

CITICORE ENERGY REIT CORP. ("CREIT")

MINUTES
SPECIAL STOCKHOLDERS' MEETING
29 JUNE 2026, MONDAY
10:00 A.M. – 11:00 A.M.
VIRTUAL MEETING VIA MS TEAMS

Stockholders present and represented: The complete list is attached as Annex "A".

Number of shares held by shareholders:

	<u>No. of Shares</u>	<u>Percentage</u>
Present in Person or Represented by Proxy	4,519,434,055	69.05%
Number of Total Outstanding Shares (Common)	6,545,454,004	100%

Directors Present:

Edgar B. Saavedra	Chairman of the Board
Oliver Y. Tan	President and Chief Executive Officer
Manuel Louie B. Ferrer	Director
Elizabeth Anne C. Uychaco	Director
Ian Jason R. Aguirre	Director
Jose M. Layug, Jr.	Lead Independent Director
Pacita U. Juan	Independent Director
Emmanuel G. Herbosa	Independent Director

Officers Present:

Danica C. Evangelista	Corporate Secretary and Chief Compliance Officer
Michelle A. Magdato	Treasurer, Chief Financial Officer, and Chief Risk Officer
Steven C. Sy	Corporate Information Officer and Assistant Corporate Secretary
Gideo Antonio de Villa	Investor Relations Officer
Freniel Mikko P. Austria	Chief Audit Executive

I. Call to Order and Certification of Notice and Quorum

The Acting Chairman of the Board, Mr. Manuel Louie B. Ferrer (the "Chairman"), called the meeting to order and presided over the same. Atty. Danica C. Evangelista, Secretary of the meeting (the "Corporate Secretary"), certified that notices to the special stockholders' meeting were published in accordance with applicable regulations of the Securities and Exchange Commission (SEC). The meeting materials including the Notice and Agenda, Explanation of the Agenda Items, Definitive Information Statement, Procedures for Voting and Participation in the Meeting, the Management Report, and the Audited Financial Statements together with the quarterly financials were also posted in the Philippine Stock Exchange's (PSE) EDGE Disclosure System and/or in the company's website.

Based on the record of attendance, the Corporate Secretary certified that there was a quorum for the transaction of business given that stockholders representing 4,519,434,055 shares or 69.05% of the outstanding capital stock are participating in person, in absentia, or by proxy. The Chairman also acknowledged the presence of the directors.

The Chairman then requested the Corporate Secretary to discuss the voting procedure for the meeting. The Corporate Secretary summarized the procedure as follows:

- a. All the stockholders of record at the close of business on June 5, 2026 are entitled to the Notice and to vote at this meeting.
- b. The matters in the Agenda shall be decided by a majority vote of the stockholders, except in cases where the law provides otherwise. The voting results shall be discussed with each Agenda item.
- c. The stockholders were given the opportunity to vote in absentia from June 5, 2026 until 11:59PM of June 27, 2026, through an online voting portal prepared by CREIT. Only the stockholders who were validated by CREIT's stock transfer agent, Professional Stock Transfer, Inc., were allowed to vote in absentia. The stockholders were also permitted to submit proxy forms until June 27, 2026, through electronic mail or personal service. Each of the votes cast in absentia and by proxy, shall be considered cast for all the shares of such stockholder.
- d. CREIT's stock transfer agent tabulated the votes cast in absentia and by proxy, which were then confirmed by CREIT's external auditor, Isla Lipana & Co.

II. Approval of the Asset for Share Swap Transaction ("Transaction")

The Chairman then proceeded to the next order of business which was the approval of the Asset for Share Swap Transaction ("Transaction").

Based on the tabulation of the votes cast through the online portal, the Corporate Secretary confirmed that the Company received votes or proxies representing 4,434,429,055 shares or 67.75% out of the total outstanding shares of CREIT voted in favor of the Transaction.

	<u>Votes</u>	<u>Percentage</u>
Approve	4,434,429,055	67.75%
Against	84,722,000	1.29%
Abstain	283,000	0.004%
Did Not Vote	2,026,019,949	30.95%

As such, the Chairman declared that the following resolution is approved by the shareholders:

“RESOLVED, that the stockholders of Citicore Energy REIT Corp. hereby approve the Asset for Share Swap Transaction.”

III. Approval of the Listing with the PSE of the Shares to be Issued in Relation to the Transaction

The Chairman announced that the next item on the agenda is the approval of the listing with the Philippine Stock Exchange (“PSE”) of the shares to be issued in relation to the Transaction.

Based on the tabulation of the votes cast through the online portal, the Corporate Secretary confirmed that the Company received votes or proxies representing 4,434,429,055 shares or 98.12% of the shares present or represented at the meeting which voted in favor of the listing with the PSE of the shares to be issued in relation to the Transaction.

	<u>Votes</u>	<u>Percentage</u>
Approve	4,434,429,055	98.12%
Against	84,722,000	1.87%
Abstain	283,000	0.01%

Thereafter, the Chairman declared that the following resolution is approved by the shareholders:

“RESOLVED, that the stockholders of Citicore Energy REIT Corp. hereby approve the Listing with the Philippine Stock Exchange (“PSE”) of the Shares to be Issued in Relation to the Asset for Share Swap Transaction.”

IV. Other Matters

There being no other matters to discuss, the Chairman moved on to the question-and-answer portion.

The SSM proceeded into the question-and-answer portion. The stockholders were encouraged to furnish all questions, concerns, or comments to CREIT prior to the 2026 SSM, by emailing the same to the stock transfer agent of CREIT and/or to the Corporate Secretary.

Furthermore, the stockholders who attended the meeting were informed that they could

enter their questions in the chat box on the right side of their screens using the Microsoft Teams application. The stockholders were requested to state their names and affiliations, and to limit their questions to one (1) main question and one (1) follow-up question. They were also informed that: (a) questions would be entertained on a first come, first served basis, and (b) any unanswered questions would be addressed later via email.

There were no questions which were asked during the SSM.

V. Adjournment

There being no further questions or matters raised from the stockholders, the meeting was adjourned. The Chairman thanked everyone who attended the meeting.


Atty. Danica C. Evangelista
Corporate Secretary

**The foregoing Minutes of the Special Stockholders' Meeting ("SSM") is subject for approval by the Board of Directors and stockholders on the next SSM.*

ANNEX "A"

Citicore Energy REIT Corp.
2026 Special Stockholders' Meeting

Attendance of Stockholders

Stockholder	Number of Shares
Danica C. Evangelista (proxy) and/or Steven Angelo Michael C. Sy (proxy) and/or Karlene Erika Liao (proxy) and/or Aira Marielle Geronimo (proxy) and/or Erielle Robyn Ongchan (proxy) and/or Carl Lemuel Marquez (proxy) and/or Zyra Gupilan (proxy) and/or Shainne Louise Causing (proxy) and/or Djexellyn Charmaine Nolado (proxy) for Citicore Renewable Energy Corporation	2,151,987,996
Harley T. Sy (proxy) and/or Frederic C. Dybuncio (proxy) and/or Virginia A. Yap (proxy) and/or Elizabeth Anne C. Uychaco (proxy) for SM Investments Corporation	1,884,374,000
Chairman of the Meeting (proxy) for SCB OBO BNYM as Clts Non Treaty (PCD)	283,000
Chairman of the Meeting (proxy) for Citiomniloc Various Accounts (PCD)	9,054,051
Chairman (proxy) for CITIFAO Sun Life (PCD)	4,113,000
Chairman (proxy) for HSBC MNL CNC Nom 26/0675 (PCD)	75,934,000
Oliver Y. Tan (proxy) for Deutsche Bank AG Manila Branch (PCD)	9,170,000
Oliver Y. Tan (proxy) for BDO – Trust Banking Corp. (PCD)	165,807,900
Oliver Y. Tan (proxy) for Triton Sec. Corp. (PCD)	4,165,000
Oliver Y. Tan (proxy) for Tower Sec., Inc. (PCD)	2,914,000
Oliver Y. Tan (proxy) for SunSecurities, Inc. (PCD)	7,444,000
Oliver Y. Tan (proxy) for Intra-Invest Sec., Inc. (PCD)	1,484,000
Oliver Y. Tan (proxy) for Campos, Lanuza & Co. (PCD)	570,000

Oliver Y. Tan (proxy) for E. Chua Chiacco Sec., Inc. (PCD)	2,019,000
Oliver Y. Tan (proxy) for Eagle Equities, Inc. (PCD)	2,428,000
Oliver Y. Tan (proxy) for Abacus Sec. Corp. (PCD)	3,549,000
Oliver Y. Tan (proxy) for F. Yap Sec., Inc. (PCD)	3,726,000
Danica C. Evangelista (proxy) and/or Steven Angelo Michael C. Sy (proxy) and/or Karlene Erika Liao (proxy) and/or Aira Marielle Geronimo (proxy) and/or Erielle Robyn Ongchan (proxy) and/or Carl Lemuel Marquez (proxy) and/or Zyra Gupilan (proxy) and/or Shainne Louise Causing (proxy) and/or Djexellyn Charmaine Nolado (proxy) for Gabriel Rayco (PCD)	9,000
Oliver Y. Tan	7,423,001
Edgar B. Saavedra	1
Manuel Louie B. Ferrer	1
Ian Jason R. Aguirre	1
Elizabeth Anne C. Uychaco	1
Jose M. Layug, Jr.	1
Pacita U. Juan	1
Emmanuel G. Herbosa	1
Insular Life Assurance Company Ltd.	178,267,000
Michelle A. Magdato	10,000
Sean Oka	100
Abigail Joan R. Cosico	300,000
Alexander Lao	77,000
Lincoln Gasmen	3,000
Mauricio Restrivera	4,314,000
John Kenneth S. Villarama	8,000
TOTAL	4,519,434,055
OUTSTANDING	6,545,454,004
	69.05%