



Dear Stockholder:

In accordance with the By-Laws Article II Section 1, please be informed that the Annual Meeting of the Stockholders (ASM) of **WATERFRONT PHILIPPINES, INCORPORATED.** (the "Corporation"), will be held on Wednesday, **September 30, 2026**, 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 26, 2025;
4. Ratification of the Acts of the Board and Management for the year 2025;
5. President's Report to the Stockholders and Approval of the Annual Report and Audited Financial Statements for the year ended December 31, 2025;
6. Election of the Board of Directors to serve for the Term 2026-2027;
7. Authority to Amend the By-Laws Article II, Meetings of the Stockholders, Section 1, changing the schedule of the Annual Stockholder Meeting from LAST DAY OF SEPTEMBER OF EACH YEAR to LAST FRIDAY OF SEPTEMBER OF EACH YEAR
8. Appointment of External Auditor;
9. Appointment of External Counsels;
10. Other business/corporate matters; and
11. Adjournment.

As fixed by the Board of Directors, the record date for the purpose of determining the stockholders of record who are entitled to vote in said stockholders' meeting is **September 07, 2026**. The Stock and Transfer Book of the Corporation will be closed on **September 07, to September 30, 2026 at 9:50 A.M.**

If you are not attending, you may submit a PROXY instrument to the office of the Corporate Secretary or to the Stock Transfer Agent of this Corporation at the 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 9:50 A.M on **September 30, 2026**. The proxy form is hereto attached as Annex "A"

On the day of the meeting, you or your proxy are 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.



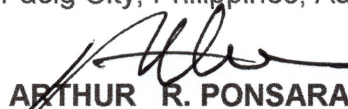
For those stockholders who is unable to be physically present during the meeting may vote in absentia or send a representative with proxy. Stockholders voting in absentia shall be considered present for purposes of determining quorum. Stockholders who wish to vote in absentia shall likewise register online at this link – <https://us06web.zoom.us/jc/88961687042>, Meeting ID: 889 6168 7042, Passcode: 110174, on or before September 25, 2026. Subject to registration and validation procedures, stockholders who registered to vote in absentia may cast their votes to the link herein provided or via chat box.

A video and audio recording of the meeting will be taken in accordance with the requirements of the Securities and Exchange Commission. Electronic copies of the Information Statement, Management Report, SEC Form 17A and other pertinent documents are available on the: (a) on the Company's website; and (b) the PSE Edge.

Stockholders may submit written nominations for directors to the Corporate Secretary by mail or email at the addresses mentioned below not later than September 15, 2026. All nominations shall be in writing duly signed by the nominating stockholders or their duly authorized (in writing) 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 in its Memorandum Circular No. 5, Series of 2017 dated March 7, 2017.

WE ARE NOT SOLICITING YOUR PROXY.

Pasig City, Philippines, August 19, 2026



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

WATERFRONT PHILIPPINES INCORPORATED

Principal Office Address

No. 1 Waterfront Drive

Off Salinas Drive, Lahug

Cebu City, Philippines

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



STOCK TRANSFER SERVICE, INC.

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



ANNEX "A"

WATERFRONT PHILIPPINES INCORPORATED,

PROXY FORM

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, a stockholder of **WATERFRONT PHILIPPINES INCORPORATED**, do hereby name, constitute and appoint:

Mr. _____, or in his absence

Mr. _____, or in his absence

the Chairman of the shareholders' meeting, as his/her/its true and lawful attorney-in-fact for and in his/her/its name, place and stead, to do and perform the following acts and things, to wit:

To attend, be present and represent the undersigned at the stockholders' meeting to be held on **September 30, 2026 AT 10.00 A.M.** or any adjournment as well as any and all meetings of the stockholders of **WATERFRONT PHILIPPINES INCORPORATED** including any adjournment or postponement thereof; take part in the deliberations thereon; vote any and all shares that the undersigned now owns or may hereafter own in said Corporation in any matter, motion, resolution that may be taken up in said meeting/s in such manner as his/her/its aforesaid attorney-in-fact shall deem acceptable in the premises.

HEREBY GIVING AND GRANTING unto the said attorney-in- fact full power and authority to do and perform any and every act requisite or proper to be done in or about the premises, as fully to all intents as the undersigned might or could lawfully do if personally present and acting in person; and hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

The power and authority herein granted shall remain in full force and effect until specifically revoked through notice in writing delivered to the Secretary of the Corporation at any time before the meeting.

_____, _____ 2026

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER

ANNEX "B"



WATERFRONT PHILIPPINES INCORPORATED

NOMINATION FORM

Name of Nominee

Please check the box and fill up properly:

- ☐ Nominee for Independent Director (Note: Please submit Certificate of Qualification)
☐ Not Nominee for Independent Director

Personal Information:

Citizenship: _____ Age: _____
Date of Birth: _____ Place of Birth: _____
Marital Status: _____ Name of Spouse: _____
Residential Address: _____
Tel. No.: _____ Cell. No.: _____
Office Address: _____
Tel. No.: _____ Cell. No.: _____

Educational Background/Attainment:	
Work and/or Business Experience:	
Company/Current Position/Affiliations	
Stockholdings (indicate direct and indirect shares)	

Name of Nominator-Stockholder or Authorized Representative: _____

Relation of Nominee and Nominator: _____

Conformity and acceptance:

Nominee

Nominator

Witness