



13 AUGUST 2025

Dear Stockholder:

Please be informed that the Annual Meeting of the Stockholders (ASM) of **WATERFRONT PHILIPPINES, INCORPORATED**. (the "Corporation"), will be held on **Friday, September 26, 2025, at 10:00 A.M.** at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City, Philippines to pass upon the following matters:

1. Call to Order;
2. Certification of Notice and Quorum;
3. Approval of the Minutes of the Previous Annual Stockholders' Meeting dated September 21, 2024;
4. Ratification of the Acts of the Board and Management for the Year 2024;
5. President's Report to the Stockholders and Approval of the Annual Report and Audited Financial Statements for the year ended December 31, 2024;
6. Election of the Board of Directors to Serve for the Term 2025-2026;
7. Appointment of External Auditor;
8. Appointment of External Counsels;
9. Other Business/Corporate Matters; and
10. Adjournment.

As fixed by the Board of Directors, the record date for the purpose of determining the stockholders who are entitled to vote in said stockholders' meeting is **August 29, 2025**. The Stock and Transfer Book of the Corporation will be closed on **September 1, 2025** to **September 26, 2025** at 10.00 A.M.

If you are not attending, you may submit a PROXY instrument to the office of the Corporate Secretary or Stock Transfer Agent of this Corporation at their respective address stated below. Stockholders whose shareholdings are lodged with the Philippine Central Depository are reminded to secure a certification of their shareholdings from their respective stockbrokers. Corporate stockholders are requested to attach to the PROXY instrument, their respective Board Resolutions in support of their proxies. Deadline for submission of proxies is on or before **10:00 A.M on September 26, 2025**. The proxy form is hereto attached as Annex "A".

On the day of the meeting, you or your proxy is hereby required to bring this Notice and any form of identification with picture and signature (e.g. driver's license, SSS ID, company ID, etc.) to facilitate registration.

Stockholders may submit written nominations for directors to the Corporate Secretary by mail or email at the addresses mentioned below not later than **September 11, 2025**. All nominations shall be in writing duly signed by the nominating stockholders or their duly authorized representatives, with the written acceptance of the nominee. The nomination form is attached herewith as Annex "B".



A copy of a valid government-issued identification card with photo of the nominee shall likewise be enclosed. All nominees for Directors and Independent Directors shall possess the qualifications and none of the disqualifications prescribed by law and the Corporation's policies. If a nominee for Independent Director, the nominee shall likewise submit a duly accomplished *Certificate of Qualification* in the form prescribed by the Securities and Exchange Commission pursuant to Memorandum Circular No. 5, Series of 2017 dated March 7, 2017.

WE EMPHASIZE THAT WE ARE NOT SOLICITING YOUR PROXY.

ARTHUR R. PONSARAN

Corporate Secretary

Office address:

Unit 3104, 31st Floor Antel Global Corporate Center

#3 Dona Julia Vargas Avenue

Ortigas Center, Barangay San Antonio, Pasig City

Philippines, 1600

Email address: https://www.waterfronthotels.com.ph/investor_relations/

Waterfront Philippines Incorporated

Principal Office Address

No. 1 Waterfront Drive

Off Salinas Drive, Lahug

Cebu City, Philippines

Stock Transfer Service, Inc.

Stock Transfer Agent

Office Address:

6784, Unit D 34th Floor Rufino Pacific Tower

Ayala Avenue, Makati City, 1200 Metro Manila

Phone: (02) 8403 2410/ 8403-2412

Email address: mccapoy@stocktransfer.com.ph