

AGENDA DETAILS AND RATIONALE

1. Call to Order. The Chairman of the Board of Directors, Mr. Isidro A. Consunji, will call the meeting to order.
2. Certification of Notice and Quorum. The Corporate Secretary, Atty. Noel A. Laman, will certify that copies of the Notice were sent to the stockholders of record or published in at least two newspapers of general circulation in both print and online format at least 21 days prior to the meeting. He will also certify on the number of shares present at the meeting, for the purpose of determining the presence of quorum for the transaction of corporate business.
3. Approval/ratification of the minutes of the annual meeting of stockholders held on May 21, 2024. The minutes of the May 21, 2024 annual stockholders' meeting are posted on the company's website. The stockholders will be requested to approve the said minutes. The proposed resolution reads as follows:

"RESOLVED, That the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the minutes of the annual stockholders' meeting of the Corporation held on May 21, 2024."

4. Revocation of the May 21, 2019 Stockholders' Resolution Increasing the Par Value of Preferred Shares to Php1,000

"RESOLVED, That the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the revocation of the May 21, 2019 stockholders' resolution increasing the Par Value of Preferred Shares to Php1,000."

5. Amendment of the Articles of Incorporation ("AOI") to Reclassify 10,000,000 Preferred Shares into Class B Preferred Shares

"RESOLVED, That amending all previous resolutions on the matter, the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the Amendment of the Articles of Incorporation ("AOI") to Reclassify 10,000,000 Preferred Shares into Class B Preferred Shares, and for this purpose, the directors, officers and management of the Corporation, are hereby authorized to do such acts and execute all documents which may be required to implement the foregoing;

***RESOLVED, FINALLY,** that any one (1) of the Chairman and President, Chief Finance Officer, or the Corporate Secretary be, as each is hereby, authorized to sign, execute, and deliver any and all applications, certifications, instruments, affidavits, declarations, consents and all other relevant documents and to cause any corrections/revisions to the Amended Articles of Incorporation of the Corporation as may be required to implement the foregoing resolution and to secure the approval by the Securities and Exchange Commission of the amendment to the Corporation's Amended Articles of Incorporation."*

The proposed amendment to Article Seventh of the Corporation's Articles of Incorporation is attached as Annex A hereof.

6. Issuance of 10,000,000 Class B Preferred Shares to Dacon Corporation by way of private placement

"RESOLVED, That amending all resolutions on the matter, and subject to approval by the Securities and Exchange Commission of the Amended Articles of Incorporation of the Corporation, the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the Issuance of 10,000,000 Class B Preferred Shares to Dacon Corporation by way of private placement at the issue price of Php1,000 per Class B Preferred Share or total issue price of Php10,000,000,000.00;

RESOLVED, FINALLY, that any one (1) of the Chairman and President or the Chief Finance Officer, be, as each is hereby, authorized to sign, execute, and deliver the Subscription Contract with Dacon Corporation, and all other documents, certifications, and instruments, which may be required to implement the foregoing resolution."

7. Amendment of the Bylaws ("BL") to Change the Annual Meeting Schedule from the 3rd Tuesday of May to the 2nd Tuesday of May

"RESOLVED, That the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the Amendment of the Bylaws ("BL") to Change the Annual Meeting Schedule from the 3rd Tuesday of May to the 2nd Tuesday of May, and for this purpose, the directors, officers and management of the Corporation, is hereby authorized to do such acts and execute all documents which may be required to implement the foregoing."

The proposed amendment to the Corporation's Bylaws is attached as Annex B hereof.

7. Other Matters. The stockholders to propose such other matters.
8. Adjournment. After all the businesses have been considered, the meeting shall be adjourned.