, that Management be authorized to undertake all necessary actions and arrangements for the implementation and administration of the program.

12. Board Resolution No. 2026-05-12

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, that only forty (40) Valley members shall be entitled to complimentary green fees for the MAMAM Annual Foundation Day Golf Tournament scheduled on 22 June 2026, and that all Valley members in excess of such limit, as well as all other participants, shall be charged the applicable green fees and tournament fees in accordance with existing Club policies and the approved terms of the event.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
20 JUNE 2026

1. Board Resolution No. 2026-06-01

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the proposed agenda for the current meeting

2. Board Resolution No. 2026-06-02

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, dispensing with the formal reading of the minutes of the regular meeting of the Board of Directors held on 23 May 2026.

3. Board Resolution No. 2026-06-03

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the appointment of the following members of the Nomination Committee for the Annual Stockholders' Meeting to be held on September 27, 2026 subject to their acceptance:

- Chairman: Atty. Adolfo II Z. Reyes
- Members: Mr. Nicasio Lim; Mr. Alex Joseph Gorne; Atty. Don Gabriel Cariño; Atty. Fidel Henares

RESOLVED FURTHER, that should any of the proposed nominees to the Nomination Committee decline the appointment or become unavailable to serve, the Board shall identify and consider alternative nominees for appointment through the Board of Directors' Viber Group.

4. Board Resolution No. 2026-06-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the appointment of the following as members of the Committee on Elections (COMELEC) for the Annual Stockholders' Meeting to be held on 27 September 2026:

Chairman:
Atty. Wendell V. Dimaculangan
Members:
Atty. Vincent Patrick A. Bayhon
Atty. Caesar Junsay Poblador

4. Board Resolution No. 2026-06-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the denial of the request for reconsideration submitted by Atty. Tara Hizon on behalf of Mr. Jose Mari Acuña and the maintenance of the three (3)-month suspension previously imposed by the Board pursuant to the Board Resolution approved during the Regular Board Meeting held on 21 March 2026.

5. Board Resolution No. 2026-06-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the request of the Kidney Foundation of the Philippines, Inc. (KFP) in connection with its 20th Golf for Kidney Care tournament, for the following:

1. Discounted green fee of ₱1,800.00 per player;
2. ₱100.00 discount on golf cart rental rates for non-senior participants.

6. Board Resolution No. 2026-06-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the confirmation and ratification of the action previously approved through the Board of Directors' Viber Group authorizing the holding of the Annual Men's Regular Tournament on 20 June 2026 at the South Course.

7. Board Resolution No. 2026-06-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the opening of a separate bank account exclusively for the receipt and disbursement of the proceeds from the sale of the Corporation's unissued shares.

8. Board Resolution No. 2026-06-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the retention of the existing practice of giving four (4) Pink Vouchers to members who pay their monthly dues in advance for one (1) year, provided that such vouchers shall remain valid for six (6) months from the date of issuance, without extension.

9. Board Resolution No. 2026-06-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the applications for membership as endorsed by the Membership Committee:

- Ten (10) Proprietary Members

- Two (2) Playing Rights Memberships
- Two (2) Corporate Representatives (Nominees)
- One (1) Associate Member
- One (1) Lifetime Membership – Antonio R. Rapadas (20 years of uninterrupted membership)

RESOLVED FURTHER, that the renewal of the Playing Rights of the nineteen (19) Playing Guests for the month of August 2026, subject to the applicable renewal fees and compliance with the Club's existing rules and regulations, be, as it is hereby, approved.

10. Board Resolution No. 2026-06-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the disapproval of the application for membership of Mr. Mario Pertuo Socorro T. Zinampan, Corporate Nominee of JTI Philippines, Inc.

11. Board Resolution No. 2026-06-11

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the disapproval of the renewal of the Playing Rights Membership of Mr. Ralph Darjuan upon its expiration on July 4, 2026.

RESOLVED FURTHER, that Mr. Ralph Darjuan be, as he is hereby, declared persona non grata and prohibited from entering and playing at Valley Golf & Country Club, Inc.

12. Board Resolution No. 2026-06-12

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the referral of Item No. 9 (Grave Offenses) of the Club's Code of Conduct concerning defamatory posts on social and/or print media against the Club to the Legal Committee for review, for the purpose of evaluating its adequacy, ensuring consistency with applicable laws, and recommending such amendments or revisions as may be appropriate for the Board's consideration and approval.

13. Board Resolution No. 2026-06-13

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the referral of the cases of Mr. Marvin A. Caparros and Mr. Ritchie R. Brijuega for determination of their liability as Club members for the irregularities committed in the course of the Main Clubhouse Renovation Project, and for submission of the corresponding recommendation to the Board in accordance with the Club's governing rules and procedures.

14. Board Resolution No. 2026-06-14

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the transfer of Globe Telecom's existing Memorandum of Conformity (MOC) with Valley Golf & Country Club, Inc. to Frontier Tower Associates Philippines, Inc. (FTAP) and the conversion thereof into a Contract of Lease, subject to legal review and based on the existing terms and conditions of the Memorandum of Conformity.

15. Board Resolution No. 2026-06-15

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the temporary relocation of the Drivers' Lounge to the North Clubhouse, including the installation of the necessary basic facilities and the transfer of the required equipment and amenities, until such time that the North Clubhouse is occupied by a food concessionaire, after which Management shall relocate the Drivers' Lounge to another suitable location.

16. Board Resolution No. 2026-06-16

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the following projects subject to the availability of funds:

a. Floating Fountain Installation at North Course Hole No. 6 in the amount of ₱210,692.23; and

b. Green Refurbishment at North Course Hole No. 6 in the amount of ₱663,581.60.

17. Board Resolution No. 2026-06-17

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the revised project cost of the Zoysia Infusion Phase 3 Project in the amount of ₱2,570,295.70, including the corresponding additional budget requirement of ₱690,295.70.

18. Board Resolution No. 2026-06-18

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the adjustment of the monthly salary of Ms. Jonalyn Sasutona, Head of the Controllers Division, from ₱70,000.00 to ₱85,000.00, representing a 21.4% salary increase, effective 01 April 2026, and to authorize the payment of the corresponding retroactive salary differential from the approved effective date.

19. Board Resolution No. 2026-06-19

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the request of the Valley Golf Seniors Association, Inc. for the use of the South Course for a maximum of ten (10) flights during its Second Quarterly Tournament on 27 June 2026, subject to the condition that the requested playing slots be made available by the Association and that the final and complete list of participants, indicating the exact names of the players, be submitted to the Club at least three (3) days prior to the tournament.

20. Board Resolution No. 2026-06-20

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the postponement of the Special Stockholders' Meeting originally scheduled for 27 June 2026 in view of the anticipated lack of quorum and to provide the stockholders with additional time to review and better understand the proposed amendments to the Articles of Incorporation and By-Laws;

RESOLVED FURTHER, that the proposed amendments to the Articles of Incorporation and By-Laws shall instead be included in the agenda of the Annual Stockholders' Meeting to be held on 27 September 2026;

RESOLVED FURTHER, that Management be authorized to issue the appropriate notice to the stockholders informing them of the postponement of the Special Stockholders' Meeting.