

**For Approval by the Stockholders at the 2027 Annual Stockholders' Meeting**

**FILINVEST REIT CORP.**

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING**

Held on 22 April 2026 at 10:00 a.m.  
Conducted virtually *via* Microsoft Teams  
from *The Beaufort, 5<sup>th</sup> Avenue corner 23<sup>rd</sup> Street*  
*Bonifacio Global City, Taguig*

**I. ATTENDANCE**

**STOCKHOLDERS PRESENT/REPRESENTED<sup>1</sup>:**

|                                                |                      |               |
|------------------------------------------------|----------------------|---------------|
| Total Number of Outstanding Common Shares      | 6,518,781,310        |               |
| Total Number of Shares Present and Represented | <b>4,158,893,169</b> | <b>63.80%</b> |

**ALSO PRESENT:**

**Board of Directors (“Board”):**

| <b>Name</b>              | <b>Position/Board Committees</b>                                                                                                                                                                                              |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Joseph M. Yap            | Chairman<br>Chairman – Executive Committee                                                                                                                                                                                    |
| Maricel Brion-Lirio      | President and Chief Executive Officer (“CEO”)<br>Member – Executive Committee                                                                                                                                                 |
| Tristaneil D. Las Marias | Director<br>Member – Executive Committee                                                                                                                                                                                      |
| Rhoda A. Huang           | Director<br>Member – Executive Committee                                                                                                                                                                                      |
| Val Antonio B. Suarez    | Lead Independent Director<br>Chairman – Corporate Governance Committee<br>Chairman – Compensation Committee<br>Member – Related-Party Transaction Committee<br>Member – Audit & Risk Management Oversight Committee (“ARMOC”) |
| Virginia T. Obcena       | Independent Director<br>Chairperson – ARMOC<br>Member – Corporate Governance Committee<br>Member – Related-Party Transaction Committee<br>Member – Compensation Committee                                                     |
| Ramon P.D. Dizon         | Independent Director<br>Chairman – Related-Party Transaction Committee<br>Member – ARMOC                                                                                                                                      |

<sup>1</sup> Annex “A” hereof provides for the list of Stockholders and their mode of attendance.

| Name | Position/Board Committees               |
|------|-----------------------------------------|
|      | Member – Corporate Governance Committee |

**New Nominee-Director:**

| Name                             | Position                                         |
|----------------------------------|--------------------------------------------------|
| Atty. Marievic G. Ramos-Añonuevo | New Nominee for election as Independent Director |

**Officers:**

| Name                      | Position                                              |
|---------------------------|-------------------------------------------------------|
| Ana Venus A. Mejia        | Treasurer and Chief Finance Officer                   |
| Estrella C. Elamparo      | Compliance Officer                                    |
| Katrina O. Clemente-Lua   | Corporate Secretary and Corporate Information Officer |
| Jennifer C. Lee           | Assistant Corporate Secretary                         |
| Patricia Carmen D. Pineda | Investor Relations Officer                            |

**Representatives of the Stock Transfer Agent – Stock Transfer Service, Inc.:**

| Name                            | Position             |
|---------------------------------|----------------------|
| John Kristofer Paolo L. Herrera | Supervisor           |
| Simone Ann Von A. Delan         | Securities Processor |

**Representatives of the External Auditor – SyCip Gorres Velayo & Co.:**

| Name                      |
|---------------------------|
| Ysmael S. Acosta          |
| Sherwin V. Yason          |
| Wanessa G. Salvador       |
| Anna Kosette E. Bartolome |

**Others:**

| Name                   | Position                                                   |
|------------------------|------------------------------------------------------------|
| Ysmael V. Baysa        | FREIT Fund Managers, Inc. (“FFMI”) – Chairman of the Board |
| Ven Christian S. Guce  | FFMI – President and CEO                                   |
| Ramon L. Lim           | FFMI – Independent Director                                |
| Maria Carmen M. Rosal  | ProOffice Work Services, Inc. (“PWSI”) – President and CEO |
| Bienvenido B. Cruz     | PWSI – Chief Operations Officer                            |
| Nathaniel S. Nanasca   | PWSI – Senior Assistant Vice President – Property Head     |
| Washington A. Roqueza  | PWSI – Independent Director                                |
| Angela de Villa-Lacson | PWSI – Independent Director                                |

## II. CALL TO ORDER

The Chairman of the Board of Directors (the “Board”) of Filinvest REIT Corp. (the “Company”, the “Corporation” or “FILRT”), Ambassador Joseph M. Yap, presided over the meeting, while the Corporate Secretary, Atty. Katrina O. Clemente-Lua, recorded the minutes thereof.

After the national anthem, the Chairman called the meeting to order and welcomed the stockholders. He also acknowledged the presence of the Company’s officers, representatives of its external auditor, SyCip Gorres Velayo & Co., and representatives of its stock transfer agent, Stock Transfer Service, Inc. (“STSI”), who joined the meeting through the live webcast.

## III. CERTIFICATION OF SERVICE OF NOTICE AND QUORUM

The Chairman then requested the Corporate Secretary to report on the service of notice of the meeting, and whether there was a quorum at the meeting. The Corporate Secretary confirmed that, in accordance with the Securities and Exchange Commission (“SEC”) Notice dated 11 March 2026, the notice of the meeting, together with a copy of the Information Statement and the Audited Financial Statements, was posted on the Company’s website and disclosed through PSE EDGE. The Notice of Meeting was also published in the business sections of the Business Mirror and Philippine Daily Inquirer on 26 March 2026, and 27 March 2026, respectively, both in print and online.

Based on the online registration and proxies received by the Office of the Corporate Secretary, which was tabulated with the assistance of the Company’s stock transfer agent, STSI, the Corporate Secretary certified that out of the 6,518,781,310 total issued and outstanding shares of the Company as of the record date or 4 March 2026, 4,158,893,167 shares representing 63.80% of the total issued and outstanding shares of the Company were present at the meeting. The breakdown of the stockholders present in terms of mode of attendance are set forth below:

| Mode of Attendance                                           | Number of Shares     | Percentage of Shares |
|--------------------------------------------------------------|----------------------|----------------------|
| Present by proxy                                             | 4,157,651,458        | 63.78%               |
| Voting <i>in absentia</i>                                    | 1,240,700            | 0.02%                |
| Remote Communication                                         | 1,011                | <0.00002%            |
| Total Number of Shares Present or Represented in the Meeting | <b>4,158,893,169</b> | <b>63.80%</b>        |

There being a quorum, the Chairman declared the meeting duly convened and open for business.

## IV. INSTRUCTIONS ON THE RULES AND CONDUCT OF VOTING PROCEDURES

The Chairman noted that while the Company is holding the meeting in a virtual format, the Company endeavored to provide the stockholders the opportunity to participate in the meeting to the same extent possible as in an in-person meeting. He then asked the Corporate Secretary to share the rules of conduct and voting procedures for the meeting.

The Corporate Secretary explained that the rules of conduct and voting procedures were set forth in the Definitive Information Statement and in the Explanation of Agenda Items which forms part of the Notice of the Annual Stockholders' Meeting. She highlighted the following points:

1. Stockholders who successfully registered under the shareholders' registration system were provided the instructions to access the digital voting ballot as well as the virtual meeting;
2. The deadline for voting *in absentia* and through proxy was on 10 April 2026;
3. After the voting, the Office of the Corporate Secretary, together with the Company's stock transfer agent, STSI, tabulated all the votes cast *in absentia* as well as *via* proxy;
4. The results of the voting will be reported after each item is taken up during the meeting; and
5. The stockholders were also given up to 10 April 2026 to submit any questions or comments they may have.

She further informed all the participants of the meeting that there would be a visual and audio recording of the entire proceedings.

#### V. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 24 APRIL 2025

The Chairman inquired if copies of the minutes of the Annual Stockholders' Meeting held on 24 April 2025 were furnished to the stockholders.

The Corporate Secretary certified that electronic copies of the minutes were made available on the Company's website within five (5) business days from the said stockholders' meetings and included in the Information Statement of this year's annual stockholders' meeting. She reported that the resolution below was approved by at least a majority of the stockholders present or represented in the meeting, viz:

***“RESOLVED, That the Minutes of the Annual Meeting of the Stockholders held on April 24, 2025 is hereby approved.”***

The votes received for the adoption of the foregoing resolution are as follows:

|                                                                                               | For           | Against | Abstain |
|-----------------------------------------------------------------------------------------------|---------------|---------|---------|
| Number of Shares Voted                                                                        | 4,158,892,158 | -       | -       |
| Percentage of Shares as to the Total Number of Shares Present and Represented in this Meeting | 99.9999%      | -       | -       |

## **VI. PRESENTATION OF THE MANAGEMENT’S REPORT**

The pre-recorded report of the Company’s President and CEO, Ms. Maricel Brion-Lirio, on the Company’s operations for the year ended 31 December 2025 and outlook for the year 2026 was then presented.

The Chairman thanked the President for her report.

## **VII. RATIFICATION OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025**

The Chairman proceeded to the next item in the agenda which was the ratification of the Audited Financial Statements (“AFS”) for the year ended 31 December 2025. The Chairman asked the Corporate Secretary if the stockholders were furnished a copy of the same.

The Corporate Secretary reported that an electronic copy of the AFS was made available on the Company’s website as well as attached to the Information Statement. She reported that the resolution below was approved by at least a majority of the stockholders present or represented in the meeting, viz:

*“**RESOLVED**, That the Company’s Audited Financial Statements for the year ended December 31, 2025 is hereby approved, confirmed and ratified.”*

The votes received for the adoption of the foregoing resolution are as follows:

|                                                                                               | For           | Against | Abstain |
|-----------------------------------------------------------------------------------------------|---------------|---------|---------|
| Number of Shares Voted                                                                        | 4,158,892,158 | -       | -       |
| Percentage of Shares as to the Total Number of Shares Present and Represented in this Meeting | 99.9999%      | -       | -       |

## **VIII. GENERAL RATIFICATION OF ALL THE ACTS, RESOLUTIONS AND PROCEEDINGS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES AND MANAGEMENT UP TO 22 APRIL 2026**

The next item in the agenda was the ratification of all the acts, resolutions and proceedings of the Board, Board Committees and Management from the date of the last annual stockholders’ meeting until 22 April 2026, a summary of which was included in the Information Statement sent to all the stockholders of record prior to the annual stockholders’ meeting.

The Corporate Secretary reported that the resolution below was approved by at least a majority of the stockholders present or represented in the meeting, viz:

**“RESOLVED**, That all the acts, resolutions and proceedings of the Board of Directors, Board Committees and Management from the date of the last Annual Stockholders’ Meeting until April 22, 2026 are hereby approved, confirmed and ratified.”

The votes received for the adoption of the foregoing resolution are as follows:

|                                                                                               | For           | Against | Abstain |
|-----------------------------------------------------------------------------------------------|---------------|---------|---------|
| Number of Shares Voted                                                                        | 4,158,346,958 | -       | 545,200 |
| Percentage of Shares as to the Total Number of Shares Present and Represented in this Meeting | 99.99%        | -       | 0.01%   |

## IX. ELECTION OF DIRECTORS

The Chairman announced that the next item in the Agenda was the election of seven (7) directors, including three (3) independent directors of the Company for the year 2026 to 2027.

As requested by the Chairman, the Corporate Secretary announced the names of the persons nominated for election as directors and independent directors of the Company, and who were pre-screened by the Corporate Governance Committee, which convened as the Nominations Committee, in accordance with the Company’s Revised Manual on Corporate Governance and Amended By-Laws, viz:

Directors:

1. Mr. Joseph M. Yap
2. Ms. Maricel Brion-Lirio
3. Ms. Rhoda A. Huang
4. Mr. Tristaneil D. Las Marias

Independent Directors:

5. Ms. Virginia T. Obcena
6. Mr. Ramon P. D. Dizon
7. Atty. Marievic G. Ramos-Añonuevo

The Corporate Secretary reported that each of the seven nominees for directors has garnered at least Four Billion One Hundred Fifty-Seven Million One Hundred Six Thousand Two Hundred Fifty-Eight (4,157,106,258) votes and that the resolution below was approved, viz:

**“RESOLVED**, That the following persons are hereby declared as duly-elected directors of the Company, to serve for a term of one (1) year or until their successors shall have been elected and qualified in accordance with the By-Laws of the Company:

1. *Joseph M. Yap*
2. *Maricel Brion-Lirio*
3. *Rhoda A. Huang*
4. *Tristaneil D. Las Marias*

*Independent Directors:*

5. *Virginia T. Obcena*
6. *Ramon P. D. Dizon*
7. *Marievic G. Ramos-Añonuevo*

The votes received by each of the nominees are presented below:

| Nominee                                              | For           | Against | Abstain | Percentage of Favorable Votes |
|------------------------------------------------------|---------------|---------|---------|-------------------------------|
| Joseph M. Yap                                        | 4,158,892,158 | -       | -       | 99.9999%                      |
| Maricel Brion-Lirio                                  | 4,158,892,158 | -       | -       | 99.9999%                      |
| Rhoda A. Huang                                       | 4,158,892,158 | -       | -       | 99.9999%                      |
| Tristaneil D. Las Marias                             | 4,158,892,158 | -       | -       | 99.9999%                      |
| Virginia T. Obcena<br>(Independent Director)         | 4,158,346,958 | -       | 545,200 | 99.9999%                      |
| Ramon P.D. Dizon<br>(Independent Director)           | 4,158,346,958 | -       | 545,200 | 99.9999%                      |
| Marievic G. Ramos-Añonuevo<br>(Independent Director) | 4,158,892,158 | -       | -       | 99.9999%                      |

## **X. APPOINTMENT OF INDEPENDENT EXTERNAL AUDITOR**

The Chairman announced the next item in the Agenda which was the appointment of an independent external auditor for the year 2026. He stated that the Company's Audit and Risk Management Oversight Committee and the Board, upon recommendation of Management, have endorsed the re-appointment of the auditing firm of SyCip Gorres Velayo & Company as the Company's external auditor for the year 2026.

The Corporate Secretary reported that the resolution below was approved by at least a majority of the stockholders present or represented in the meeting, viz:

***“RESOLVED***, *That the accounting firm of SyCip Gorres Velayo and Co. (SGV & Co.) be approved for re-appointment as the Company's external auditor for the year 2026.*”

The votes received for the adoption of the foregoing resolution are as follows:

|                                                                               | For           | Against | Abstain |
|-------------------------------------------------------------------------------|---------------|---------|---------|
| Number of Shares Voted                                                        | 4,158,892,158 | -       | -       |
| Percentage of Shares as to the Total Number of Shares Present in this Meeting | 99.9999%      | -       | -       |

## **XI. OTHER MATTERS**

After confirming with the Corporate Secretary that there were no other matters that require consideration by the stockholders, the Chairman inquired whether there were questions or comments raised by the stockholders, and requested the Corporate Secretary to read aloud the questions and comments, if any.

The Corporate Secretary stated that stockholders were given up to 10 April 2026 to submit any questions or comments they may have on the materials distributed to all stockholders of record for this year's Annual Stockholders' Meeting. She reported that the Office of the Corporate Secretary and Management did not receive any questions from the shareholders.

## **XII. ADJOURNMENT**

There being no further business to transact, the Chairman declared the meeting adjourned. He conveyed his gratitude to the stockholders for attending the meeting and for their continued trust and confidence in the Company and the Management.

CERTIFIED CORRECT:

  
**KATRINA O. CLEMENTE-LUA**  
Corporate Secretary

ATTESTED BY:

**JOSEPH M. YAP**  
Chairman

**ANNEX “A”**

**LIST OF STOCKHOLDERS AND THEIR MODE OF ATTENDANCE**

**Annual Stockholders’ Meeting held on 22 April 2026**

| <b>Stockholder</b>                                                  | <b>No. of Shares</b> | <b>Appointee/Beneficial Owner</b> |
|---------------------------------------------------------------------|----------------------|-----------------------------------|
| <b><u>Proxies</u></b>                                               |                      |                                   |
| Filinvest Land, Inc.                                                | 4,124,381,658        | Chairman of the Meeting           |
| Standard Chartered Bank (various resident clients)                  | 8,348,100            | Chairman of the Meeting           |
| Standard Chartered Bank (various non-resident foreign corporations) | 545,200              | Chairman of the Meeting           |
| Citibank N.A. Philippine Branch                                     | 24,376,500           | Chairman of the Meeting           |
| <b>Sub-total (Proxies)</b>                                          | 4,157,651,458        |                                   |
| <b><u>Voting in Absentia</u></b>                                    |                      |                                   |
| COL Financial Group, Inc.                                           | 1,240,700            | Joel Philamer Quinez              |
| <b>Sub-total (Voting in Absentia)</b>                               | 1,240,700            |                                   |
| <b><u>Remote Communication</u></b>                                  |                      |                                   |
| Joseph M. Yap                                                       | 1                    |                                   |
| Maricel Brion-Lirio                                                 | 2                    |                                   |
| Tristaneil D. Las Marias                                            | 2                    |                                   |
| Rhoda A. Huang                                                      | 1                    |                                   |
| Virginia T. Obcena                                                  | 2                    |                                   |
| Ramon P.D. Dizon                                                    | 1                    |                                   |
| Val Antonio B. Suarez                                               | 2                    |                                   |
| Marievic G. Ramos-Anonuevo                                          | 1,000                |                                   |
| <b>Sub-total (Remote Communication)</b>                             | 1,011                |                                   |
| <b>TOTAL</b>                                                        | <b>4,158,893,169</b> |                                   |