

DOMINION HOLDINGS

*Note: Pending stockholders' approval at
the 2027 Annual Shareholders' Meeting*

Minutes of the Annual Shareholders' Meeting of

DOMINION HOLDINGS, INC.

Held on 14 September 2026 at 2:00 PM
via Remote Communication

Directors Present:

Mr. Isidro A. Consunji	Chairman
Mr. Frederic C. DyBuncio	President & CEO
Mr. Henry T. Sy, Jr.	Director
Mr. Tulsi Das C. Reyes	Director
Justice Rosmari D. Carandang (ret.)	Independent Director
Mr. Leonardo D. Cuaresma, Jr.	Independent Director
Ms. Vicky Castillo Lim Tan	Independent Director

Also Present:

Mr. Fernando A. Rimando	CFO/Treasurer
Atty. Elmer B. Serrano	Corporate Secretary
Atty. Tephania M. Gandia	Assistant Corporate Secretary and Corporate Information Officer

Stockholders Present or Represented:

1,916,129,953 common shares (88.61% of Total Outstanding Common Shares)

Please see List of Stockholders Present or Represented attached as Annex A

I. Call to Order

The host opened the meeting and acknowledged the presence of the Directors and Officers of Dominion Holdings, Inc. (**DHI** or the **Company**). The host then introduced the Chairman of the Board of Directors, Mr. Isidro A. Consunji, who presided over the meeting.

The Chairman called the meeting of the Company to order and presided over the same. Atty. Elmer B. Serrano, the Corporate Secretary, recorded the minutes thereof.

II. Certification of Quorum

Before proceeding with the meeting, the Chairman requested the Corporate Secretary to certify to the posting and publication of notice and existence of a quorum.

The Corporate Secretary certified that the notice of the meeting, the Definitive Information Statement, along with the Company's "Guidelines for Remote Participation and Voting in Absentia" were uploaded via PSE EDGE and posted on the Company's website beginning 02 September 2026. In addition, the notice of meeting was published on 20 and 21 August 2026, both in print and online formats, in the business section of two (2) newspapers of general circulation, the Business Mirror and Manila Times.

The Corporate Secretary also certified that based on the record of registration, the stockholders participating in this meeting in person, virtually and by proxy, represent 1,916,129,953 common shares of the Company, representing 88.61% of the total outstanding capital stock of the Company as of record date, 28 August 2026. He then certified that a quorum was present for the transaction of business by the stockholders.

The Corporate Secretary also informed participants that the meeting will be recorded.

III. Approval of the Minutes of the Annual Stockholders' Meeting held on 11 April 2025

The Chairman then proceeded to the next item in the agenda which is the approval of the Minutes of the Annual Stockholders' Meeting held on 11 April 2025. A copy of the minutes was posted on the Company's website soon after the adjournment of said Meeting, and was attached to the Definitive Information Statement (**DIS**) distributed to the shareholders.

The Corporate Secretary stated for the record that unqualified votes cast for each item for approval shall be counted in favor of the matter under consideration.

The Corporate Secretary then announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
1,916,129,953	100%	0	Nil	0	Nil

With all of the stockholders present and represented in the meeting in favor of approval, the following resolution was passed and adopted:

"RESOLVED, that the Minutes of the Annual Stockholders' Meeting of Dominion Holdings, Inc. held on 11 April 2025 are approved."

IV. Approval of the 2025 Annual Report and Audited Financial Statements

The Corporate Secretary informed that the 2025 Annual Report and Audited Financial Statements were attached to the DIS.

The Corporate Secretary then announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
1,916,129,953	100%	0	Nil	0	Nil

With all of the stockholders present and represented in the meeting in favor of approval, the following resolution was passed and adopted:

“RESOLVED, that the 2025 Annual Report and Audited Financial Statements are approved.”

V. Approval and Ratification of all Acts of the Board of Directors, Board Committees, and Management during their Respective Terms of Office

For the approval and ratification of all acts of the Board of Directors, Board Committees, and Management during their respective terms of office, the Corporate Secretary informed that these acts are reflected in the minutes of the Board meetings as disclosed, and as carried out by Management.

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
1,916,129,953	100%	0	Nil	0	Nil

With all of the stockholders present and represented in the meeting in favor of approval, the following resolution was passed and adopted:

“RESOLVED, that the acts of the Board of Directors, Board Committees, and Management during their respective terms of office are approved and ratified.”

VI. Election of the Board of Directors for 2026-2027

The next item in the agenda is the election of members of the Board of Directors of the Company for 2026 to 2027.

The Corporate Secretary reported that there were seven (7) persons nominated to, and qualified for, the Board, namely:

1. Isidro A. Consunji
2. Henry T. Sy, Jr.
3. Frederic C. DyBuncio
4. Tulsi Das C. Reyes
5. Rosmari D. Carandang (Independent Director)
6. Leonardo D. Cuaresma, Jr. (Independent Director)
7. Vicky Castillo Lim Tan (Independent Director)

The Corporate Secretary further reported that the voting results were as follows:

Name	For	Against	Abstain
Isidro A. Consunji	1,916,129,953	0	0
Henry T. Sy, Jr.	1,916,129,953	0	0
Frederic C. DyBuncio	1,916,129,953	0	0
Tulsi Das C. Reyes	1,916,129,953	0	0
Rosmari D. Carandang	1,916,129,953	0	0
Leonardo D. Cuaresma, Jr.	1,916,129,953	0	0
Vicky Castillo Lim Tan	1,916,129,953	0	0

Considering that there were only seven (7) persons nominated to, and qualified for, the Board, and considering the votes received, the seven (7) individuals who were nominated as members of the Board of Directors of DHI for the year 2026 to 2027 were duly declared elected to the Board of Directors.

With the voting result, the following resolution was passed and adopted:

“RESOLVED, that the following individuals are hereby declared as duly elected as members of the Board of Directors of Dominion Holdings, Inc. for the year 2026 to 2027:

1. Isidro A. Consunji
2. Henry T. Sy, Jr.
3. Frederic C. DyBuncio
4. Tulsi Das C. Reyes
5. Rosmari D. Carandang (Independent Director)
6. Leonardo D. Cuaresma, Jr. (Independent Director)
7. Vicky Castillo Lim Tan (Independent Director).”

VII. Appointment of External Auditor

The Chairman proceeded with the next item in the agenda which is the appointment of the external auditor of the Company for fiscal year 2026. SyCip Gorres Velayo & Co. is being recommended for appointment.

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
1,916,129,953	100%	0	Nil	0	Nil

With all of the stockholders present and represented in the meeting in favor of approval, the following resolution was passed and adopted:

“RESOLVED, that SyCip Gorres Velayo & Co. is appointed as the external auditor of Dominion Holdings, Inc. for fiscal year 2026.”

VIII. Approval of the Merger of DHI with Indophil Resources Phils. Inc. and Sonar Holdings Inc., with DHI as the Surviving Entity

The Chairman then proceeded to the next item in the agenda which is the approval of the merger of DHI with Indophil Resources Phils. Inc. (**Indophil**) and Sonar Holdings Inc. (**Sonar**), with DHI as the surviving entity (the **Merger**).

The Corporate Secretary briefed the shareholders that Indophil and Sonar hold 100% of the voting rights in Sagittarius Mines, Inc. (**SMI**), the holder of the Financial and Technical Assistance Agreement covering the Tampakan Copper-Gold Project, located in South Cotabato, Mindanao, Philippines. DHI will acquire 100% of the voting rights in SMI post-Merger.

A book-to-book exchange ratio will be used for the Merger. The book values of the constituent corporations will be based on their interim audited financial statements for period ended August 31, 2026.

Further details on the Merger are found in the DIS, and in the Company's disclosures with the Philippine Stock Exchange (**PSE**).

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
1,916,129,953	100%	0	Nil	0	Nil

With all of the stockholders present and represented in the meeting in favor of approval, the following resolutions were passed and adopted:

"RESOLVED, that Dominion Holdings, Inc. (the **Corporation**) hereby approves the merger of the Corporation with the following companies, with the Corporation as the surviving entity (the **Merger**):

Indophil Resources Phils. Inc.,
Sonar Holdings Inc.;

RESOLVED, FURTHER, that the Corporation authorizes its Management, through the President, to finalize and fix the terms of the Merger under such terms as Management deems to be in the best interest of the Corporation;

RESOLVED, FURTHER, that the Corporation is authorized to issue and list new shares to the absorbed companies as a result of the Merger in accordance with the swap ratio as may be determined by Management, subject to a fairness opinion issued by a third-party valuator;

RESOLVED, FURTHER, that the Chairman of the Board of Directors, President, Treasurer, Corporate Secretary, or any Director of the Corporation is hereby authorized and empowered, and for each acting singly, for and on behalf of the Corporation, to sign, execute, deliver, and cause the submission of the Plan of Merger, Articles of Merger, amended Articles of Incorporation, listing applications and any and all documents necessary for any and all transactions related to the Merger, to third parties and governmental and regulatory authorities including but not limited to the Securities and Exchange Commission (**SEC**), the Philippine Competition Commission (**PCC**), the Bureau of Internal Revenue (**BIR**), The Philippine Stock Exchange, Inc. (**PSE**), and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect;

RESOLVED, FURTHER, that the Corporation appoints the law firm of SERRANO LAW as its legal adviser to the Merger, and is hereby authorized, together with any of its lawyers and staff including but not limited to: Elmer B. Serrano, Tephania M. Gandia, Darel Angelo M. Pichay, Mark Stephen C. Sy, Julious M. Lota, and John Paolo P. Colasi, to transact, liaise, represent the Corporation, sign, file and receive any correspondence and filing with all relevant third parties and governmental and regulatory authorities, such as but not limited to the SEC, PCC, BIR, and the PSE, necessary for the Merger and all related transactions, and for the foregoing resolutions;

RESOLVED, FURTHER, that the President or Treasurer, acting and signing singly, is authorized to engage the services of third-party advisers, including valuers, in relation to the foregoing resolutions and to agree to the terms and conditions of their engagement; and

RESOLVED, FINALLY, that all acts done and caused to be done within the powers and authorities granted under the foregoing resolutions are hereby ratified and confirmed."

IX. Waiver of the Requirement to Conduct a Rights or Public Offering by the Majority of the Minority Shareholders for the Shares to be Issued to the Shareholders of Indophil Resources Phils. Inc. and Sonar Holdings Inc. arising from the Merger

For the next item in the agenda, the Corporate Secretary explained that in compliance with Article V, Part A, Section 4 of the Revised Listing and Disclosure Rules of the PSE, the approval by majority vote of the minority shareholders is being sought for the waiver of the requirement to conduct a rights or public offer for related party transactions in relation to the shares to be issued to Indophil and Sonar arising from the Merger, which are anticipated to exceed 10% of the total issued and outstanding capital stock of DHI.

The Corporate Secretary then announced that the votes cast and received from the minority shareholders were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Minority Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Minority Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Minority Shares Represented at the Meeting
210,477,582	100%	0	Nil	0	Nil

With the voting result, the following resolution was passed and adopted:

“RESOLVED, that, in compliance with Article V, Part A, Section 4 of the Revised Listing and Disclosure Rules of The Philippine Stock Exchange, Inc., the waiver of the requirement to conduct a rights or public offering for the shares to be issued to Indophil Resources Phils. Inc. (**Indophil**) and Sonar Holdings Inc. (**Sonar**) arising from the merger of Dominion Holdings, Inc. (**DHI**) with Indophil and Sonar, with DHI as the surviving entity, is approved by all minority shareholders of DHI present and/or represented at the Annual Shareholders’ Meeting held on 14 September 2026.”

X. Approval of the Amendments to the Seventh Article of the Articles of Incorporation for the Increase in Authorized Capital Stock from Php3,420,000,000.00, divided into 3,400,000,000 common shares with a par value of Php1.00 per share and 200,000 preferred shares with a par value of Php100.00 per share, to Php30,000,000,000.00, divided into 29,750,000,000 common shares with a par value of Php1.00 per share and 2,500,000 preferred shares with a par value of Php100.00 per share

The Chairman then proceeded to the next item in the agenda which concerns the increase in authorized capital stock of the Company.

The Corporate Secretary informed the shareholders that the proposal consists of increasing the Company’s authorized capital stock from Php3,420,000,000.00, divided into 3,400,000,000 common shares with a par value of Php1.00 per share and 200,000 preferred shares with a par value of Php100.00 per share, to Php30,000,000,000.00, divided into 29,750,000,000 common shares with a par value of Php1.00 per share and 2,500,000 preferred

shares with a par value of Php100.00 per share. The proposed increase is likewise discussed in detail in the DIS.

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
1,916,129,953	100%	0	Nil	0	Nil

With all of the stockholders present and represented in the meeting in favor of approval, the following resolutions were passed and adopted:

“**RESOLVED**, that Dominion Holdings, Inc. (the **Corporation**) is approves and authorizes the increase its authorized capital stock from Php3,420,000,000.00, divided into 3,400,000,000 common shares with a par value of Php1.00 per share and 200,000 preferred shares with a par value of Php100.00 per share, to Php30,000,000,000.00, divided into 29,750,000,000 common shares with a par value of Php1.00 per share and 2,500,000 preferred shares with a par value of Php100.00 per share, and the amendment to the Seventh Article of its Articles of Incorporation to reflect such increase (the **Capital Increase**), to wit:

“SEVENTH – That the capital stock of the Corporation is **THIRTY BILLION PESOS (P30,000,000,000.00)**, Philippine Currency, and said capital stock is divided into:

- (a) **TWENTY NINE BILLION SEVEN HUNDRED FIFTY MILLION (29,750,000,000)** shares of Common Stock of the par value of ONE PESO (1.00) per share or **TWENTY NINE BILLION SEVEN HUNDRED FIFTY MILLION PESOS (P29,750,000,000.00)**;
- (b) **TWO MILLION FIVE HUNDRED THOUSAND (2,500,000)** shares of Preferred Stock of the par value of ONE HUNDRED PESOS (P100.00) or **TWO HUNDRED FIFTY MILLION PESOS (P250,000,000.00)**. XXX”

RESOLVED, FURTHER, that the Chairman of the Board of Directors, President, Treasurer, Corporate Secretary, or any Director of the Corporation is hereby authorized and empowered, and for each acting singly, for and on behalf of the Corporation, to sign, execute, deliver, and cause the submission of the amended Articles of Incorporation and any and all documents necessary for any and all transactions related to the Capital Increase, to third parties and governmental and regulatory authorities including but not limited to the Securities and Exchange Commission (**SEC**), Bureau of Internal Revenue (**BIR**), The

Philippine Stock Exchange, Inc. (**PSE**), and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect;

RESOLVED, FURTHER, that the Corporation authorizes the law firm of SERRANO LAW, together with any of its lawyers and staff including but not limited to: Elmer B. Serrano, Tephania M. Gandia, Darel Angelo M. Pichay, Mark Stephen C. Sy, Julious M. Lota, and John Paolo P. Colasi, to transact, liaise, represent the Corporation, sign, file and receive any correspondence and filing with all relevant third parties and governmental and regulatory authorities, such as but not limited to the SEC, PCC, BIR, and the PSE, necessary for the Capital Increase and all related transactions, and for the foregoing resolutions; and

RESOLVED, FINALLY, that all acts done and caused to be done within the powers and authorities granted under the foregoing resolutions are hereby ratified and confirmed.”

XI. Approval of the Amendments to the Seventh Article of the Articles of Incorporation for the Denial of the Pre-Emptive Right of Shareholders

For the next item in the agenda, the Corporate Secretary explained that the Board is endorsing for shareholder approval the amendments to the Seventh Article of the Articles of Incorporation to reflect the denial of the pre-emptive right of shareholders to the issuance of all shares to support DHI's future capital raising efforts and expansion programs.

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
1,916,129,953	100%	0	Nil	0	Nil

With all of the stockholders present and represented in the meeting in favor of approval, the following resolutions were passed and adopted:

“**RESOLVED**, that Dominion Holdings, Inc. (the **Corporation**) approves and authorizes the amendment to the Seventh Article of its Articles of Incorporation to reflect the denial of the pre-emptive right of shareholders to all issuances of shares (the **Subject Amendment**), to wit:

“SEVENTH – XXX

Preferred Stock shall be issued serially in blocks of not less than One Hundred Thousand (100,000) shares. Shares of preferred stock comprising one series shall have the same rights and restrictions. There shall be no pre-emptive right on the part of the holders of shares of either the common stock or preferred

stocks of the Corporation to subscribe to any or all issues or other disposition of shares of **both common and** preferred stocks. XXX”

RESOLVED, FURTHER, that the Chairman of the Board of Directors, President, Treasurer, Corporate Secretary, or any Director of the Corporation is hereby authorized and empowered, and for each acting singly, for and on behalf of the Corporation, to sign, execute, deliver, and cause the submission of the amended Articles of Incorporation and any and all documents necessary for any and all transactions related to the Subject Amendment, to third parties and governmental and regulatory authorities including but not limited to the Securities and Exchange Commission (**SEC**), and The Philippine Stock Exchange, Inc. (**PSE**), and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect;

RESOLVED, FURTHER, that the Corporation authorizes the law firm of SERRANO LAW, together with any of its lawyers and staff including but not limited to: Elmer B. Serrano, Tephania M. Gandia, Darel Angelo M. Pichay, Mark Stephen C. Sy, Julious M. Lota, and John Paolo P. Colasi, to transact, liaise, represent the Corporation, sign, file and receive any correspondence and filing with all relevant third parties and governmental and regulatory authorities, such as but not limited to the SEC and PSE, necessary for the Subject Amendment and all related transactions, and for the foregoing resolutions; and

RESOLVED, FINALLY, that all acts done and caused to be done within the powers and authorities granted under the foregoing resolutions are hereby ratified and confirmed.”

XII. Approval of the Amendment to the Third Article of the Articles of Incorporation to Change the Principal Office Address of DHI

The Chairman then proceeded to the next item in the agenda which is the change in the principal office address of the Company.

The Corporate Secretary informed the shareholders that the Board is endorsing for shareholder approval the amendment to the Third Article of the Articles of Incorporation to change the principal office address of the Company to 5th Floor, Pacific Tower, Five E-Com Center, Mall of Asia Complex, Pasay City, Philippines.

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
1,916,129,953	100%	0	Nil	0	Nil

With all of the stockholders present and represented in the meeting in favor of approval, the following resolutions were passed and adopted:

“RESOLVED, that Dominion Holdings, Inc. (the **Corporation**) approves and authorizes the amendment to the Third Article of its Articles of Incorporation to reflect the change in its principal office address to 5th Floor, Pacific Tower, Five E-Com Center, Mall of Asia Complex, Pasay City, Philippines, (the **Subject Amendment**), to wit:

“THIRD: That the principal office of the Corporation shall be at **5TH FLOOR, PACIFIC TOWER, FIVE E-COM CENTER, MALL OF ASIA COMPLEX, PASAY CITY, PHILIPPINES**. The Corporation may establish branches anywhere in the Philippines or abroad subject to compliance with applicable laws, rules, and/or regulations.”

RESOLVED, FURTHER, that the Chairman of the Board of Directors, President, Treasurer, Corporate Secretary, or any Director of the Corporation is hereby authorized and empowered, and for each acting singly, for and on behalf of the Corporation, to sign, execute, deliver, and cause the submission of the amended Articles of Incorporation and any and all documents necessary for any and all transactions related to the Subject Amendment, to third parties and governmental and regulatory authorities including but not limited to the Securities and Exchange Commission (**SEC**), and The Philippine Stock Exchange, Inc. (**PSE**), and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect;

RESOLVED, FURTHER, that the Corporation authorizes the law firm of SERRANO LAW, together with any of its lawyers and staff including but not limited to: Elmer B. Serrano, Tephania M. Gandia, Darel Angelo M. Pichay, Mark Stephen C. Sy, Julious M. Lota, and John Paolo P. Colasi, to transact, liaise, represent the Corporation, sign, file and receive any correspondence and filing with all relevant third parties and governmental and regulatory authorities, such as but not limited to the SEC and PSE, necessary for the Subject Amendment and all related transactions, and for the foregoing resolutions; and

RESOLVED, FINALLY, that all acts done and caused to be done within the powers and authorities granted under the foregoing resolutions are hereby ratified and confirmed.”

XIII. Approval of the Amendment to the Sixth Article of the Articles of Incorporation to Decrease the Number of Directors of the Corporation from Eleven (11) to Seven (7)

The Chairman then proceeded to the next item in the agenda and explained that shareholder approval is being requested to amend the Sixth Article of the Articles of Incorporation to decrease the number of Directors of the Company from eleven (11) to seven (7).

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
1,916,129,953	100%	0	Nil	0	Nil

With all of the stockholders present and represented in the meeting in favor of approval, the following resolutions were passed and adopted:

“RESOLVED, that Dominion Holdings, Inc. (the **Corporation**) approves and authorizes the amendment to the Sixth Article of its Articles of Incorporation to reflect the decrease in the number of directors of the Corporation from eleven (11) to seven (7) (the **Subject Amendment**), to wit:

“SIXTH: That the number of directors of said corporation shall be **SEVEN (7)** and that the names and residence of the directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows: XXX.”

RESOLVED, FURTHER, that the Chairman of the Board of Directors, President, Treasurer, Corporate Secretary, or any Director of the Corporation is hereby authorized and empowered, and for each acting singly, for and on behalf of the Corporation, to sign, execute, deliver, and cause the submission of the amended Articles of Incorporation and any and all documents necessary for any and all transactions related to the Subject Amendment, to third parties and governmental and regulatory authorities including but not limited to the Securities and Exchange Commission (**SEC**), and The Philippine Stock Exchange, Inc. (**PSE**), and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect;

RESOLVED, FURTHER, that the Corporation authorizes the law firm of SERRANO LAW, together with any of its lawyers and staff including but not limited to: Elmer B. Serrano, Tephania M. Gandia, Darel Angelo M. Pichay, Mark Stephen C. Sy, Julious M. Lota, Jerome Pastor, and John Paolo P. Colasi, to transact, liaise, represent the Corporation, sign, file and receive any correspondence and filing with all relevant third parties and governmental and regulatory authorities, such as but not limited to the SEC and PSE, necessary for the Subject Amendment and all related transactions, and for the foregoing resolutions; and

RESOLVED, FINALLY, that all acts done and caused to be done within the powers and authorities granted under the foregoing resolutions are hereby ratified and confirmed.”

XIV. Approval of the Delegation to the Board of Directors the Power to Amend the By-Laws

For the next item in the agenda, the Corporate Secretary informed the shareholders that there is a proposal to delegate the power to amend the By-Laws to the Board of Directors. The delegation will allow the Board to efficiently amend the pertinent provisions of the By-Laws as may be necessitated by subsequent issuances of regulatory bodies, as well as to comply and adopt corporate governance best practices.

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
1,916,129,953	100%	0	Nil	0	Nil

With the voting result, the following resolution was passed and adopted:

“RESOLVED, that the shareholders of Dominion Holdings, Inc. (the **Corporation**) approve the delegation to the Board of Directors the power to amend the Corporation’s By-Laws for the purpose of implementing amendments the Board deems beneficial for the Corporation.”

XV. Open Forum

The Chairman then proceeded with the Open Forum portion of the meeting.

After inquiry, the Corporate Secretary noted no questions were submitted.

XVI. Other Matters

Upon inquiry from the Chairman, the Corporate Secretary informed the Board that there are no other matters to be taken up at this meeting.

XVII. Adjournment

There being no further business to transact, on motion duly made and seconded, the meeting was adjourned.

Certified Correct:



Elmer B. Serrano

Corporate Secretary

Annex A
List of Stockholders Present or Represented
at the Annual Shareholders' Meeting¹

Total number of voting shares outstanding	2,162,475,312
Total number of shares present or represented by proxy	1,916,129,953
Attendance percentage	88.61%

Classification	Name of Stockholder
Individual Stockholders	Isidro A. Consunji
	Frederic C. DyBuncio
	Henry T. Sy, Jr.
	Tulsi Das C. Reyes
	Justice Rosmari D. Carandang (ret.)
	Leonardo D. Cuaresma, Jr.
	Vicky Castillo Lim Tan
	Isidro A. Consunji
	Frederic C. DyBuncio
	Juan Paolo Evangelista Colet
	Arsenio Fernando A. Marquez III
	Georgie Cabo Cheng
	Anthony Gilbert Antiquiera
	Monte Sur Equity Holdings, Inc.
Corporate Shareholders	DFC Holdings, Inc.
	Alsons Consolidated Resources, Inc.
	Standard Chartered Bank
	BDO Securities Corporation*
Broker	

*PCD Participants

¹ In compliance with Memorandum Circular No. 11, Series of 2024 of the Securities and Exchange Commission.