



GLOBAL-ESTATE RESORTS, INC.

NOTICE AND AGENDA OF THE ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the 2024 Annual Meeting of Stockholders (the "Annual Meeting") of **GLOBAL-ESTATE RESORTS, INC.** (the "Company") will be held virtually on **27 June 2024** at 9:00 a.m., through the link <https://geri.com.ph/asm2024/> that can be accessed through the Company's website, with the following agenda:

- I. Call to Order
- II. Certification of Notice and Quorum
- III. Approval of the Minutes of the previous Annual Stockholders' Meeting
- IV. Annual Report of Management
- V. Appointment of External Auditor
- VI. Ratification of all acts and resolutions of the Board of Directors, Board Committees and Corporate Officers adopted during the preceding year
- VII. Election of Directors
- VIII. Other matters
- IX. Adjournment

Appendix 1 provides for the explanation for each item in the Agenda.

Stockholders of record as of **27 May 2024** will be entitled to notice of, and to vote at, the Annual Meeting.

For the convenience of the stockholders and to allow greater opportunity for them to participate, the Company's Annual Meeting shall be held virtually; stockholders can only participate and cast their votes by remote communication or in absentia. Stockholders intending to participate in the Annual Meeting must register until 5:00 P.M of **18 June 2024**. The procedure for such participation is contained in Appendix 2.

Votes may be cast only through duly accomplished ballots/proxies submitted not later than 5:00 pm of **18 June 2024** to the Office of the Corporate Secretary at 9th Floor, Eastwood Global Plaza, Palm Tree Avenue, Eastwood City, Bagumbayan, Quezon City or by e-mail at corpsecretary@global-estate.ph. A sample ballot/proxy form, which need not be notarized, is enclosed in the Information Statement. Validation of the ballot/proxy shall be held on **20 June 2024**.

The Information Statement, Management Report, SEC Form 17A and other pertinent documents and information on the Annual Meeting are available through the Company's website and PSE Electronic Disclosure Generation Technology or PSE EDGE portal.

For any questions and comments to the Board of Directors and Management, the same may be sent in advance or during the meeting via email at corpsecretary@global-estate.ph


MARIA CARLA T. UYKIM
Corporate Secretary

Appendix 1
EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

I. Call to Order

The Annual Meeting will be formally opened at approximately 9:00 o'clock in the morning.

II. Certification of Notice of Quorum (and Rules of Conduct and Procedures)

The Corporate Secretary will certify that the written notice for the meeting was duly sent to stockholders of record, and published in the business section of two newspapers of general circulation in print and online format, and that a quorum exists for a valid transaction of business. The holders of record of the majority of the outstanding capital stock of the Company, who are present by proxy, remote communication or voting in absentia, shall constitute a quorum.

Please refer to **Appendix "2"** on the Procedures and Requirements for Voting and Participation in the Annual Meeting (the "**Procedure**") for complete information on remote participation or voting in absentia, as well as on how to join the live stream for the Annual Meeting. The Corporate Secretary will also explain the Procedure during the meeting.

III. Approval of the Minutes of the previous Annual Stockholders' Meeting

Stockholders will be asked to approve the Minutes of the Stockholders' Meeting held on 03 July 2023, a copy of which is available at the Company's website, <https://geri.com.ph>.

IV. Annual Report of Management

The President of the Company will report on the performance of the Company in 2023.

V. Appointment of External Auditor

The appointment of the external auditor, as evaluated and recommended by the Audit Committee, for the ensuing year will be endorsed to the stockholders for approval. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements.

VI. Ratification of all acts and resolutions of the Board of Directors, Board Committees and Corporate Officers

The actions of the Board and its committees were those taken since the annual stockholders' meeting on 03 July 2023 until 27 June 2024. These include activities undertaken in the usual course of business of the Company such as but not limited to transactions with various banks relating to treasury operations, with utility companies; those relating to real estate properties such as transfer and lease; and matters subject of disclosure to the Securities and Exchange Commission and The Philippine Stock Exchange, Inc.

VII. Election of Directors

Nominees for election of nine (9) members of the Board of Directors, including two (2) independent directors, will be presented for election by the stockholders. The profiles of the nominees to the Board of Directors are provided in the Information Statement.

VIII. Other matters

Other concerns or matters raised by stockholders will be discussed.

IX. Adjournment

Upon determination that there are no other matters to be considered, the meeting shall be adjourned.