

**GLOBAL-ESTATE RESORTS, INC.**

**REQUIREMENTS AND PROCEDURE  
FOR VOTING AND PARTICIPATION IN  
THE 2023 ANNUAL STOCKHOLDERS' MEETING**

Pursuant to Article V, Section 2 of the Company's Amended By-Laws, Sections 23 and 57 of the Revised Corporation Code, and SEC Memorandum Circular No. 06, Series of 2020, allowing voting through remote communication or in absentia, **Global-Estate Resorts, Inc.** (the "Company") will dispense with the physical attendance of its stockholders for the 2023 Annual Stockholders' Meeting ("ASM"). Instead, the Company will conduct the 2023 ASM scheduled on 03 July 2023 at 9:00 AM by remote communication and will conduct electronic voting in absentia.

Only stockholders of record as of **02 June 2023** are entitled to participate and vote in the 2023 ASM.

The Company has adopted the following procedures and requirements to enable its stockholders to participate and vote in the 2023 ASM.

**I. ONLINE REGISTRATION STEPS AND REQUIREMENTS**

A. Stockholders may register from 9:00 AM of **16 June 2023** until 5:00 PM of **26 June 2023** to signify his/her/its intention to participate in the 2023 ASM by remote communication. The registration steps and requirements are available the Company's website: <https://geri.com.ph/asm2023/>

B. To register, stockholders shall submit the following requirements to the Office of the Corporate Secretary via email at [corpsecretary@global-estate.ph](mailto:corpsecretary@global-estate.ph):

**1. For Individual Stockholders –**

- a. Scanned copy of stock certificate issued in the name of the individual stockholder;
- b. Valid email address and active contact number;
- c. Scanned copy of valid government-issued identification card;
- d. Recent photo of stockholder.

**2. For Stockholders with Joint Accounts –**

- a. Authorization letter signed by all stockholders indicating the name of the person authorized to cast the votes;
- b. Scanned copy of stock certificate issued in the name of the joint stockholders;
- c. Valid email address and active contact number of the authorized stockholder;
- d. Scanned copy of valid government-issued identification card of the authorized stockholder; and
- e. Recent photo of the authorized stockholder.

**3. For Stockholders under PCD Participant/Brokers Account or holding 'Scripless Shares'-**

- a. Stockholders should coordinate with their broker and request for the full account name and reference number or account number they provided the Company;
- b. Broker's Certification on the stockholder's number of shareholdings;
- c. Valid email address and active contact number of the stockholder;
- d. Scanned copy of valid government-issued identification card of stockholder; and

e. Recent photo of stockholder.

4. *For Corporate Stockholders –*

- a. Secretary's Certificate attesting to the authority of the representative to vote the shares on behalf of the corporate stockholder;
- b. Scanned copy of stock certificate issued in the name of the corporate stockholder;
- c. Valid email address and active contact number of authorized representative;
- d. Valid government-issued identification card of authorized representative; and
- e. Recent photo of authorized representative.

C. The documents submitted will then be verified by the Office of the Corporate Secretary. The validation process will be completed by the Company no later than three (3) business days from the stockholder's receipt of an email from the Company acknowledging receipt of the stockholder's registration documents. Once validated, the stockholder will receive an email that his/her/its account has been verified and shall provide instructions for the stockholder's access to the Company's electronic voting and to access the ASM live streaming link.

II. ELECTRONIC VOTING IN ABSENTIA

A. Duly registered stockholders have the option to vote for the matters contained in the agenda for the 2023 ASM through electronic voting in absentia. The deadline for registration is 5:00 PM of 26 June 2023. Beyond this date, stockholders may no longer avail of the option to electronically vote in absentia.

B. After verification, the Company shall send a ballot to the registered stockholder through his/her/its e-mail address which shall contain all the agenda items for approval as indicated in the Notice of Meeting and the registered stockholder may vote as follows:

1. For items other than Election of Directors, the registered stockholder has the option to vote: In Favor of, Against, or Abstain. The vote is considered cast for all the registered stockholder's shares.
2. For the Election of Directors, the registered stockholder may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such number of shares as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. The total number of votes the stockholder is allowed to cast shall be based on the number of shares he/she or it owns.
3. Once voting on the agenda items is finished, the stockholder can proceed to submit the accomplished ballot via email to [corpsecretary@global-estate.ph](mailto:corpsecretary@global-estate.ph).
4. After the ballot has been submitted, the stockholder may no longer change his/her vote. The stockholder will receive a confirmation email that his/her/its vote has been recorded.

C. Thereafter, the Office of the Corporate Secretary, through election inspectors appointed for the meeting, shall tabulate all valid and confirmed votes cast through electronic voting, together with the votes through proxies, subject to validation by representatives of the Company's external auditors.

D. Registered stockholders shall have until 5:00 PM of **26 June 2023** to cast their votes. Stockholders will not be allowed to cast votes during the live stream of the 2023 ASM.

### III. VOTING BY PROXY

- A. For individual stockholders holding certificated shares of the Company – Download the proxy form that is available at <https://geri.com.ph/asm2023/>
- B. For stockholders holding ‘scripless’ shares, or shares held under a PCD Participant/Broker – Download the proxy form that is available at <https://geri.com.ph/asm2023/>. Stockholders are advised to coordinate with their brokers first for the execution of this type of proxy.
- C. For corporate stockholders - Download the proxy form that is available at <https://geri.com.ph/asm2023/>. A copy of the duly signed and notarized Secretary’s Certificate must be submitted together with the proxy form. For reference, a sample Secretary’s Certificate is also available at <https://geri.com.ph/asm2023/>.
- D. General Instructions on Voting by Proxy:
  1. Download and fill up the appropriate proxy form. Follow the instructions on how to cumulate or allocate votes in the election of directors.
  2. Send the scanned copy of the duly executed proxy form via email to [corpsecretary@global-estate.ph](mailto:corpsecretary@global-estate.ph) or submit the original proxy form to the Office of the Corporate Secretary at 9<sup>th</sup> Floor, Eastwood Global Plaza, Palm Tree Avenue, Eastwood City, Bagumbayan, Quezon City.
  3. Deadline for the submission of proxies is at **5:00 PM of 26 June 2023**.
  4. Validation of proxies will be on **28 June 2023**.
  5. If a stockholder avails of the option to cast his/her vote electronically and also issues proxy votes with differing instructions, the duly accomplished ballots sent through e-mail shall replace the proxy votes issued by the stockholder.

### IV. PARTICIPATION BY REMOTE COMMUNICATION

- A. Only duly registered stockholders will be included in determining the existence of a quorum.
- B. Duly registered stockholders may send their questions and/or comments prior to the 2023 ASM through email at [corpsecretary@global-estate.ph](mailto:corpsecretary@global-estate.ph).
- C. The deadline for submitting questions shall be at **5:00 PM of 01 July 2023**.
- D. The proceedings during the 2023 ASM will be recorded.

The Company reserves the right to consider as non-compliant such submissions made on the last day subject to subsequent requirements also following a particular deadline.

For any questions and concerns, stockholders may visit GERI’s website at [www.geri.com.ph](http://www.geri.com.ph) or contact the Office of the Corporate Secretary via e-mail at [corpsecretary@global-estate.ph](mailto:corpsecretary@global-estate.ph).