



NOTICE OF ANNUAL MEETING OF THE SHAREHOLDERS

TO ALL SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of THE PALMS COUNTRY CLUB, INC. will be held on 17 October 2023, Tuesday at 9:00 AM at The Continental of The Palms Country Club, 1410 Laguna Heights Drive, Filinvest City, Alabang, Muntinlupa City, to consider the following matters:

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the Annual Shareholders' Meeting held on 04 October 2022
5. Presentation of the Management Report and Ratification of the Audited Financial Statements for the year ended 31 December 2022
6. Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Executive Committee and Management up to 17 October 2023
7. Approval of the Amendment of Article Third of the Articles of Incorporation to Change the Principal Address from "Metro Manila" to "1410 Laguna Heights Drive, Filinvest City, Alabang, Muntinlupa City"
8. Election of the Members of the Board of Directors, including the Independent Directors to serve for the year 2023-2024
9. Appointment of External Auditor
10. Other Matters
11. Adjournment

Only shareholders of record as of 14 September 2023 are entitled to attend and vote in the said meeting.

Shareholders who will not, are unable to, or do not expect to attend the meeting in person may, at their option, designate their authorized representatives by means of Proxy. The Proxy instrument must be duly notarized and must be submitted to the Office of the Corporate Secretary located at The Palms Country Club, 1410 Laguna Heights Drive, Filinvest City, Alabang, Muntinlupa City on or before 10 October 2023.

PLEASE NOTE THAT THE CLUB IS NOT SOLICITING PROXIES.

Any shareholder must submit their nomination for the election of the members of the Board of Directors to the Corporate Secretary at The Palms Country Club, 1410 Laguna Heights Drive, Filinvest City, Alabang, Muntinlupa City not later than 19 September 2023.

All nominations shall be in writing duly signed by the nominating shareholders or their duly authorized (in writing) representatives, with the written acceptance and conformity of their nominee. The nomination must indicate whether the nominees are intended to be independent directors. Further, all nominations should include (i) the curriculum vitae of the nominee, (ii) a statement that the nominee has all the qualifications and none of the disqualifications, (iii) information on the relationship of the nominee to the shareholder submitting the nomination, and (iv) all relevant information about the nominee's qualifications, such as the nominee's age, educational attainment, full disclosure of work and/or business experience and/or affiliations. The Directors and Independent Directors shall be elected from among the shareholders. All nominees for Directors and Independent Directors must possess the minimum requirements/qualifications and none of the disqualifications prescribed by Revised Corporation Code and Securities Regulation Code.

The Corporation's Information Statement, SEC Form 17A and other relevant documents will be sent to the shareholders.

Please be guided accordingly.


LINDEZA R. ROGERO-CAVINO
Corporate Secretary