

**FOR APPROVAL BY THE SHAREHOLDERS  
AT THE NEXT SHAREHOLDERS' MEETING**

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF  
**A BROWN COMPANY, INC.**

Held on June 25, 2026 at 1:00 P.M.

Virtually via Zoom Webinar

(in Accordance with SEC Regulations on Meetings by Remote Communication)

TOTAL NUMBER OF SHARES OUTSTANDING	2,287,468,000
TOTAL NUMBER OF SHARES PRESENT/REPRESENTED AND ENTITLED TO VOTE	1,760,011,779

Before the start of the meeting, the following members of the Board of Directors and officers present were introduced:

WALTER W. BROWN  
ANNABELLE P. BROWN  
ROBERTINO E. PIZARRO  
PAUL FRANCIS B. JUAT  
ANTONIO S. SORIANO  
JUN HOU  
ELPIDIO M. PARAS (Independent Director)  
WAYNE Y. COHERCO (Independent Director)

JASON C. NALUPTA (Corporate Secretary)  
DANIEL C. TAN-CHI (Assistant Corporate Secretary)  
RENATO N. MIGRIÑO (Treasurer)

The following executive officers of the Corporation also attended the meeting:

JOHN L. BATAC (Executive Vice President/Chief Operating Officer)  
MARIE ANTONETTE U. QUINITO (Chief Financial Officer)  
ALLAN ACE R. MAGDALUYO (Compliance Officer)

Representatives of SyCip Gorres Velayo & Co., the Corporation's external auditors, were likewise in attendance.

Also in attendance was the nominee for election as the Corporation's Independent Director, Dr. Carlo A. Arcilla.

A list of the Corporation's stockholders present or represented at the meeting is attached as Annex "A" hereof.

**CALL TO ORDER**

In compliance with the regulations of the Securities and Exchange Commission (SEC) on the conduct of shareholders' meetings by remote communication, the Chairman, Mr. Robertino E. Pizarro, presided over the meeting from the Corporation's principal office in Cagayan de Oro City.

The Corporate Secretary, Mr. Jason C. Nalupta, recorded the minutes of the proceedings.

## **CERTIFICATION OF NOTICE AND QUORUM**

At the request of the Chairman, the Corporate Secretary advised the Body that, further to the authority granted by the SEC, the notice for this year's shareholders' meeting was published in the printed and online editions of the Manila Standard and The Manila Times. The notice was also posted on the Corporation's website.

The stockholders as of May 21, 2026, the Record Date set for the 2026 shareholders' meeting, participated, in person or by proxy, at the virtual meeting.

Both the Manila Standard and The Manila Times have executed their respective Affidavit of Publication attesting to the fact of publication; and the Chairman of the Meeting instructed the Secretary to ensure that said Affidavits of Publication shall form part of the records of the meeting.

Thereafter, the Corporate Secretary certified that, based on the register of attendees and proxies, out of Two Billion Two Hundred Eighty-Seven Million Four Hundred Sixty-Eight Thousand (2,287,468,000) shares of the total outstanding capital stock of the Corporation, One Billion Seven Hundred Sixty Million Eleven Thousand Seven Hundred Seventy-Nine (1,760,011,779) shares were present in person or by proxy representing an attendance of 76.94% of the total outstanding capital stock of the Corporation. Accordingly, the Secretary certified that a quorum existed for the transaction of business at hand.

## **RULES OF CONDUCT AND VOTING PROCEDURES**

The Chairman of the Meeting then informed the Body that, while the meeting is being held in a virtual format, the Corporation is giving the shareholders every opportunity to participate therein to the same extent as if they were in an in-person meeting.

The rules of conduct and the voting procedures for the meeting were likewise briefly explained as follows:

1. Stockholders who notified the Corporation of their intention to participate in this meeting by remote communication have sent their questions or comments through the e-mail address provided for the purpose. Question can continue to be sent throughout the duration of the meeting through the Q&A function of Zoom Webinar.
2. Some of the questions or comments received will be read out during the Open Forum, after all matters in the agenda are concluded. However, as the time dedicated for the meeting is not unlimited, the questions and comments which will not be read out and responded to during the meeting will be answered by the appropriate officers of the Corporation concerned.
3. Resolutions will be proposed for adoption by the stockholders for each of the items in the Agenda. Each proposed resolution will be shown on the screen as the same is being taken up.
4. The proxies received and the votes cast as of June 15, 2026 have been tabulated. The results of this preliminary tabulation will be referred to when the voting results are reported out throughout the meeting. The results of the final tabulation of votes with full details of the affirmative and negative votes and abstentions will be reflected in the Minutes of the Meeting.

## **APPROVAL OF THE PREVIOUS MINUTES**

As requested by the Chairman, the Corporate Secretary advised the Body that the minutes of the last stockholders' meeting held on June 27, 2025 was posted on the Corporation's website soon after the meeting and it was immediately made available for the stockholders to peruse. The same was also made part of the documents that were circulated to the stockholders in connection with the 2026 meeting.

The Minutes of the said meeting was thereafter approved, as circulated, with the shareholders voting as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of Minutes of the Previous Meeting of Stockholders	<p><b>1,760,011,779</b></p> <p>100.0% of shares represented</p> <p>76.94% of outstanding shares</p>	0	0

The following resolution was likewise passed:

“RESOLVED, that the Minutes of the Annual Meeting of the Stockholders of **A BROWN COMPANY, INC.** held on June 27, 2025 is hereby approved.”

## REPORT ON OPERATIONS FOR 2025 AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS

The Chairman of the Meeting next presented the report on the Corporation’s operations for the year ended December 31, 2025, together with the audited financial statements for the year, as well as the results as of the end of the First Quarter of 2026, and the ongoing and future real estate and non-real estate projects of the Corporation, as follows:

Sixty years in, A Brown Company is performing at its best. I am proud to report that 2025 was a record year — consolidated revenues reached ₱1.9 Billion, up 4.6% from 2024, while net income stood at ₱866.7 Million. These numbers reflect not just a strong year, but a company that has sharpened its focus, accelerated its transformation, and is building from a position of strength. Ending December 31, 2025, Consolidated Total Assets increased to ₱16.1 Billion, 14% higher compared to 2024. Total Equity stood at ₱9.1 Billion, up 8.4% year-on-year. The Company maintains a conservative Debt-to-Equity Ratio of 0.39x, with Return on Assets of 5.4% and Return on Equity of 9.5%.

### REAL ESTATE

With over 25 years of development experience and a landbank of 898 hectares across Cagayan de Oro, Misamis Oriental, Bukidnon, Butuan, and Tanay, Rizal, A Brown Company is well-positioned to sustain and grow its real estate business across all housing market segments — from socialized and economic housing to high-end horizontal and vertical developments.

Real estate is, and will remain, the foundation of our near-term income. Our pipeline of ten committed projects with a total development cost of ₱4.5 Billion provides a clear and executable roadmap for revenue generation over the next three to five years. This pipeline gives us stability, visibility, and confidence in our short to medium-term earnings.

Our pipeline projects include:

- **Xavier Southwoods** in Brgy. Bayanga in Cagayan de Oro, set to offer house and lot and premium lots
- **South Cove Homes** located across Xavier Southwoods with socialized and economic house and lot packages

- The 400-hectare (and increasing) **Mountain Pines Estates** for a mountain residential community for wellness and retirement with a signature golf course in Manolo Fortich, Bukidnon
- The **Buena Vista Development** in the Caraga Region offering a Business District and Residences
- The **Epic Tanay Township Development** in Tanay, Rizal which continues to generate significant market interest driven by its progressive site development milestones

Substantial site improvements are being done in our Vertical Projects: the **Alexandrite Columns** located in the South Diversion Road of Cagayan de Oro; and, the **Coral Bay Suites** in Initao, Misamis Oriental.

Plans for **Coral Bay Suites’ The Royale and the Navy Towers and Highlands Fairway Suites** in Caraga are under way.

## **POWER**

Complementing this in the medium to long term is our growing renewable energy portfolio. As our wind projects come online and begin contributing recurring income, we are building a business where real estate provides the foundation and power provides the growth engine — two pillars that together make ABCI a more resilient, diversified, and stronger company.

In July 2025, ABCI completed the divestment of its 20% stake in **Palm Concepcion Power Corporation (PCPC)**, a coal-fired power plant, for ₱3.2 Billion — marking a decisive exit from fossil fuel generation and freeing capital to redeploy into clean energy.

Proceeds were channeled toward ABCI’s pivot to renewable energy, anchored by the co-investment of ABC Energy Inc. (ABCEI) into two wind farm projects under Alternergy Holdings Corporation — the **Alternergy Tanay Wind Corporation (128MW)** in Tanay, Rizal and the **Alabat Wind Power Corporation (64MW)** in Alabat Island, Quezon, representing a combined capacity of 192MW. ABCEI holds a 40% equity stake in each project. Both wind farms deploy **8MW turbines — the largest wind turbines deployed in the country to date** — a testament to the scale and ambition of this undertaking. Construction is in advanced stages, with commercial operations targeted by **October 2026**. Once online, these assets will anchor ABCI’s clean energy portfolio and are expected to generate meaningful dividend contributions beginning in 2027.

Looking further ahead, we are advancing greenfield renewable energy projects in Mindanao — the 190MW **Manolo Fortich Solar Project** and the 200MW **Misor Wind Project** both targeted for commercial operations by 2029. As we pivot to new power businesses, we forecast our energy investments to give a 50% income contribution to the Group.

## **CHANGES IN THE EXECUTIVE POSITION**

Allow me to close with something personal. This year, we mark 60 years as a company — six decades built on the vision of our founder, **Dr. Walter Brown**, whose leadership shaped not just a company, but communities across Mindanao and beyond. Dr. Brown transitions to Chairman Emeritus — a title that honors his enduring contributions and ensures his wisdom remains a guiding presence in everything we do.

Stepping into the role of Chairman is **Robertino Pizarro**, who brings decades of institutional knowledge of our business, our people, and our markets. And as your President, I, **Paul Francis Juat**, am committed to executing on the strategy we have set: growing our real estate business with discipline, completing our renewable energy investments with urgency, and building a company worthy of the trust you have placed in us.

A Brown was built over 60 years. It was built through hard work, sound judgment, and a genuine commitment to people. That is the culture we carry forward. The next chapter of A Brown Company — growth-oriented and focused — is one we are confident and excited to write together with you, our stockholders.

Thank you.

Thereafter, the Chairman reminded the shareholders in attendance that questions, if any, on the report on operations, as well as on the Audited Financial Statements for 2025, will be addressed during the Open Forum towards the end of the proceedings.

The Secretary then proceeded to announce the results of the voting on the approval of the 2025 Reports on Operations and Results, together with the Audited Financial Statements for 2025, as follows:

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Approval of 2025 Report on Operations with the Audited Financial Statements for 2025	<p><b>1,760,011,779</b></p> <p>100.0% of shares represented</p> <p>76.94% of outstanding shares</p>	0	0

The following resolution was likewise approved:

“RESOLVED, that the President’s Report on the Operations and Results of **A BROWN COMPANY, INC.** for 2025, together with the Audited Financial Statements and accompanying notes for the year ended December 31, 2025, be approved.”

**RATIFICATION OF ALL ACTS OF THE BOARD, THE BOARD COMMITTEES, AND OF MANAGEMENT**

The next item in the agenda was the ratification of the corporate acts.

The Secretary explained that the Board of Directors and Management seek the ratification of all the acts of the Board, the Executive Committee, and other board committees exercising powers delegated by the Board, which were adopted from June 27, 2025 until the date of the 2026 shareholders’ meeting. These acts and resolutions are mostly reflected in the Minutes of the Meetings, some of which were likewise subjects of public disclosures made by the Corporation during the past year.

Thereafter, the Secretary proceeded to announce the results of the voting on the ratification of the corporate acts from June 27, 2025 up to the present, as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Ratification of All Acts of the Board, Executive Committee, Other Board Committees, and Management	<p><b>1,760,011,779</b></p> <p>100.0% of shares represented</p> <p>76.94% of outstanding shares</p>	0	0

The following resolution was likewise approved:

“RESOLVED, that all acts of the Board of Directors and Officers of **A BROWN COMPANY, INC.** from the date of the last meeting of the shareholders on June 27, 2025 up to the date of this meeting, are hereby confirmed, ratified and approved.”

### ELECTION OF DIRECTORS

The Chairman announced that the next item in the agenda is the election of the members of the Board of Directors for the ensuing year.

Mr. Wayne Y. Coherco, on behalf of the Corporate Governance Committee, was requested to announce the names of those nominated for election as members of the Board. The Body was likewise informed that the profiles of the nominees for election as members of the Board were included in the Company’s Information Statement as well as in the Annual Report. The information included their age, nationality, qualifications, dates of first appointment, and other directorships in publicly-listed companies.

Thereafter, the Secretary announced the results of the voting on the election of directors and certified that each of the nominees has received enough votes for election to the Board, and, accordingly, that the following resolution for the election of nominees to the Board has been approved:

“RESOLVED, that pursuant to the recommendation of the Corporate Governance Committee, the following individuals are hereby elected as directors of **A BROWN COMPANY, INC.** for a period of one (1) year and until their successors shall have been duly qualified and elected:

WALTER W. BROWN  
ANNABELLE P. BROWN  
ROBERTINO E. PIZARRO  
PAUL FRANCIS B. JUAT  
ANTONIO S. SORIANO  
JOSELITO H. SIBAYAN  
JUN HOU

Independent Directors

WAYNE Y. COHERCO  
CARLO A. ARCILLA”

The final tally of votes is as follows:

	Number of Votes Received	Votes Against	Abstain
Walter W. Brown	1,760,011,779	0	0
Annabelle P. Brown	1,760,011,779	0	0
Robertino E. Pizarro	1,760,011,779	0	0

Paul Francis B. Juat	1,760,011,779	0	0
Wayne Y. Coherco	1,760,011,779	0	0
Carlo A. Arcilla	1,760,011,779	0	0
Antonio S. Soriano	1,760,011,779	0	0
Joselito H. Sibayan	1,760,011,779	0	0
Jun Hou	1,760,011,779	0	0

**APPOINTMENT OF EXTERNAL AUDITOR**

The Body next considered the appointment of the Corporation’s external auditors for Year 2026.

Mr. Coherco, on behalf of the Audit Committee, announced that the Corporation’s Audit Committee has recommended, and the Board of Directors has endorsed for the consideration of the shareholders, the re-appointment of SyCip Gorres Velayo & Co. as the Corporation’s external auditor for Year 2026.

The Secretary then announced the results of the voting on the proposal to appoint SyCip Gorres Velayo & Co. as the Corporation’s external auditor for Year 2026 as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Appointment of SyCip Gorres Velayo & Co. as External Auditor for 2026	<p><b>1,760,011,779</b></p> <p>100.0% of shares represented</p> <p>76.94% of outstanding shares</p>	0	0

The following resolution was likewise approved:

“RESOLVED, that SyCip Gorres Velayo & Co. be appointed as the external auditor of **A BROWN COMPANY, INC.** for Year 2026.”

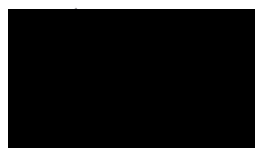
**OTHER MATTERS**

No questions were raised by the stockholders. In any case, the Body was advised that questions may still be sent after the broadcast and the same will be responded to by email by the officers of the Corporation concerned.

**ADJOURNMENT**

There being no other matters to discuss, the meeting was adjourned.

Attested By:



**ROBERTINO E. PIZARRO**  
Chairman of the Meeting



**JASON C. NALUPTA**  
Corporate Secretary

## ANNEX A

### Present and Represented by Walter W. Brown

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### Present and Represented by Annabelle P. Brown

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### Present and Represented by Themselves

[Blurred text]

### Represented by the Chairman of the Meeting (Robertino E. Pizarro)

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NOTE: The list of shareholders present or represented in the meeting constituting Annex "A" of the Minutes is blurred from this posting due to Data Privacy Law considerations.