

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
OF MEGAWIDE CONSTRUCTION CORPORATION**

(the "Company")

Held on 12 July 2023 at 2:00 P.M.
Through Microsoft Teams Live Event

STOCKHOLDERS PRESENT (IN PERSON AND VIRTUALLY):

Total No. of Outstanding Voting Shares	2,013,409,717
Total No. of Shares Represented by Voting in Absentia	0
Percentage of Shares Represented by Voting in Absentia	0.00%
Total No. of Shares of Represented by Proxy	1,352,243,476
Percentage of Shares Represented by Proxy	67.16%
Total No. of Shares Participating Remotely	
Percent of Shares Participating Remotely	
Total No. of Shares of Participating Remotely, Represented by Proxy, and Voting in Absentia	1,352,243,476
Percentage of Shares Participating Remotely, Represented by Proxy, and Voting in Absentia	67%

DIRECTORS PRESENT (IN PERSON):

EDGAR B. SAAVEDRA	-	<i>Chairman of the Board, CEO, and President</i>
MANUEL LOUIE B. FERRER	-	<i>Vice Chairman of the Board, Executive Director for Infrastructure Development and Chief Corporate Affairs and Branding Officer</i>
OLIVER Y. TAN	-	<i>Director</i>
RAMON H. DIAZ	-	<i>Executive Director, Group Chief Financial Officer</i>
CELSO P. VIVAS	-	<i>Independent Director</i>

OTHERS PRESENT (IN PERSON):

ATTY. AL-SHWAID L. ISMAEL	-	<i>Corporate Secretary, Assistant Compliance Officer, and Chief Information Officer</i>
ATTY. SEAN JAMES BORJA	-	<i>Assistant Corporate Secretary</i>
ATTY. MARIA ISABELLE J. POBLETE	-	<i>Corporate Secretarial Team</i>
ATTY. WENDELL LAXAMANA	-	<i><u>Corporate Secretarial Team</u></i>

*A list of the attendees of the Annual Stockholders' Meeting ("ASM") for 2023 is attached as **Annex "A"** and made an integral part of these minutes.*

The host welcomed the stockholders to the 2023 ASM of Megawide Construction Corporation ("Megawide" or the "Company").

The host then introduced the members of the Board and the Corporate Secretary:

Chairman of the Board	Edgar B. Saavedra
Executive Director	Manuel Louie B. Ferrer
Director	Oliver Y. Tan
Executive Director	Ramon H. Diaz
Independent Director	Celso P. Vivas
Corporate Secretary	Al-Shwaid L. Ismael

During the roll call, the Directors present and the Corporate Secretary confirmed:

1. that they can clearly hear and see the other participants;
2. that they received the notices, agenda, and all materials for the ASM; and
3. their location and type of device.¹

I. CALL TO ORDER, PROOF OF NOTICE AND QUORUM

Mr. Edgar B. Saavedra, *Chairman of the Board, Chief Executive Officer, and President*, called the ASM to order and thanked the stockholders for joining the same. He then presented the Agenda and called on Atty. Al-Shwaid L. Ismael, *Corporate Secretary*, to certify that the notices were sent and that a quorum exists to conduct the ASM.

The Secretary confirmed that notices were sent to directors and stockholders of record as of 22 June 2023. He further explained that the notices and agenda were (a) immediately disclosed in the Philippine Stock Exchange, Inc. (“PSE”) portal (or “PSE Edge”) on 5 June 2023, upon its approval by the Board on the same date; (b) released by the PSE Edge as a Circular on 5 June 2023; (c) published in the newspapers and websites of the Manila Standard and Business World on 20 and 21 June 2023.

Additionally, Megawide’s Annual Report and Information Statement have been disclosed in PSE Edge and uploaded in Megawide’s website. The Information Statement also contains the instructions on how stockholders may vote, submit their proxies, and participate in the ASM. All these were completed in compliance with the requirements of Megawide’s By-Laws, the Revised Corporation Code, and the issuances of the Securities and Exchange Commission (“SEC”).

The Secretary certified the existence of a quorum to conduct the ASM, given that stockholders representing 67.16% of the outstanding capital stock of the Company, or 1,352,243,476 shares are participating in person, in absentia, or by proxy.

Thereafter, he proceeded with the discussion on the voting procedure for the ASM:

- a. All the stockholders of record at the close of business on 22 June 2023 were entitled to the Notice and to vote during the ASM.

¹ Pursuant to the requirement under Securities and Exchange Commission Memorandum Circular No. 06, Series of 2020, dated 12 March 2020 regarding Guidelines on the Attendance and Participation of Directors, Trustees, Stockholders, Members, and other Persons of Corporations in Regular and Special Meetings through Teleconferencing, Video Conferencing and other Remote or Electronic Means of Communication.

- b. All matters in the Agenda shall be decided by a majority vote of the stockholders. The voting results shall be discussed with each Agenda item.
- c. The stockholders were given the opportunity to vote in absentia from 22 June to 5 July 2023, through an online voting portal prepared by Megawide. Only the stockholders who were validated by Megawide's stock transfer agent were allowed to vote in absentia. The stockholders were also permitted to submit proxy forms during the same period, through electronic mail or personal service. Each of the votes cast in absentia and by proxy, shall be considered cast for all the shares of such stockholder.
- d. Megawide's stock transfer agent tabulated the votes cast in absentia and by proxy, which were then confirmed by Megawide's external auditor.

II. APPROVAL OF THE MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING HELD LAST 20 DECEMBER 2022

The next item on the Agenda is the Approval of the Minutes of the Special Stockholders' Meeting ("SSM") held on 20 December 2022.

Mr. Sean James B. Borja, proxy for stockholder Lucena Bongolan, moved 1) to dispense with the reading of the Minutes of the SSM held last 20 December 2022 and 2) to approve the Minutes as presented.

Mr. Carlo T. Capacite, proxy for Citicore Holdings Investment, Inc., seconded the motion.

The Chairman asked the Secretary for the voting results on the matter. The Secretary then reported that based on the votes cast, all shares present or represented in the ASM are in favor of approving the motion.

Considering that all of the votes made were for the approval of the Agenda item, the Chairman approved the motion.

III. CHAIRMAN'S ADDRESS AND PRESIDENT'S REPORT

Mr. Saavedra gave the following report on the financial and operational highlights of the Company for the year 2022, which is the Company's 25th year:

- In 2022, Megawide recorded 14.8 Bln in revenues and delivered a net income of 2.83 Bln, reversing the 893.2 Mln loss reported in the previous year. The reported revenue includes the exceptional gain from the Company's airport transaction and items related to terminated contracts in the construction business negatively impacted by the pandemic in 2020.
- The transaction involving the Company's airport subsidiary, GMR-Megawide Cebu Airport Corporation (GMCAC) enabled the Company to monetize an almost non-operational asset during the pandemic. The proceeds enabled the Company to deliver part of its outstanding bank debts which resulted in a more comfortable bank debt to equity ratio of 1.4x by the end of December 2022, from 2.6x in the previous year.
- Megawide's Construction and Engineering Unit has progressed into higher value-generating businesses and forward integration initiatives within the group.

- Megawide is equally responsible to the environment, society, and all stakeholders, and Megawide’s ultimate goal of shared prosperity should prioritize social well-being, economic equity, and ecological sustainability. Megawide has repurposed the objectives of its business units to better appreciate the needs of their stakeholders so the Company may carry out Corporate Social Responsibility (“CSR”) initiatives that answer the need and aspirations of their communities.
- Environmental, Social, and Governance (“ESG”) is built into Megawide’s infrastructure and development projects to ensure that the Company’s operations have minimal environmental footprints and support a Zero Carbon future. Megawide will adapt a more holistic ESG platform guided by programs of Megawide Foundation, Inc. that strives to understand its stakeholders’ interests. Megawide aims to create positive social and environmental impact aligned with the United Nations’ Sustainable Development Goals (“SDGs”).

IV. ELECTION OF DIRECTORS

The next item on the Agenda is the election of the regular and independent members of the Board who will hold office until the next stockholders’ meeting and until their respective successors have been elected and qualified.

Atty. Ismael stated that the Governance, Nominations, and Compensation Committee has submitted the final list of six (6) nominees found to be qualified for election as members of the Board of Megawide, in compliance with the requirements of relevant laws, rules, and regulations for publicly-listed companies. The following were nominated for election as regular and independent members of the Board:

- Mr. Edgar B. Saavedra as an Executive Director;
- Mr. Manuel Louie B. Ferrer as an Executive Director;
- Mr. Ramon H. Diaz as an Executive Director;
- Mr. Oliver Y. Tan as a Non-Executive Director;
- Former Chief Justice Hilario G. Davide, Jr. as an Independent Director; and
- Mr. Celso P. Vivas as an Independent Director

Ms. Maria Isabelle Poblete, proxy for stockholder Shirley B. Alabado, moved that the 6 nominees be deemed elected as directors for the ensuing year. Mr. Kobe Lawrence Veneracion, proxy for Zheena E. Ocampo, seconded the motion.

Acknowledging the motion duly made and seconded, the Chairman asked the Secretary to present the voting result on the matter. Atty. Ismael flashed the voting results on the screen, reporting that a majority of the stockholders present or represented in the ASM have approved the election of the 6 nominees as members of the Board of Directors for the ensuing year.

The voting results show:

Total No. of Issued and Outstanding Shares	2,013,409,717
Total No. of Affirmative Votes	1,352,243,476 <i>(For Mr. Saavedra, Mr. Ferrer, Mr. Davide, and Mr. Vivas)</i>

	1,352,212,276 <i>(For Mr. Tan and Mr. Diaz)</i>
Percentage of Affirmative Votes	67.16%

The motion duly made and seconded was passed for the elected members of the Board of Directors for 2023.

V. APPROVAL OF THE 2022 AUDITED FINANCIAL STATEMENTS

The next item on the Agenda is the approval of the 2022 Audited Financial Statements of Megawide.² The Company's audited financial statements for the year ended 31 December 2022 have been distributed with the Annual Report, Information Statement, disclosed in the PSE Edge, and posted in Megawide's website.

Mr. Sean James B. Borja, proxy for stockholder Lucena Bongolan, moved that Megawide's financial statements for the year ended 31 December 2022 and as audited by Punongbayan & Araullo be approved. Ms. Bernice Marie S. Violago, proxy for Maria Belinda Morales, seconded the motion.

The Chairman asked the Secretary for the voting results on the matter. The Secretary then reported that based on the votes cast, all shares present or represented in the ASM are in favor of approving the motion.

Considering that all of the votes made were for the approval of the Agenda item, the Chairman approved the motion to approve the 2022 Audited Financial Statements of Megawide as presented.

VI. APPOINTMENT OF THE EXTERNAL AUDITOR

The next item on the Agenda is the appointment of Punongbayan & Araullo as external auditor of Megawide.

Upon the recommendation of Megawide's Audit and Compliance Committee, the Board of Directors proposed that Punongbayan & Araullo be appointed as the external auditor.

Mr. Sean James B. Borja, proxy for stockholder Lucena Bongolan, moved to appoint Punongbayan & Araullo as the external auditor of Megawide. Mr. Carlo T. Capacite, proxy for Citicore Holdings Investment, Inc., seconded the motion. On motion duly made and seconded, all stockholders present or represented during the meeting, voted in favor of its approval. Upon the recommendation of the Audit and Compliance Committee, the motion to appoint Punongbayan & Araullo as external auditor was approved.

VII. APPROVAL OF THE ACQUISITION BY THE COMPANY OF PH1 WORLD DEVELOPERS, INC.

The next item on the Agenda is the approval of the acquisition by Megawide of 100% of the Outstanding Capital Stock of PH1 World Developers Inc. As stated in the Definitive Information Statement circulated to the stockholders, the acquisition by Megawide of 100% of the Outstanding Capital Stock of PH1 World Developers Inc. from Citicore Holdings Investments Inc. for PhP5.2 Billion is part of Megawide's business strategy for forward integration.

² The 2022 Audited Financial Statements were disclosed on PSE Edge and uploaded to Megawide's website, along with the Annual Report and Information Statement.

Ms. Maria Isabelle Poblete, proxy for stockholder Shirley B. Alabado, moved to approve the acquisition by Megawide of 100% of the Outstanding Capital Stock of PH1 World Developers Inc. from Citicore Holdings Investments Inc. Ms. Bernice Marie S. Violago, proxy for Maria Belinda Morales, seconded the motion.

Acknowledging the motion duly made and seconded, the Chairman asked the Secretary to present the voting result on the matter. Atty. Ismael flashed the voting results on the screen, reporting that more than 2/3 of the stockholders representing the outstanding capital stock of Megawide present or represented in the ASM have approved the acquisition by Megawide of 100% of the Outstanding Capital Stock of PH1 World Developers Inc. from Citicore Holdings Investments Inc.

The voting results show:

Total No. of Issued and Outstanding Shares	2,013,409,717
Total No. of Affirmative Votes	1,352,243,476
Percentage of Affirmative Votes	67.16%

VIII. RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT

The next item on the Agenda is the ratification of all the acts of Megawide’s Board and management.

Mr. Carlo T. Capacite, proxy for Citicore Holdings Investments, Inc., moved that all acts of the Board of Directors and management be ratified. Mr. Kobe Lawrence P. Veneracion, proxy for Zheena E. Ocampo, seconded the motion.

On motion duly made and seconded, the stockholders representing sixty-seven and 16/100 of the outstanding voting capital stock of Megawide, represented during the meeting, voted in favor of ratifying all acts of the Board and Management as reported by the Chairman of the Board and President in the ASM and stated in the Information Statement duly distributed to the stockholders.

The voting results show:

Total No. of Issued and Outstanding Shares	2,013,409,717
Total No. of Affirmative Votes	1,352,243,476
Percentage of Affirmative Votes	67.16%

IX. OTHER MATTERS

Question and Answer

Thereafter, the ASM proceeded to the question and answer portion. The host announced that questions were received from Megawide’s shareholders prior to the ASM.

- The first (1st) question was: How much was the acquisition price for PH1? Is this at a discount or premium to the valuation?

Mr. Saavedra responded by ceding the floor to the Corporate Finance the Company to answer the detail on the value. According to Mr. Jez G. Dela Cruz, *Vice President for Corporate Finance and Financial Planning*, the acquisition price was at PhP5.2 Billion and this was based on the internal evaluation done by the Company Management, after assessing the valuation of all the current projects of PH1 and they excluded those projects that were under development. They deemed that it was a fair valuation and to be prudent, they sought the engagement of FTI Consulting to help Megawide validate the reasonableness of the valuation, and from their perspective, they deemed that it was a reasonable valuation.

- The second (2nd) question was: Why did you go into real estate? Is this a profitable business?

Mr. Saavedra responded by recounting that Megawide, for a long time, has been purely into construction. He noted that as a construction business, as its gross profit margin gains, it is a very natural progression to go into real estate. According to him, Megawide has the core competency, and it has been in the construction business for the past 27 years. Accordingly, Megawide is very familiar with the market and the development of the business. He stated that if one looks at the margins for construction, the bottom-line net after tax will normally be a single digit, unlike in real estate where one cannot get double digits. If one looks from the effort bandwidth of the executive, one can say that it is four times better at this state. If one looks at the bandwidth, it is more than eight times. In real estate, in terms of number of headcounts of employer organizations, is normally $\frac{1}{4}$ of the size of an organization, typically or in comparison to the construction business. If one does one development and it gets a higher topline, there is a higher percentage in the bottom line.

Finally, he explained that in real estate, the specific sector that they want to focus on is the essential part, which is the affordable housing sector segment, wherein they try to target the lower, below mid income, and maximum of the mid income level. They have seen that even during the course of the pandemic where Megawide has projects in residential, commercial and others, the residential remained to be resilient even during the pandemic, especially if one looks at the affordable segment market.

X. ADJOURNMENT

There being no other matter to discuss, the meeting was adjourned upon motion duly made and seconded.

[Signature page follows.]

Certified Correct:

TEODULO ANTONIO G. SAN JUAN, JR.
Corporate Secretary

ATTESTED BY:

EDGAR B. SAAVEDRA
Chairman of the Board, CEO, and President