

**MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS
OF ALLIANCE GLOBAL GROUP, INC.**

June 19, 2025 at 9:00 A.M.

Conducted virtually via:

<https://www.allianceglobalinc.com/asm2025>

Stockholders Present and Represented:

Total Number of Outstanding and Voting Shares as of Record Date	Total Number of Shares Present:	Percentage of Shares Present vis-a-vis Total Outstanding Shares
8,875,754,479	7,592,964,468	85.55%

Please see Annex "A"

Directors Present:

Andrew L. Tan	Chairman of the Board Member – Audit Committee Member – Related Party Transaction Committee
Kevin Andrew L. Tan	President, CEO, and Vice Chairman of the Board Member – Board Risk Oversight Committee
Katherine L. Tan	Director and Treasurer
Lourdes T. Gutierrez-Alfonso	Director
Jesli A. Lapus	Lead Independent Director Chairman – Corporate Governance Committee Chairman – Related Party Transaction Committee
Enrique M. Soriano III	Independent Director Chairman – Board Risk Oversight Committee Member – Audit Committee Member – Corporate Governance Committee
Anthony T. Robles	Independent Director Chairman – Audit Committee Member – Corporate Governance Committee Member – Board Risk Oversight Committee Member – Related Party Transaction Committee

Officers Present:

Dina D.R. Inting	Chief Financial Officer, Corporate Information Officer, Compliance Officer, and Chief Audit Executive Alan B. Quintana Corporate Secretary
Nelileen S. Baxa Caroline Kabigting	Assistant Corporate Secretary and Chief Risk Officer Investor Relations Officer

Other Present:

Romualdo V. Murcia III	External auditor, PunongBayan & Araullo Grant Thornton
Ramil Nañola	External auditor, PunongBayan & Araullo Grant Thornton
Anthony Waje	External auditor, PunongBayan & Araullo Grant Thornton
Kim Maxwell	Stock transfer agent, BDO-STA

I. CALL TO ORDER

The President, Mr. Kevin Andrew L. Tan, welcomed the stockholders to the meeting and as the Presiding Officer, called the meeting to order at 9:11 a.m. The Corporate Secretary, Atty. Alan B. Quintana, recorded the proceedings of the meeting.

II. CERTIFICATION OF NOTICE, DETERMINATION OF QUORUM

The Presiding Officer stated that the Corporation decided to hold this year's Annual Stockholders' Meeting (the "Meeting") by remote communication pursuant to the Corporation's Amended By-Laws and the Revised Corporation Code. He added that the Corporation adopted measures to afford the stockholders the opportunity to participate in the Meeting as effectively as a physical meeting.

The Corporate Secretary then certified that all stockholders of record as of May 21, 2025 have been duly notified of the Meeting pursuant to the Corporation's Amended By-Laws and applicable Securities and Exchange Commission ("SEC") Circulars, with the copies of the Notice of the Annual Meeting, the Agenda, and the Definitive Information Statement made available through the Corporation's website and the Philippine Stock Exchange Electronic Disclosure Generation Technology or PSE EDGE. The Notice of the Annual Meeting was also published online and in print, in the business section of the Manila Times and Daily Tribune on May 26, 2025 and May 27, 2025. The Corporate Secretary also certified that there existed a quorum to transact the business in the agenda for the Meeting, there being present in person or represented by proxy stockholders holding the majority of the entire subscribed and outstanding capital stock of the Corporation at 85.55%.

The Presiding Officer asked the Corporate Secretary to explain the rules for participating and voting in the meeting. The Corporate Secretary explained that only stockholders who have successfully registered may participate in the Meeting.

Moreover, he explained the Procedures for Registration, Voting and Participation in the Meeting contained in the Definitive Information Statement and implemented, as follows: (i) stockholders signifying their intention to participate by remote communication have registered by submitting the requirements by email to the Corporate Secretary; (ii) stockholders who have registered have sent their questions and/or comments prior to the Meeting through email at corporatesecretary@allianceglobalinc.com until 5:00 p.m. of June 4, 2025, with some questions or comments received to be taken up after the report of the Management for the year 2024; (iii) the resolutions proposed to be adopted at the Meeting will be shown on the screen; (iv) stockholders who have duly registered to participate by remote communication have casted their votes by proxy or in absentia by sending their accomplished ballots by email to the Corporate Secretary until 5:00 p.m. of June 4, 2025; and (v) the Office of the Corporate Secretary have tabulated all valid and confirmed votes cast through electronic voting, together with the votes through proxies, with the voting results to be announced during the Meeting and reflected in the minutes of the Meeting.

A copy of the Procedures and Requirements for Voting and Participation in the 2025 Annual Stockholders' Meeting is attached hereto as Annex "B".

III. APPROVAL OF MINUTES OF ANNUAL MEETING OF STOCKHOLDERS HELD ON 18 JULY 2024

The Presiding Officer then proceeded with the reading and approval of the minutes of the annual stockholders' meeting held on July 18, 2024, and informed the stockholders that the copy of the minutes of the 2024 Annual Meeting have been made available through the Corporation's website and included in the Definitive Information Statement.

The Corporate Secretary announced that 100% of the voting shares represented in the Meeting have voted in favor of the approval of the minutes of the annual stockholders' meeting held on July 18, 2024. Therefore, the Presiding Officer declared that the following resolution has been approved:

"RESOLVED, to approve the minutes of the Annual Stockholders' Meeting held on July 18, 2024."

As tabulated by the Office of the Corporate Secretary, the final votes for the adoption of the foregoing resolution providing for the approval of the minutes of the previous meeting are as follows:

	For	Against	Abstain
Number of Voting Shares	7,529,184,920	0	0
Percentage Out of the Voting Shares	100%	-	-

IV. ANNUAL REPORT OF MANAGEMENT

The Presiding Officer then turned the floor over to the Chairman, Dr. Andrew L. Tan, who delivered the Chairman's Message as follows:

Dear Stakeholders,

As we look beyond the achievements of 2024, our focus is not on numbers alone but also on the promise they represent—a resilient, future-ready Alliance Global Group, Inc., and further cementing our standing as the country's premium lifestyle conglomerate.

In an era defined by rapid urbanization, evolving demographics, and the global mandate for sustainability, we are responding by creating not mere structures and developments, but complete communities and lifestyles. Our four core brands now form an ecosystem where success in one segment—whether in real estate, leisure and tourism, spirits, or quick-service restaurants—creates value for the others, expanding our opportunities at home while extending our Philippine footprint overseas.

Leveraging AGI's unrivaled landbank, we are building even more thematic, self-contained townships that integrate smart residences, state-of-the-art workspaces, dynamic retail and leisure, and bespoke hospitality. Our nationwide portfolio now comprises 35 thriving townships which serve as the foundation for our sustained growth, enabling AGI to consistently perform well and capture emerging market opportunities.

In redefining premium living in the Philippines, we turn to our 25-hectare San Benito Private Estate, launched in 2024, as a guide. Located near the world-famous The Farm at San Benito in Lipa, Batangas, the development exemplifies our commitment to elevate lifestyles by promoting both wellness and sustainability.

AGI cements its position as the premium lifestyle conglomerate by raising every element of its products and services to global standards—all while keeping an authentic Filipino essence.

In the hospitality front, the Group's hotel portfolio has surpassed the 8,000-room mark and is set to add approximately 4,000 keys over the medium term, alongside the introduction of home-grown luxury hotel brands.

Expansions in Boracay Newcoast and The Mactan Newtown have been strategically planned to highlight what the Philippines has to offer—stunning landscapes complemented by world-class Filipino hospitality. These developments integrate the pristine beaches and dynamic environments of these regions, transforming them into globally competitive destinations for leisure and large-scale events. Through them, we are able to capitalize on the resurgence of tourism and Meetings, Incentives, Conferences, and Exhibitions (MICE) activities.

Beyond the Philippines, AGI continues to strengthen its global presence through strategic investments to reinforce its premium lifestyle offerings. Emperador Inc., through Whyte and Mackay, has just completed the expansion of its The Dalmore Distillery, doubling its production capacity to address fast-growing future demand. It also entered the ultra-premium mezcal market with the acquisition of a majority stake in Los Danzantes. These investments not only diversify Emperador's product portfolio and revenue streams but also enhance its ability to navigate market shifts efficiently, ensuring long-term sustainable growth.

Investments across these businesses will drive AGI's long-term growth, enabling us to allocate more resources toward achieving our sustainability goals.

As we advance, stewardship remains our compass. Through our “SustainAGility” framework, we are scaling renewable energy contracts, embedding low-carbon materials in construction, digitizing resource management, and supporting livelihoods, with the goal of achieving carbon neutrality and generating at least 5 million direct and indirect jobs by 2035. These commitments ensure that progress uplifts every region and safeguards the environment for future generations.

We are building a Bolder Future Together—transforming blueprints into communities that elevate Filipino life and earn global respect.

We would like to thank you for joining us on this purposeful journey.

After the Chairman's Message, the Presiding Officer presented his pre-recorded report on the performance of the Corporation in 2024.

V. OPEN FORUM

The Presiding Officer requested the Investor Relations Officer, Ms. Caroline Kabigting, to read some of the questions received and the names of the stockholders who sent them. Below is a summary of the questions and the answers that were given:

Q1 (Mark Kevin Austria)

With a brewing trade war and concerns of a slowdown in the global economy, how is AGI balancing growth and profitability amid such current macro challenges?

A1 (Presiding Officer)

Thank you for that question. AGI sustains its growth by optimizing revenue, preserving its margins, and focusing on customer value. To optimize revenue generation, the Group is supported by its diversified portfolio of products and services that provides a strong buffer against current macroeconomic challenges, including shifts in consumer behavior. It is strategic in undertaking various projects given its vast landbank throughout the country which allows it to launch projects in areas where there is significant demand and in phases to minimize risks. In the spirits business, the Group also prides itself on a wide array of brandy and whisky products at various price points, from accessible/standard to premium/super premium and to its luxury 'rare and age' brands. These are sold to over 100 markets across the globe, enabling their distribution in areas where demand is strong and where it can be competitive.

To preserve its margins, the Group has consciously adopted cost management initiatives to ensure operational efficiencies across the business. Its modern manufacturing facilities are also cost-efficient to further enhance profitability. It has an efficient supply chain that sources its construction materials and inputs to production at favorable costs. The Group also invests in product innovation, digitalization, and targeted marketing to stay relevant to today's consumers.

Finally, AGI integrates environmental, social, and governance (ESG) factors into its strategies to enhance its profitability and create long-term value.

Q2 (Fred Arenas Jr.)

How is AGI positioning its real estate projects in response to the shifting lifestyle trends and growing interest in leisure-driven and wellness-inspired developments?

A2 (Presiding Officer)

A number of our townships and integrated lifestyle communities are also focused on leisure and resort development, another high-demand segment of the real estate sector, and which are benefiting our townships like Boracay Newcoast, Mactan Newtown in Cebu, Paragua Coastown and

Baytown in Palawan, as well as Lialto Beach and Golf Estate in Batangas. Tapping into their strong potential as attractive tourist destinations, we have been building more hotels and convention centers in these properties to expand MICE activities, in addition to our thematic residential and retail development projects.

We are also encouraged to pursue wellness-inspired development projects, such as those offered in our San Benito Private Estate, a 25-hectare low-density wellness township that will give future residents and visitors access to the facilities and amenities being offered by The Farm at San Benito.

Q3 (Charles Vincent Adolfo) What are the key thrusts of Emperador to deepen its market penetration and elevate its brand equity worldwide given the challenges in the global spirits markets?

A3 (Presiding Officer) Emperador remains firmly committed to strengthening its global presence centered on market expansion, premiumization, and brand storytelling.

In the brandy segment, Fundador, with its strong heritage and premium positioning, continues to gain traction in key international markets outside of Latin America, tapping new markets like Europe and the United Kingdom, where it enjoys increasing brand recognition.

In the whisky category, through our Whyte & Mackay portfolio, we continue to introduce limited editions and higher-margin single malts under The Dalmore brand to cater to the growing global demand for premium spirits. These are in addition to our popular single malt brands Tamnavulin, Jura and Fettercairn which continue to dominate the markets in the United Kingdom and Europe.

More recently, Emperador also gained entry into the premium mezcal spirits segment following its acquisition of a 60% stake in Destileria Los Danzantes of Mexico. The company is best known for its premium mezcal brands which include Los Danzantes and Alipus, both sold in Mexico and the international markets. These products will also be made available soon in the Philippine market.

Q4 (Francis Neri Palomo) What are your latest initiatives at Travellers to further expand your gross gaming revenue in light of the increasing popularity of digital or e-gaming in the country?

A4 (Presiding Officer) Recognizing the increasing popularity of e-gaming in the country, Travellers launched Newport World Casino Online that offers players the excitement of live casino games, including slots, blackjack, baccarat, and roulette on a digital platform. Designed to cater to both seasoned gamers and newcomers, the platform offers a seamless, secure gaming experience and integrates with the resort's EPIC Rewards program, allowing users to earn points redeemable for various exclusive perks.

Non-gaming revenues have also grown consistently, breaking new record levels each year, supported by improved hotel occupancy rates and increasing contribution from our retail operations within the Newport World Resorts complex.

To sustain its forward growth, Travellers is expanding beyond Newport World Resorts with the planned launch of its boutique-style integrated resorts in Boracay Newcoast and The Mactan Newtown in Cebu. In addition, it is developing the Westside City Commercial complex that will complement the Suntrust Main Casino and Hotel that is being constructed within Entertainment City.

Q5 (Kevin David) Can you share how the company plans to utilize the proceeds from the issuance of warrants? Could you share insights into any near-term expansion initiatives, capital investments, or strategic acquisitions that are currently being considered?

A5 (Presiding Officer) As disclosed to the PSE, AGI intends to use the proceeds of the Warrants Offer to finance its capital expenditures, repay its debt obligations, and for general corporate purposes. We will make further disclosures once we have secured proper approvals from regulatory authorities on our planned capital action.

VI. APPOINTMENT OF INDEPENDENT AUDITORS

The Presiding Officer informed the stockholders that the Board of Directors, upon recommendation of the Audit Committee, has approved the engagement of Punongbayan & Araullo as independent auditors of the Corporation for the audit of the Corporation's financial statements for the year ending December 31, 2025, and that this is being submitted for approval by the stockholders.

The Corporate Secretary certified that 99.98% of the voting shares represented in the Meeting have voted in favor of the engagement of Punongbayan & Araullo as independent auditors for the fiscal year ending December 31, 2025. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, to approve the appointment of PunongBayan & Araullo as the independent auditor of the Corporation for the audit of the Corporation’s financial statements for the year ending December 31, 2025.”

As tabulated by the Office of the Corporate Secretary, the final votes on the appointment of PunongBayan & Araullo as independent auditor of the Corporation, and the adoption of the foregoing resolution are as follows:

	For	Against	Abstain
Number of Voting Shares	7,527,955,020	1,229,900	0
Percentage Out of the Voting Shares	99.98%	0.02%	-

VII. RATIFICATION OF ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES, AND OFFICERS

The Presiding Officer informed the stockholders that the next item on the agenda is the ratification of all acts and resolutions of the Board of Directors, Board Committees and Officers of the Corporation since the date of last year's annual stockholders' meeting held on July 18, 2024 until June 18, 2025. He informed the stockholders that a list of such acts was provided in the Definitive Information Statement distributed to the stockholders and made available through the Corporation's website and PSE EDGE.

The Corporate Secretary certified that that the voting shares at 99.92% represented in the Meeting have voted in favor of the ratification all acts and resolutions of the Board of Directors, Board Committees and Officers of the Corporation, which were duly adopted in the ordinary course of business since the date of last year's annual stockholders' meeting held on July 18, 2024 until June 18, 2025. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, to ratify each and every act and resolution taken since the Annual Stockholders’ Meeting on 18 July 2024 until 18 June 2025 (the “Period”) of the Board of Directors (the “Board”), the Board Committees exercising powers delegated by the Board,

and each and every act of the Management and Officers of the Corporation performed during the Period, in accordance with the resolutions of the Board, the Board Committees, as well as with the Amended By-laws of the Corporation.”

As tabulated by the Office of the Corporate Secretary, the final votes on the ratification of the acts of the Board of Directors, the Board Committees exercising powers delegated by the Board, and the Management of the Corporation, and the adoption of the foregoing resolution are as follows:

	For	Against	Abstain
Number of Voting Shares	7,523,367,106	0	5,817,814
Percentage Out of the Voting Shares	99.92%	-	0.08%

VIII. APPROVAL OF THE ISSUANCE AND OFFER FOR SALE OR SUBSCRIPTION OF SUCH NUMBER OF WARRANTS COVERING UP TO 2,225,874,470 UNDERLYING COMMON SHARES EXERCISABLE AT A MINIMUM PRICE OF TWELVE PESOS [PHP12.00] PER UNDERLYING COMMON SHARE, THE LISTING OF THE WARRANTS AND UNDERLYING COMMON SHARES, AND THE DELEGATION TO THE CORPORATION'S SENIOR MANAGEMENT THE POWER AND AUTHORITY TO DETERMINE AND FIX THE TERMS AND CONDITIONS OF THE OFFER AND ISSUANCE OF THE WARRANTS AND UNDERLYING COMMON SHARES

The Presiding Officer informed the stockholders that the next item on the agenda is the approval of the issuance and offer for sale or subscription of such number of warrants covering up to 2,225,874,470 Underlying Common Shares exercisable at a minimum price of Twelve Pesos [Php12.00] per Underlying Common Share, the listing of the Warrants and Underlying Common Shares and the delegation to the Company's Senior Management the power and authority to determine and fix the terms and conditions of the offer and issuance of the Warrants and Underlying Common Shares. Stockholders' approval is being sought for:

1. The issuance and offer for sale or subscription of such number of warrants (the "Warrants") covering up to 2,225,874,470 underlying common shares ("Underlying Common Shares") exercisable at a minimum price of Twelve Pesos [Php12.00] per Underlying Common Share, to eligible stockholders of record of the Company (the "Offer") in accordance with and subject to the applicable rules and regulations of the Securities and Exchange Commission ("SEC") and the listing requirements of the Philippine Stock Exchange ("PSE"), including the approval of the stockholders. The Underlying Common Shares to be issued after the exercise of the Warrants shall have the same features and rights as the existing common shares of the Company.
2. The filing of the registration statement or the request for exemption, as may be appropriate, for the Warrants and the Underlying Common Shares with the SEC and the listing application of the Warrants and the Underlying Common Shares with the PSE, and appointment of certain officers of the Company as its authorized signatories therefore;
3. The delegation to certain directors and officers of the Company ("Senior Management") the power and authority to: (i) determine and fix the terms and conditions of the Offer, the Warrants and the Underlying Common Shares including, but not limited to, the final issue size, the entitlement ratio, issue price, exercise ratio, exercise price, exercise period, the payment terms, the record date, and other relevant dates, and the other terms and conditions of the said Offer, without the necessity of obtaining further approval from the Board of Directors and stockholders of the Company; (ii) engage the services of underwriters, advisors, legal counsels, stock and transfer agents, receiving agents/banks, escrow agents, warrant registrar, and such other advisors or agents as may be necessary, proper or desirable to effect and implement the Offer, the transactions contemplated in the Offer, upon such terms and conditions as may be approved by the Senior Management; and (iii) negotiate, sign, execute, and deliver the underwriting agreement, the warrant, subscription agreement, agreements with advisors and agents, and all other agreements required in connection with the Offer of the Warrants and Underlying Common Shares.

The Offering of the Warrants to eligible stockholders will allow the latter to have the opportunity

to maintain their ownership ratio prior to the issuance of the Warrants.

The proceeds of the Offer will be used for financing capital expenditures, repayment of debt obligations, general corporate purposes, and transaction costs.

The Corporate Secretary certified that that the voting shares at 89.11% represented in the Meeting have voted in favor of the approval of the issuance and offer for sale or subscription of such number of warrants covering up to 2,225,874,470 Underlying Common Shares exercisable at a minimum price of Twelve Pesos [Php12.00] per Underlying Common Share, the listing of the Warrants and Underlying Common Shares and the delegation to the Company's Senior Management the power and authority to determine and fix the terms and conditions of the offer and issuance of the Warrants and Underlying Common Shares. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, that the Corporation be authorized and empowered to offer for sale or subscription of up to 2,225,874,470 warrants (the “Warrants”) to all eligible stockholders of record of the Corporation located in the Philippines or in jurisdictions outside the Philippines where it is legal for such stockholders to participate in such offer under the securities laws of such jurisdictions (the “Offer”), as of the date to be set by its management in accordance with existing laws and regulations, subject to the registration or exemption requirements, whichever may be applicable, of the Securities and Exchange Commission (‘SEC’) and the listing requirements of the Philippine Stock Exchange (‘PSE’), under such terms and conditions that may be mutually agreed upon between the Corporation and the underwriters;

“RESOLVED, FURTHER, that, in relation to the Offer, the Corporation be authorized to apply for: (i) the registration or confirmation of exempt transaction with the SEC; and (ii) the listing of the Warrants and the underlying common shares subject of the Warrants with the PSE;

“RESOLVED, FURTHER, that the Corporation be authorized to engage the services of underwriters, advisors, legal counsels, stock and transfer agents, receiving agents/banks, escrow agents, warrant registrar, and such other advisors or agents as may be necessary, proper or desirable to effect and implement the Offer, the transactions contemplated in the Offer, and in these resolutions, upon such terms and conditions as may be approved; and, for this purpose, any one (1) of the following officers of the Corporation are hereby authorized, for and on behalf of the Corporation (the “Designated Representatives”) to negotiate, sign, execute and deliver any and all contracts, agreements or documents as may be necessary to implement the foregoing as they may deem beneficial for the Corporation:

Name	Position
ANDREW L. TAN	Chairman
KEVIN ANDREW L. TAN	Vice Chairman, President and Chief Executive Officer

“RESOLVED, FURTHER, that any two (2) of the Designated Representatives are hereby empowered and authorized, acting jointly, to fix the terms and conditions of the Offer, including, but not limited to, the final issue size, entitlement ratio, issue price, exercise ratio, exercise price, exercise period, the payment terms, the record date and other relevant dates, and the other terms and conditions of the Offer, without the necessity of obtaining further approval from the Board of Directors of the Corporation;

“RESOLVED, FURTHER, that any one (1) of the following authorized signatories, are hereby empowered and authorized, for and on behalf of the Corporation,

to prepare, negotiate, sign, execute and deliver any and all contracts, applications for registration or exemption with the SEC, listing forms for the listing application with the PSE deeds, agreements, letters and documents, including but not limited to the necessary applications, preliminary and final information memorandum or prospectus, and any supplements or amendments thereto in connection with the Offer, under such terms and conditions as they may deem beneficial for the Corporation, and to do any and all acts, which may be required, necessary or proper in connection with the Offer and the regulatory approvals required to be filed and obtained from the SEC and the PSE, and such other agencies or bodies or regulatory organizations requiring such submission, and assume responsibility for all information and disclosures therein regarding the Corporation, its subsidiaries and affiliates, and the Offer in general:

Name	Position
ANDREW L. TAN	Chairman
KEVIN ANDREW L. TAN	Vice Chairman, President and Chief Executive Officer
GERARDINA "DINA" D.R. INTING	Chief Financial Officer, Corporate Information Officer, Compliance Officer, and Chief Audit Executive
CAROLINE KABIGTING	Investor Relations Officer
ALAN B. QUINTANA	Corporate Secretary
NELILEEN S. BAXA	Assistant Corporate Secretary
MA. GEORGINA A. ALVAREZ	Chief Legal Consultant

"RESOLVED, FURTHER, that the Corporation hereby approves all the disclosures contained in the registration statement and prospectus to be filed with the SEC, and assumes full responsibility for the information contained therein; and,

"RESOLVED, FINALLY, that the Corporate Secretary of the Corporation is hereby authorized, empowered and directed to furnish certified copies of the foregoing resolutions to any person or entity who may require the same in connection with the implementation of the transactions contemplated in these resolutions."

As tabulated by the Office of the Corporate Secretary, the final votes on the approval of the issuance and offer for sale or subscription of such number of warrants covering up to 2,225,874,470 Underlying Common Shares exercisable at a minimum price of Twelve Pesos [Php12.00] per Underlying Common Share, the listing of the Warrants and Underlying Common Shares and the delegation to the Company's Senior Management the power and authority to determine and fix the terms and conditions of the offer and issuance of the Warrants and Underlying Common Shares, and the adoption of the foregoing resolution are as follows:

	For	Against	Abstain
Number of Voting Shares	6,709,627,143	655,079,791	164,477,986
Percentage Out of the Voting Shares	89.11%	8.70%	2.18%

IX. ELECTION OF DIRECTORS

The Presiding Officer informed the stockholders that, for the current year 2025, the Corporation shall be electing seven (7) directors, three (3) of whom shall be independent directors pursuant to the Securities and Regulation Code and the Corporation's Revised Manual of Corporate Governance. He requested Dr. Jesli A. Lapus, on behalf of the Corporate Governance Committee, to present the Final List of Nominees for members of the Board of Directors.

Draft only; for approval in the next stockholders' meeting.

Dr. Lapus, on behalf of the Corporate Governance Committee and in accordance with the Corporation's Amended By-laws and the Revised Manual of Corporate Governance, presented the Final List of Nominees to the Board of Directors, as follows: Dr. Andrew L. Tan, Mr. Kevin Andrew L. Tan, Mrs. Katherine L. Tan, and Mrs. Lourdes T. Gutierrez-Alfonso for regular directors, and Dr. Jesli A. Lapus, Mr. Enrique M. Soriano III and Mr. Anthony T. Robles for independent directors. Dr. Lapus likewise reported that the Final List of Nominees for election as directors of the Corporation possess all the qualifications and none of the disqualifications to hold office as directors of the Corporation.

The Corporate Secretary then informed the Presiding Officer that no further nominations shall be allowed pursuant to the Corporation's By-Laws, as amended.

The Corporate Secretary thereafter certified that based on the tabulation results, each of the nominees have garnered the required number of votes to be elected as members of the Board. Therefore, the Presiding Officer declared that the following resolution electing the members of the Board has been approved:

“RESOLVED, to elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

- 1. Andrew L. Tan**
- 2. Kevin Andrew L. Tan**
- 3. Katherine L. Tan**
- 4. Lourdes T. Gutierrez-Alfonso**
- 5. Enrique M. Soriano III – Independent Director**
- 6. Anthony T. Robles – Independent Director**
- 7. Jesli A. Lapus – Independent Director**

As tabulated by the Office of the Corporate Secretary of the Corporation, the final votes received by the nominees based on the total cumulative votes received are as follows:

Nominee	For	Percentage of the Voting Shares	Against	Percentage of the Voting Shares	Abstain	Percentage of the Voting Shares
Andrew L. Tan	7,366,311,781	97.84%	162,873,139	2.16%	-	-
Kevin Andrew L. Tan	7,493,524,020	99.53%	35,660,900	0.47%	-	-
Katherine L. Tan	7,525,105,820	99.95%	4,079,100	0.05%	-	-
Lourdes T. Gutierrez-Alfonso	7,523,927,220	99.93%	5,257,700	0.07%	-	-
Enrique M. Soriano III	7,525,984,020	99.96%	3,200,900	0.04%	-	-
Anthony T. Robles	7,521,818,320	99.90%	7,366,600	0.10%	-	-
Jesli A. Lapus	7,497,512,920	99.58%	31,672,000	0.42%	-	-

X. ADJOURNMENT

The Presiding Officer inquired if there are other matters in the agenda. The Corporate Secretary replied there were none. There being no other matters to be discussed, the Meeting was adjourned.

PREPARED BY:

ALAN B. QUINTANA
Corporate Secretary

ANNEX "A"

Alliance Global Group, Inc.
2025 Annual Stockholders' Meeting
Stockholders Present / Represented

Name of Stockholder	Number of Shares
COL Financial Group, Inc. (Jan Emmet N. Telosa)	300
Campos, Lanuza & Company, Inc.	3,000
Megaworld Cebu Properties, Inc.	10,000,000
Eastwood Property Holdings, Inc.	112,600,000
Standard Chartered Bank – Various Non-Resident Foreign Corporations	59,118,095
Standard Chartered Bank – Sunlife Grepa Financial, Inc.	22,461,890
HSBC Securities Services – HSBC10	564,462,912
HSBC Securities Services – HSBC20	3,700
Yorkshire Holdings, Inc.	255,773,508
Altavision Resources, Inc.	887,678,334
Andresons Global, Inc.	30,088,596
The Andresons Group, Inc.	4,768,263,994
COL Financial Group, Inc. (Edward C. Yao)	10,500
COL Financial Group, Inc. (various)	80,987
California Orchard Grower's Investments, Inc.	120,000,000
Deutsche Bank AG Manila Branch	350,488,675
Citibank (OMNIFOR) – Various Accounts	170,745,800
Citibank (OMNILOC) - Various Accounts	6,922,979
Citibank (FAOSUNLIFE)	104,532,740
Citibank (FAOPHILAM)	14,927,111
BPI Asset Management and Trust Corporation under DB Custodian	48,232,826
BPI Asset Management and Trust Corporation under CITI	2,880,460
Julius Sanvictores	1,507
<i>Sub-total</i>	<i>7,529,277,914</i>

Name of Director and Officers	Number of Shares
Andrew L. Tan	63,684,349
Kevin Andrew L. Tan	1
Katherine L. Tan	1
Lourdes T. Gutierrez-Alfonso	1,100
Jesli A. Lapus	1
Enrique M. Soriano III	1
Anthony T. Robles	1
Dina D.R. Inting	1,100
<i>Sub-total</i>	<i>63,686,554</i>

Total Number of Shares Present / Represented	7,592,964,468
Outstanding Capital Stock with Voting Rights	8,875,754,479
% of Outstanding Capital Stock with Voting Rights	85.55%

ANNEX "B"

ALLIANCE GLOBAL GROUP, INC.

Procedures and Requirements for Voting and Participation in the 2025 Annual Stockholders' Meeting

Pursuant to the Corporation's Amended By-Laws and the Revised Corporation Code, Alliance Global Group, Inc. (the "Company") will dispense with the physical attendance of its stockholders for the 2025 Annual Stockholders' Meeting (ASM). Instead, the Company will conduct the 2025 ASM scheduled on 19 June 2025 at 9:00 AM by remote communication and will conduct electronic voting *in absentia*.

Only stockholders of record as of 21 May 2025 are entitled to participate and vote in the 2025 ASM.

The Company has adopted the following procedures and requirements to enable its stockholders to participate and vote in the 2025 ASM.

I. ONLINE REGISTRATION STEPS AND REQUIREMENTS

A. Stockholders may register from 9:00 AM of 21 May 2025 until 5:00 PM of 04 June 2025 to signify his/her/its intention to participate in the 2025 ASM by remote communication. The registration steps and requirements are available and accessible at the Company's website: <https://www.allianceglobalinc.com/asm2025>.

B. To register, stockholders shall submit the following requirements to the Office of the Corporate Secretary via email at corporatesecretary@allianceglobalinc.com.

B.1 For Individual Stockholders –

- (i) Scanned copy of stock certificate issued in the name of the individual stockholder;
- (ii) Valid email address and active contact number;
- (iii) Duly signed Consent to Process Personal Information form by the Individual Stockholder; and
- (iv) Scanned copy of any valid government-issued identification card showing the individual stockholder's photo, personal details and signature.

B.2 For Stockholders with Joint Accounts –

- (i) Authorization letter signed by all stockholders indicating the name of the person authorized to cast the votes;
- (ii) Scanned copy of stock certificate issued in the name of the joint stockholders;
- (iii) Valid email address and active contact number of the authorized stockholder;
- (iv) Duly signed Consent to Process Personal Information form by the authorized stockholder; and
- (v) A scanned copy of any valid government-issued identification card of the authorized stockholder showing his/her photo, personal details, and signature.

B.3 For Stockholders under PCD Participant/Brokers Account or holding 'Scripless Shares'–

- (i) Stockholders should coordinate with their broker and request for the full account name and reference number or account number they provided the Company;
- (ii) Broker's Certification on the stockholder's number of shareholdings;
- (iii) Duly signed Consent to Process Personal Information form by the authorized stockholder;
- (iv) Valid email address and active contact number of the stockholder;
- (v) Scanned copy of any valid government-issued identification card of stockholder showing photo, personal details, and signature.

B.4 For Corporate Stockholders (including Partnerships and Associations) –

- (i) Secretary's Certificate attesting to the authority of the representative to vote the shares on behalf of the corporate stockholder;
 - (ii) Scanned copy of stock certificate issued in the name of the corporate stockholder;
 - (iii) Duly signed Consent to Process Personal Information form by the authorized representative;
 - (iv) Valid email address and active contact number of authorized representative;
 - (v) Valid government-issued identification card of authorized representative showing photo, personal details and signature.
- 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 livestreaming link.

II. ELECTRONIC VOTING IN ABSENTIA

- A.** Duly registered stockholders have the option to vote for the matters contained in the agenda for the 2025 ASM through electronic voting *in absentia*. The deadline for registration is 5:00 PM of **04 June 2025**. 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 corporatesecretary@allianceglobalinc.com.
 - (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 **04 June 2025** to cast their votes *in absentia*. Stockholders will not be allowed to cast votes during the livestream of the 2025 ASM.

III. VOTING BY PROXY

- A.** For individual stockholders holding certificated shares of the Company – Download the proxy form that is available at <https://www.allianceglobalinc.com/asm2025>.

B. For stockholders holding 'scripless' shares, or shares held under a PCD Participant/Broker – Download the proxy form that is available at <https://www.allianceglobalinc.com/asm2025>. 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://www.allianceglobalinc.com/asm2025>. 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://www.allianceglobalinc.com/asm2025>.

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 corporatesecretary@allianceglobalinc.com or submit the original proxy form to the Office of the Corporate Secretary at the 9th Floor, Eastwood Global Plaza, Palm Tree Avenue, Eastwood City CyberPark, Bagumbayan, Quezon City.
- (3) Deadline for the submission of proxies is at 5:00 PM of **04 June 2025**.
- (4) Validation of proxies will be on **06 June 2025**.
- (5) If a stockholder avails of the option to cast his/her vote electronically *in absentia* 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 ASM through email at corporatesecretary@allianceglobalinc.com. The deadline for submitting questions shall be at 5:00 PM of 04 June 2025.
- C. The proceedings during the 2025 ASM will be recorded.

For any clarifications, please contact the Office of the Corporate Secretary via email at corporatesecretary@allianceglobalinc.com.

V. DATA PRIVACY

Stockholder's data will be collected, stored, processed, and used exclusively for the purposes of processing and verifying the stockholders' electronic registration and votes for the 2025 Annual Stockholders' Meeting. In order to meet privacy obligations under the Data Privacy Act of 2012, Stockholder's registrations and votes will be stored in accordance with the statutory retention periods. Please visit <https://www.allianceglobalinc.com/privacy-policy/> to know more about the Company's Privacy Policy.