

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
OF WATERFRONT PHILIPPINES INCORPORATED
HELD ON **SEPTEMBER 23, 2023** AT 10.00 A.M.
AT CASPIAN ROOM, NO. 1 WATERFRONT DRIVE
OFF SALINAS DRIVE, LAHUG, CEBU CITY

ATTENDANCE

Total Shares Present And Represented	1,673,247,903
Total Shares Issued And Outstanding	2,498,991,753
Percentage Shares and Represented Attached Annex "A" List of stockholders	66.96%

PROCEEDINGS OF THE MEETING

I. CALL TO ORDER

Mr. Sergio R. Ortiz-Luis, Jr., Chairman, called the meeting to order of **WATERFRONT PHILIPPINES INCORPORATED** (the "Corporation") and thereafter presided.

The Chairman acknowledged the presence of the following Board of Directors, Corporate and Senior Officers of the Corporation, as follows:

Kenneth T. Gatchalian	President/Director
Elvira A. Ting	Treasurer/Director
Dee Hua T. Gatchalian	Director
Reno I. Magadia	Director
Arthur M. Lopez	Director
Secretary Ruben D. Torres	Director
Justice Renato C. Francisco	Independent Director
Atty. Aristeo R. Cruz	Independent Director
Atty. Arthur R. Ponsaran	Corporate Secretary
Atty. Arsenio A. Alfiler Jr.,	Asst. Corporate Secretary
Richard L. Ricardo	VP for Corporate Affair and Compliance Officer
Evangeline E. Soliveres	Corporate Finance Director
Aiza Pasayloon	Chief Audit Executive
Joseon Lim	Data Privacy Officer

II. ATTENDANCE AND QUORUM

Proceeding with the agenda, the Corporate Secretary, Atty. Ponsaran certified that in accordance with SEC Notice dated 20 February 2023 providing for an alternative mode of distributing ASM notices, notice of this meeting and the Definitive Information Statement were published via the Company's website and PSE Edge September 01, 2023. The notice was also published in two (2) newspapers of general circulation, in print and digital format – in Manila Bulletin and Business Mirror

on September 01, and September 02, 2023. Based on the record of attendance as of 10:00 A.M., September 23, 2023, there are represented in this meeting, in person or by proxy, stockholders owning 1,673,247,903 shares, representing 66.96% of the total issued and outstanding capital stock of the Corporation. Atty. Ponsaran certified that there is a quorum at this meeting.

III. APPROVAL OF THE MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETING

The Chairman informed the stockholders that the next item of the agenda is the approval of the minutes of the previous meeting of the stockholders held on July 27, 2022.

The Chairman then announced that the floor was open to comments/questions on the minutes. There were no comments/questions on the minutes of the meeting raised by the stockholders.

On motion duly made and seconded, the stockholders owning 66.96% of the total issued and outstanding capital stock of the Corporation present, either in person or by proxy approved the minutes dated July 27, 2022. The voting results are as follows:

Total Shares Present And Represented	1,673,247,903
Percentage Shares and Represented	66.96%
Total Shares of Approving Stockholders	1,673,247,903
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-

IV. REPORT TO THE STOCKHOLDERS AND APPROVAL OF THE ANNUAL REPORT FOR THE YEAR 2022 AND FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2022

The President, Mr. Gatchalian presented the highlights of the Company's performance and result of operation for the year 2022, as reflected the Annual Report for the year 2022, the Audited Financial Statements and Information Statements for the period ended December 31, 2022.

He mentioned that global tourism receipts surge by 61% in 2022. However, this figure still lags well behind pre-pandemic levels. The domestic market became the backbone of the Company's resilience, compensating for the limitations in international travel. Nature, on the other hand, had other plans, when Typhoon Odette hit Cebu in 2021. It inflicted significant infrastructure damage and forced the Company to temporarily close major portions of its hotels. The consequences of this lingered well into the following year, influencing and upsetting the Company's progress in 2022.

Amidst these turmoils, the Company saw a beacon of hope as it picked up the pieces moving forward. In 2022, the consolidated revenue rebounded impressively,

with double-digit growth in key areas. Rooms revenue, rent income, F&B revenue, and other income all posted remarkable increases. The gross revenue for the entire WPI group reached PHP 1.49 billion in 2022, up by 49% from the previous year's PHP 997.79 million. Even with the challenges, consolidated revenue for the group has rebounded by double digits.

Each component of total revenue has shown exceptional results, with some growing by double and triple digits. Rooms revenue in 2022 went up to PHP 338.81 million, growing 78% from PHP 190.57 million in 2021, the rent and related income for 2022 summed to PHP 606.75 million from PHP 606.24 in 2021. On Company's F&B revenue for 2022 has increased by Page 4 of 9 169% to PHP 516.36 million from PHP 192.34 million in 2021. Other income rose from PHP 8.63 million in 2021 to PHP 24.52 million in 2022—growing 184%. The GOP in 2022 increased by almost 40% at PHP 493.06 million, coming from PHP 352.59 million the previous year.

The group's costs and expenses for the entire year—encompassing F&B, rooms, personnel, energy, repairs, maintenance, rent and others—is PHP 993.38 million, while Net income in 2022 is PHP 50.88 million. The flagship property, Waterfront Cebu City Casino Hotel, Inc. (WCCHC), generated impressive results, despite the impact of the pandemic and year-end challenges associated with Typhoon Odette in 2021. The hotel's consolidated gross revenue amounted to PHP 964.67 million in 2022—a 53% increase from PHP 630.58 million in 2021.

The hotel posted a 100% growth in rooms revenue, from PHP 100.90 million in 2021 to PHP 201.46 million in 2022, and a remarkable 195% increase in F&B revenue, from PHP 116.63 million in 2021 to PHP 344.61 million this year. Rent and related income likewise grew from PHP 412.08 million to PHP 414.31 million—a 1% increase. Other income for the hotel grew from PHP 0.98 million the previous year to PHP 4.29 million this year, achieving a 339% increase. The Audited net income for 2022 faired at 156.01 million.

Waterfront Mactan Casino Hotel, Inc. (WAHC) demonstrated many key improvements in hotel revenue. The hotel's consolidated gross revenue amounted to PHP 295.33 million in 2022—an increase of 8% from PHP 273.23 in 2021. Rooms revenue went up by 9%, from PHP 48.77 million the previous year to PHP 53.24 million in 2022. Rent and related income is PHP 192.45 million. F&B income rose by an impressive 56% from PHP 28.40 million in 2021 to PHP 44.29 million in 2022. Other income rose by triple digits, from PHP 1.89 million in 2021 to PHP 5.35 million this year—an increase of 183%.

The GOP in 2022 is PHP 139.14 million, an increase of 10% versus PHP 126.45 million the previous year. Net income for the hotel in 2022 rose by 50%, from PHP 43.07 million in 2021 to PHP 64.67 million in 2022. Also, Davao Insular Hotel Company, Inc. (WIHD) delivered positive numbers for all key areas of operations and hotel gross revenue for 2022. The hotel's gross revenue in 2022 is PHP 217.93 million, a growth of 141% versus PHP 90.47 million in 2021. Rooms revenue for WIHD in 2022 is PHP 84.10 million, an increase of 106% from PHP 40.90 in 2021. (SLIDE 44) Rent and related income rose by 38% from PHP 1.28 million the previous year to PHP 1.76 million currently.

The F&B income jumped by 171% from PHP 46.59 million in 2021 to PHP 126.09 million in 2022. Other income also showed remarkable growth by increasing 251% from PHP 1.70 million the previous year to PHP 5.97 million this year. WIHD's 2022 GOP is PHP 34.58 million and its net income is PHP 5.22 million. As for Waterfront Manila Hotel and Casino (WMHC), although construction faced delays due to administrative and pandemic-related challenges, it remains committed to delivering a new innovative guest experience and capturing the post-pandemic revival. Construction of this remarkable building is ongoing to deliver the most captivating, entertaining, and memorable experience for business and leisure travelers to Manila.

The Company's resilience doesn't stop at financial achievements. It maintained a healthy, well-vaccinated workforce and invested in robust distribution channels. The online revenue across different channels has seen remarkable growth, ensuring uninterrupted engagement with its network. Revenue from the Online Market Segment has increased from 2021 to 2022 across all Hotel Properties from a total revenue of PHP 21.43 in 2021 to PHP 144.07 million in 2022, a remarkable growth rate of 572%.

The marketing team's creativity has fueled initiatives like the "Hello 2022" and "Indulgence Plus" packages, enticing guests with attractive rates and innovative offerings. Customer satisfaction, as measured by the Guest Satisfaction Index or (GSI), has shown significant improvements across its properties.

The Guest Satisfaction Index (GSI) in 2022 mostly showed overall improvement compared to the previous year. GSI is measured by customer ratings scores, with 5 as the highest possible rating. For WCCHC, Overall hotel experience in 2022 was rated at 4.64, an increase of 8.15% from 4.29 in 2021.

Moreover, the Company embarked on infrastructure improvements, enhancing the guest experience and ensuring high satisfaction. Overall Hotel Experience GSI for WAHC in 2022 is 3.76, a 50.40% increase from 2021 at 2.50. While

WIHD Overall Hotel Experience GSI for WIHD in 2022 stands at 3.04. In 2023, the Company will celebrate its 25th anniversary. This milestone is a shared accomplishment with the Waterfront team, partners, loyal patrons, and, most importantly, the shareholders.

The longevity is a testament to the caliber of Management, its unwavering dedication to service.

The Chairman then announced that the floor was open to comments/questions on the Annual Report for the year 2022, the Audited Financial Statements and Information Statements for the period ended December 31, 2022. There were no comments/questions on the minutes of the meeting raised by the stockholders.

On motion duly made and seconded, the stockholders owning 66.96% of the total issued and outstanding capital stock of the Corporation, present, either in person or by proxy, approved the Annual Report and the Audited Financial Statements for the year ended December 31, 2022. The voting results are as follows:

Total Shares Present And Represented	1,673,247,903
Percentage Shares and Represented	66.96%
Total Shares of Approving Stockholders	1,673,247,903
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-

V. RATIFICATION OF ACTS OF THE BOARD AND MANAGEMENT FOR THE YEAR 2022

The Chairman presented to the stockholders for approval and ratification the acts of the Board and Management for the year ended December 31, 2022 as well as the contracts and transactions entered into by the Corporation for the same period, all as reflected in the Annual Report and the Financial Statements.

There were no questions raised by the stockholders on the acts of the Board and Management and the contracts and transactions entered into by the Corporation for the year ended December 31, 2022.

On motion duly made and seconded, the stockholders owning 66.96% of the total issued and outstanding capital stock of the Corporation, present, either in person or by proxy approved and ratified, all acts of the Board and Management for the year ended December 31, 2022, as well as contracts and transactions entered into by the Corporation for the same period, all as reflected in the Annual Report and the Financial Statements. The voting results are as follows:

Total Shares Present And Represented	1,673,247,903
Percentage Shares and Represented	66.96%
Total Shares of Approving Stockholders	1,673,247,903
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-

VI. ELECTION OF THE BOARD OF DIRECTORS

Proceeding with the agenda, the Chairman opened the floor and entertained nominations for the election of the Board of Directors of the Corporation for the year 2023 -2024.

Upon nominations and on motion duly made and seconded, the stockholders owning 66.96% of the total issued and outstanding capital stock of the Corporation, present, either in person or by proxy elected the following as Directors of the Corporation to serve as such until the next annual meeting, and until their successors shall have been elected and qualified;

As Regular Directors:
 Mr. Sergio R. Ortiz-Luis, Jr.
 Mr. Arthur M. Lopez
 Mr. Kenneth T. Gatchalian
 Ms. Elvira A. Ting
 Ms. Dee HuaT.Gatchalian

Atty. Ruben D. Torres
Mr. Reno I. Magadia

As Independent Directors:
Justice Renato C. Francisco
Atty. Aristeo R. Cruz

In view of the fact that there were only nine (9) nominees for the nine (9) seats as directors, the Chairman entertained a motion to declare the nine (9) nominees to have been elected as directors, without need of a ballot.

On motion duly made and seconded, the stockholders owning 66.96% of the outstanding capital of the Corporation who were present, either in person or by proxy, approved the motion. The voting results are as follows:

Total Shares Present And Represented	1,673,247,903
Percentage Shares and Represented	66.96%
Total Shares of Approving Stockholders	1,673,247,903
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-

The Chairman then declared that the following nominees were elected as Regular Directors and Independent Directors of the Corporation without need of a ballot to serve for the term 2023-2024 as such until the next annual meeting, and until their successors shall have been elected and qualified:

As Regular Directors:
Mr. Sergio R. Ortiz-Luis, Jr.
Mr. Arthur M. Lopez
Mr. Kenneth T. Gatchalian
Ms. Elvira A. Ting
Ms. Dee Hua T. Gatchalian
Atty. Ruben D. Torres
Mr. Reno I. Magadia

As Independent Directors:
Justice Renato C. Francisco
Atty. Aristeo R. Cruz

VII. APPOINTMENT OF THE EXTERNAL AUDITORS

The Chairman informed the stockholders that the next item in the agenda was the designation of the Corporation's external auditor.

R.G. Manabat & Co., CPA's was the only nominee for the Corporation's external auditor. There were no objections raised by the stockholders against the nomination.

Upon nomination and on motion duly made and seconded, the stockholders owning 66.96% of the total issued and outstanding capital stock of the Corporation, present,

either in person or by proxy appointed the accounting firm of R.G. Manabat & Co., CPA's as the Corporation's external auditor. The voting results are as follows:

Total Shares Present And Represented	1,673,247,903
Percentage Shares and Represented	66.96%
Total Shares of Approving Stockholders	1,673,247,903
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-

VIII. APPOINTMENT OF EXTERNAL COUNSEL

The Chairman informed the stockholders that the next item in the agenda is the designation of the Corporation's external counsel.

Corporate Counsels, Philippines Law Offices was the only nominee as the external counsel of the Corporation. There were no questions or objections raised by the stockholders against the nomination.

Upon nomination and on motion duly made and seconded, the stockholders owning 66.96% of the total issued and outstanding capital stock of the Corporation, present, either in person or by proxy appointed Corporate Counsels, Philippines Law Offices as the Corporation's external counsel. The voting results are as follows:

Total Shares Present And Represented	1,673,247,903
Percentage Shares and Represented	66.96%
Total Shares of Approving Stockholders	1,673,247,903
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-

IX. OTHER MATTER

The Corporate Secretary informed the Mr. Chairman for ratification of the stockholders of the minutes of the meeting of the Board of Directors dated August 31, 2023, embodying the resolution acceding to the additional Real Estate Mortgage in favor of PBCom over the parcel of real property located in Matina Pangj, Talomo, Davao City and covered by **TCT No. 146-2022005490**, registered under the name of **CRISANTA REALTY DEVELOPMENT CORPORATION** and the necessary correction of entries and issuance of shares reflected in the stock and transfer book, to wit:

1. To accede to the additional real estate mortgage in favor of PBCom;

"RESOLVED, that the Corporation be authorized as it is hereby authorized to accede to the additional real estate mortgage executed by **CRISANTA REALTY DEVELOPMENT CORPORATION** to secure all loans, obligations, and other credit facilities of secured borrowers/debtors **CRISANTA REALTY DEVELOPMENT CORPORATION; WATERFRONT PHILIPPINES, INCORPORATED; WATERFRONT CEBU CITY CASINO HOTEL INCORPORATED; WATERFRONT MACTAN CASINO HOTEL,**

INCORPORATED; DAVAO INSULAR HOTEL COMPANY, INC.; and PACIFIC REHOUSE CORPORATION with Philippine Bank of Communications (PBCOM), up to NO LIMIT, over the parcel of real property located in Matina Pangi, Talomo, Davao City and covered by TCT No. 146-2022005490, registered under the name of **CRISANTA REALTY DEVELOPMENT CORPORATION**, issued by the Register of Deeds for Davao City as security for the secured borrowers/debtors' obligation with PBCOM subject to the terms and conditions stated in such real estate mortgage.

"RESOLVED, FURTHER, that the Corporation hereby authorized its Treasurer, ELVIRA A. TING, as she is hereby authorized, directed and empowered, in the name and for the account of this Corporation, to execute, sign and deliver any and all promissory notes, mortgages, instruments, agreements, undertakings, sureties, contracts and documents, that may be necessary and/or required for the implementation of the foregoing transactions.

ELVIRA A. TING

"RESOLVED, further, that the foregoing additional mortgage shall constitute and form part of the Omnibus Loan and Security Agreement dated 21 December 2017, as amended and supplemented, collectively, the OMNIBUS AGREEMENT, entered into between CRISANTA REALTY DEVELOPMENT CORPORATION; WATERFRONT PHILIPPINES, INCORPORATED; WATERFRONT CEBU CITY CASINO HOTEL INCORPORATED; WATERFRONT MACTAN CASINO HOTEL, INCORPORATED; DAVAO INSULAR HOTEL COMPANY, INC.; PACIFIC REHOUSE CORPORATION; ACESITE LEISURE AND ENTERTAINMENT CORPORATION; and PHILIPPINE BANK OF COMMUNICATIONS (PBCOM), which shall secure all obligations of the secured borrowers/debtors granted by the MORTGAGEE bank before, during, and after the constitution of the Mortgage Supplement;

"RESOLVED, FINALLY, that Philippine Bank of Communications be furnished with a certified copy of these Resolutions and Philippine Bank of Communications may rely on the continuing validity of these Resolutions until receipt of written notice of their revocation."

2. To make all the necessary correction of entries in the stock and transfer book

"RESOLVED, AS IT IS HEREBY RESOLVED, that **WATERFRONT PHILIPPINES, INCORPORATED** (the "Corporation"), in compliance with the requirement of Philippine Bank of Communication (PBCom) in relation to the shares subject of the Pledge of the Omnibus Loan and Security Agreement (OLSA) of 2017 and Supplement No. 2 to the OLSA of 2017 of 2022, hereby authorized the Corporation to make all the necessary correction of entries and issuance of shares reflected in the stock and transfer book."

On motion duly made and seconded, owning 66.96% of the total issued and outstanding capital stock of the Corporation, present, either in person or by proxy
The voting results are as follows:

Total Shares Present And Represented	1,673,247,903
Percentage Shares and Represented	66.96%
Total Shares of Approving Stockholders	1,673,247,903
Total Dissenting Stockholders	-0-
Total Abstaining Stockholders	-0-


X. ADJOURNMENT

There being no further business to transact, the meeting was, on motion duly made and seconded, adjourned.



ARTHUR R. PONSARAN
Corporate Secretary

ATTESTED BY:



SERGIO R. ORTIZ-LUIS, JR.
Chairman