

## THE PHILODRILL CORPORATION

### MINUTES OF THE 2022 ANNUAL MEETING OF STOCKHOLDERS

*held on June 15, 2022, 2:30 p.m.  
via remote communication*

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|   |   |                 |
|---|---|-----------------|
| Number of Shares Issued and Outstanding     | : | 191,868,805,358 |
| Shares represented in person and by proxies | : | 107,303,471,649 |
| Percentage of Attendance                    | : | 55.93%          |

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#### CALL TO ORDER AND PROOF OF SERVICE OF NOTICE

The formal proceedings started with the Philippine national anthem, then invocation. The Philodrill Corporation's Chairman of the Board, Mr. Alfredo C. Ramos, welcomed the stockholders to Philodrill's 2022 Annual Stockholders' Meeting (the "Meeting") and called the same to order at 2:30 p.m. As Philodrill continues to prioritize the safety of its stakeholders, the annual stockholders' meeting was held again via remote communication.

Mr. Ramos acknowledged the continuous support and guidance of the distinguished Members of the Board present, starting off with Mrs. Presentacion S. Ramos, Mrs. Maureen Alexandra Ramos-Padilla, Mr. Gerard Anton S. Ramos, Mr. Adrian Paulino S. Ramos, Mr. Christopher M. Gotanco, Mr. Reynaldo E. Nazarea, and the two Independent Directors, Messrs. Nicasio I. Alcantara, and Honorio A. Poblador III.

The Chairman also acknowledged the presence of the Management Team of Philodrill headed by the Vice Presidents, Mr. Alessandro O. Sales and Mr. Reynaldo E. Nazarea, together with the Corporate Secretary, Atty. Adrian S. Arias. The representatives from Stock Transfer Service, Inc., and SyCip Gorres Velayo and Co. were likewise present during the meeting.

The Chairman welcomed the participants, after which he turned over the floor to Mr. Adrian S. Ramos who was appointed as Acting Chairman of the meeting.

For the first order of business, the Acting Chairman asked the Corporate Secretary if the required Notices for the Annual Meeting were duly sent to all stockholders of record as of March 16, 2022 (the "Record Date"). In compliance with the requirements of the Securities and Exchange Commission on the alternative mode for distributing the Notice of meeting, the Corporate Secretary replied that information on the date, time, and place of meeting were published in the Business Sections of *The Manila Times* and *The Philippine Star* on May 23 & 24, 2022, both in print and online format. Likewise, Notices were sent via email to the stockholders of record as indicated in the corporate records. The electronic copy of the Definitive Information Statement, Management Report, SEC Form 17-A, other required documents were also made available at the Company's website, [www.philodrill.com](http://www.philodrill.com) and uploaded at the PSE Edge portal.

#### CERTIFICATION OF THE PRESENCE OF QUORUM

The Acting Chairman inquired from the Corporate Secretary whether or not a quorum was present for the transaction of business at the meeting.

The Corporate Secretary replied that, as verified by the Transfer Agent, Stock Transfer Service, Inc., at least 107,303,471,649 shares, representing 55.93% of the Company's outstanding capital stock, were present in person or represented by proxy in the meeting. A quorum therefore existed for the valid transaction of business.

As the Annual Stockholders' Meeting is again held by remote communication, the Corporate Secretary explained the voting and tabulation procedures.

In compliance with the requirements of Section 49 of the Revised Corporation Code, the voting procedures are as follows

- All stockholders of record as of March 16, 2022 who will participate in the meeting are required to send a digital copy of their Registration Form, together with the required documents to [2022asm@philodrill.com](mailto:2022asm@philodrill.com) no later than June 8, 2022 for validation.
- Upon successful registration, each stockholder will be provided a Proxy Form and/or ballot to enable him to vote on each item in the Agenda. All votes will be counted and tabulated by the Election Committee composed of representatives from the Office of the Corporate Secretary.
- The stockholder has the option to either vote in absentia, in which case the stockholder will have to complete the ballot included in the Registration Form; or to appoint the Chairman of the meeting as Proxy.
- The Proxy Validation Committee will tabulate all votes received through Proxy or in absentia, and an independent third party will validate the results.
- Stockholders who notified the Company of their intent to attend the meeting remotely can either vote in advance or during the meeting through the link provided to their email addresses. Votes are subject to the validation of an independent third party.
- In all items for approval, each voting share entitles the registered owner to one vote. For items other than the Election of Directors, the registered Stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the shares of the registered Stockholder.
- In the election of directors, straight and cumulative voting shall be allowed. A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate the shares and give one nominee all his votes; provided that, the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

Stockholders are encouraged to send their questions and/or comments during the meeting by email to [2022asm@philodrill.com](mailto:2022asm@philodrill.com) with subject "ASM Question/Comment". Relevant questions on the agenda items were read by the Moderator and answered by concerned officers during the meeting.

All details pertaining to registration, proxy and voting are fully disclosed in the Definitive Information Statement filed with the SEC and uploaded in the Company's website [@www.philodrill.com](http://www.philodrill.com) and through the PSE Edge portal <https://edge.pse.com.ph/>

### **READING AND APPROVAL OF THE MINUTES OF THE LAST ANNUAL MEETING OF STOCKHOLDERS**

The Acting Chairman announced that the next order of business is the reading and approval of the Minutes of the last Annual Stockholders' Meeting held on June 16, 2021, the original copy of which was available for inspection at the Office of the Corporate Secretary. The same is likewise accessible through the Corporation's website @ <http://www.philodrill.com>

Mr. Benavidez, a stockholder, raised a motion to dispense with the reading of the Minutes of the Annual Stockholders' Meeting held last June 16, 2021. He moved for the immediate approval since the video of the proceedings last year was already uploaded in the website and

made available for public viewing. Likewise, the Minutes of the last Annual Stockholders' Meeting are available in the website since June 21, 2021, and there were no questions raised or corrections made by any stockholder. In order to save time and effort in the reading of a 13-page document, he moved that the Minutes be approved, confirmed and ratified. The motion was duly seconded and there being no objections, the Acting Chairman declared the motion approved.

**RESOLUTION NO. 2022-06-15-01**

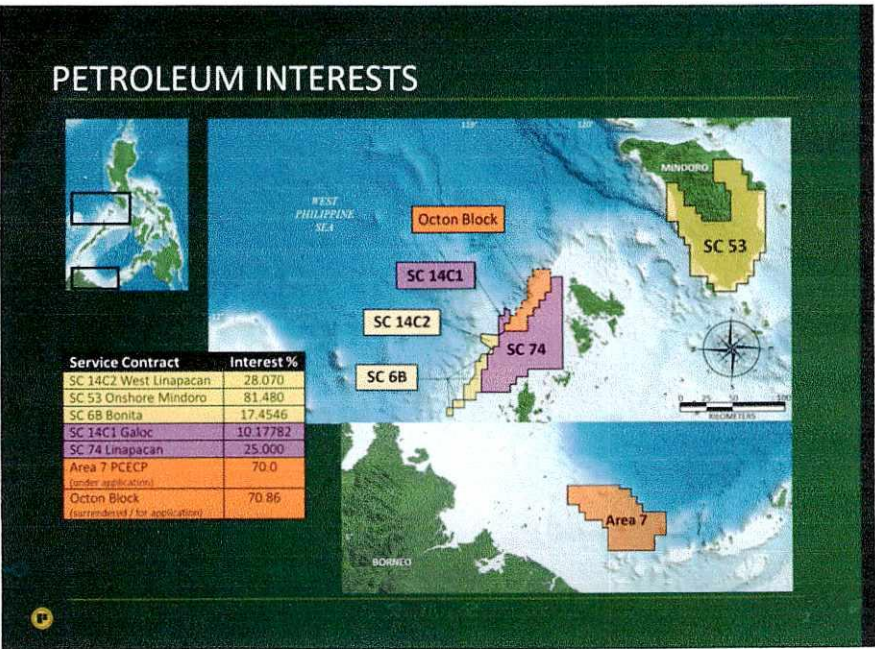
*“**RESOLVED**, that the Minutes of the Annual Stockholders’ Meeting of The Philodrill Corporation held on June 16, 2021, be approved, confirmed and ratified.”*

**MANAGEMENT REPORT**

The Acting Chairman announced that the next item in the Agenda was the Management Report on the Results of Operations for the year 2021.

**A. EXPLORATION & PRODUCTION REPORT**

The Vice President for Exploration & Production, Mr. Alessandro O. Sales, presented the highlights of the Exploration and Production activities for the year 2021 and updates on the operations for the first Quarter of 2022. A more comprehensive discussion is provided in the Company’s Annual Report.

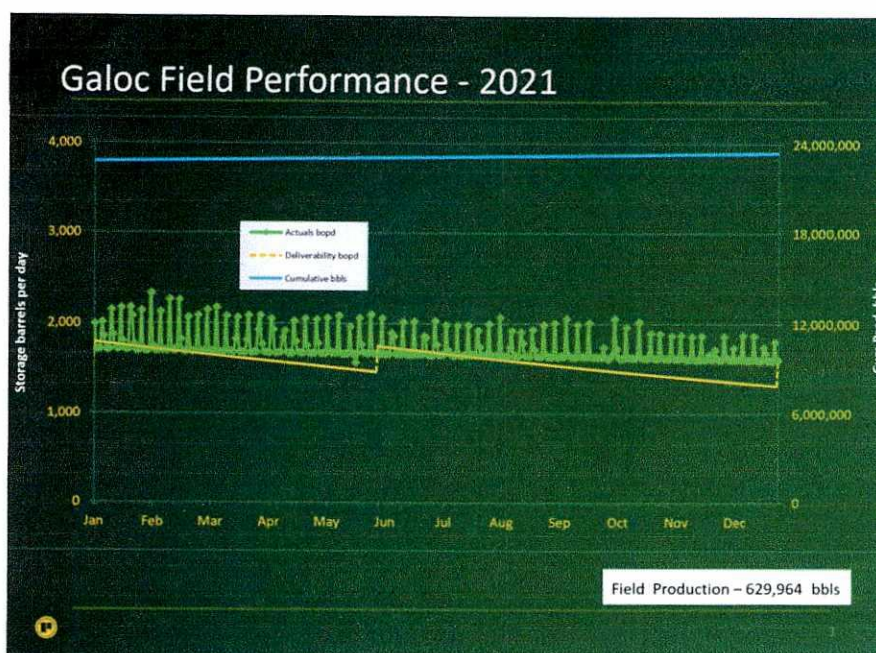


Philodrill currently operates 3 Service Contracts, SC6B Bonita, SC14C2 West Linapacan and SC53 Onshore Mindoro. The Company has participating interests in two (2) other SCs namely, SC14 C1 Galoc, and SC 74 Linapacan. In addition, Philodrill is pursuing interests in the Sulu Sea area and former SC6A area in North Palawan.

**Service Contract 14 C1 (Galoc)**

In 2021, Galoc field production totaled 629,964 barrels. This is about 9.3% lower than the 2020 production level. The slightly lower production was due to the natural decline of the reservoir.

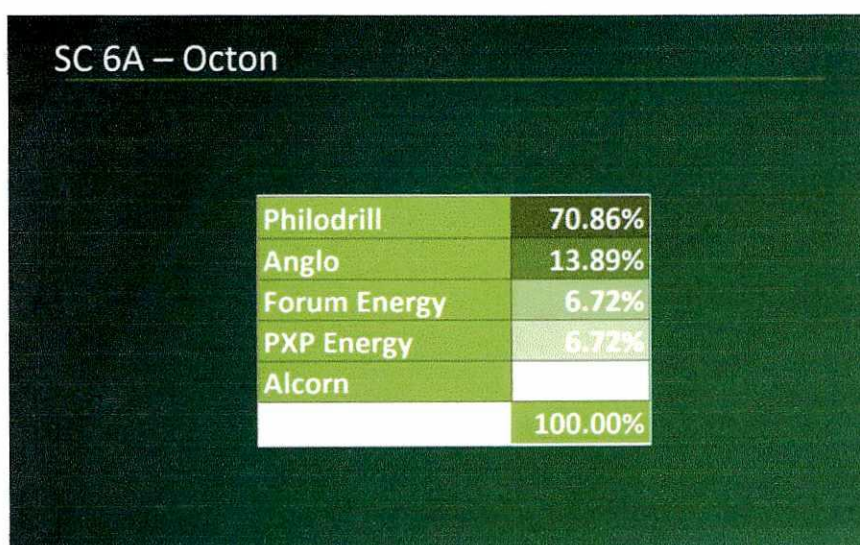




As of June 12, 2022, Galoc field produced at 261,133 barrels, with a total cumulative field production of 23,679,790 barrels. Currently the breakeven cost of production at an average rate of 1,550 bopd is at USD 48/bbl.

Projected production for 2022 is at 580,094 barrels.

#### Service Contract 6A (Octon)



The Joint Venture Partners decided to surrender the Service Contract last March 31, 2021 with the intention of nominating and reapplying for it. The decision was precipitated by the looming contract end by February 2024.

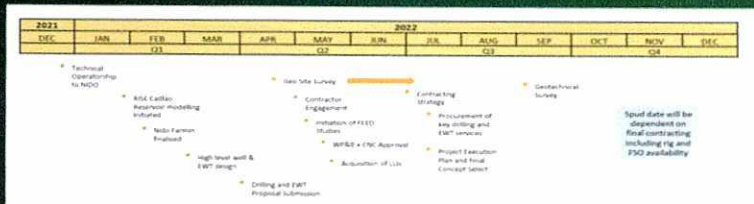
The above Parties decided to reapply with their corresponding participating interests as presented above.

#### Service Contract 6B (Bonita/Cadlao)



## SC 6B – Cadlao/Bonita

### EWT Planned Work program for Cadlao EWT



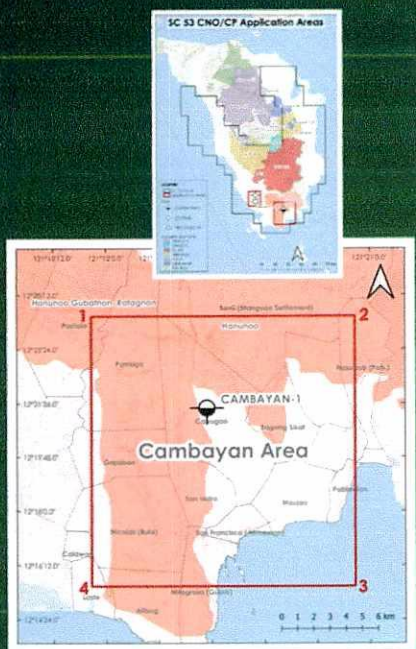
With the withdrawal of Manta Oil Corporation in December 2021 due to its failure to raise funds, Nido Petroleum agreed to fund 100% of the development of the Cadlao field in exchange for 70% of the farming out parties' participating interest. Nido has been appointed as Technical Operator and is progressing the drilling of the field and subsequent well test for Cadlao 4 to be undertaken before the yearend. It is anticipated that after six (6) months of EWT, operations can readily transition to commercial production by the second half of 2023. Estimated reserve estimate for Cadlao is about 6MM barrels.

### Service Contract 14C2 (West Linapacan)

The Farmin Agreement with Desert Rose was terminated in June 2021 after they failed to provide funding support for the redevelopment of West Linapacan (WL). Operatorship reverted to Philodrill who completed a conceptual joint development study for the WL A and B fields. The study concluded that joint development will be economic at recovered resources of at least 6.5M barrels at an oil price of \$70/barrel.

## SC 53 – Mindoro

|            |        |
|------------|--------|
| Philodrill | 81.48% |
| Anglo      | 18.52% |



### Service Contract 53 (Onshore Mindoro)

The JV is progressing in securing appropriate permits from the National Commission on Indigenous Peoples (NCIP) in the two areas of focus in Mindoro. In the Progreso area, the Certification of Non-Overlap (CNO) is ready for execution by the Provincial NCIP Officer.

The CNO will allow the drilling of the Progreso 2 Well to proceed. While in the Cambayan area, coordination has been made with the Magsaysay, Occidental Mindoro and the Bulalacao Oriental Mindoro offices of the NCIP. As the area involves ancestral domains, a field based investigation will be conducted for ground confirmation and subsequently meetings will be conducted with the IPs as part of securing their free and prior consent for the JV to work in the area.

While the JV continues to work to achieve additional production in the medium term, operating under the current Covid19 situation continues to be a challenge, particularly in logistics and securing timely regulatory approvals

## B. FINANCIAL REPORT

The Treasurer and Vice-President for Administration, Mr. Reynaldo E. Nazarea, presented the Financial Report consisting of a summary of the Company's operating results and financial performance for the year ending December 31, 2021.

It was noted that the presentation was a condensed report and that the complete Audited Financial Report is contained in the 2021 Annual Report (SEC Form 17-A) which is available in the Company's website.

| PETROLEUM OPERATIONS              | 2021    | 2020    |
|-----------------------------------|---------|---------|
| Production Volume<br>(in barrels) |         |         |
| GALOC                             | 622,357 | 690,946 |
| Philodrill's equity<br>interest   | 10.178% | 7.215%  |
| (in US\$)                         |         |         |
| Average price per barrel          | 73.54   | 37.15   |
| Average cost per barrel           | 56.38   | 58.77   |
| Opex cost                         | 38.72   | 38.86   |
| Non-cash cost                     | 17.66   | 19.91   |

Crude production from the Galoc field amounted to 622,357 barrels, which is around 10% lower than the 690,946 barrels produced in 2020, mainly because of the depletion of the crude oil reserves.

The Company's participating interest increased from 7.21% in 2020 to 10.18% due to the withdrawal of a foreign partner in 2020, and Philodrill opting to acquire its pro rata share in the equity of the withdrawing party.

Average lifting price for Galoc crude for the year 2021 was at US\$73.54 per barrel, almost double the price of US\$37.15 per barrel from the previous year's average price. This was mainly due to the upward trend of crude prices as the global demand started to recover from the slump cause by the Covid19 pandemic in 2020. At the same time the OPEC crude producers continue to institute production quotas in order to prevent a supply glut in the market.

In terms of production cost, the composite cost/barrel of Galoc crude in 2021 was at US\$56.38 per barrel, consisting of an opex or cash component of US\$38.72 per barrel and a



non-cash or depletion component of US\$17.66 per barrel. The 2021 average cost is US\$2.39 or about 4% lower than the average cost of US\$58.77 per barrel in 2020, mainly because of the lower level of operating cost in 2020 which offset the decline in production coupled with a lower unit depletion cost due to the increase in equity interest in the Galoc project.

### DUBAI CRUDE PRICES/EXCHANGE RATES 2021



The orange graph shows the monthly average price of Dubai Crude for 2021, while the three blue dots represent the timing and price of the crude shipments made during the year. Starting with an average price of US\$54.77/barrel in January 2021, the Dubai crude steadily moved upwards peaking at US\$81.59/barrel in October but dipping to US\$73.18/barrel in December.

The blue dots represent the crude shipments made for the year, starting with Cargo 68, which was made in April 2021 at the average price of US\$63.48/barrel, followed by Cargo 69 shipped in August at the price of US\$70.46/barrel and the last shipment for 2021, Cargo 70, made in November at the price of US\$77.44/barrel.

The red graph shows the movement of the peso-dollar exchange rate for 2021. The year 2021 started with an exchange rate of P48.02:\$1. For the first semester, the exchange rate stayed below P50:\$1 up to August. After closing at P51:\$1 in September, the local currency traded above the P52:\$1 level for the rest of the year and practically closed at P51:\$1 in December. The Peso depreciated by P3/\$1 or about 6% in 2021.

### CONSOLIDATED STATEMENTS OF INCOME (in million pesos, except EPS)

|   | 2021          | 2020            |
|---|---------------|-----------------|
| <b>REVENUES</b>                         |               |                 |
| Petroleum Operations                    | 207.1         | 90.4            |
| Equity in Net Earnings of Associates    | 38.0          | 17.3            |
| Interest & Other Income (net)           | 15.8          | 13.2            |
|   | <b>260.9</b>  | <b>120.9</b>    |
| <b>COSTS AND EXPENSES</b>               |               |                 |
| Production Costs                        | 139.5         | 99.3            |
| Depletion Costs                         | 51.3          | 61.9            |
| Impairment Losses                       | -             | 132.7           |
| Foreign Exchange (Gains) Losses         | (16.5)        | 20.6            |
| General & Administrative                | 60.8          | 73.0            |
|   | <b>235.1</b>  | <b>387.5</b>    |
| <b>INCOME (LOSS) BEFORE INCOME TAX</b>  | <b>25.8</b>   | <b>(266.6)</b>  |
| (PROVISION FOR) BENEFIT FROM INCOME TAX | 10.5          | 14.7            |
| <b>NET INCOME (LOSS)</b>                | <b>36.3</b>   | <b>(251.9)</b>  |
| <b>INCOME (LOSS) PER SHARE</b>          | <b>0.0002</b> | <b>(0.0013)</b> |

Moving on to the Company's Audited Income Statement for 2021, total revenues is at P260.9M more than double the total revenue of P120.9M booked in 2020. Petroleum revenues at P207.1M which benefitted from the surge in crude prices in 2021. Equitized income of P38M also posted a substantial increase from the P17.3M in 2020 due to the much improved profitability of one of the Company's mining affiliates, wherein it maintains a small equity interest.

With regard to cost and expenses, a total of P235.1M in 2021 was P152M lower than the cost and expenses for 2020. The biggest factor behind the decrease was the absence in 2021 of an impairment provision amounting to P133M which was booked in 2020 in two (2) of the Company's dormant petroleum projects. Petroleum related expenses of P191M in 2021 was about P30M or 19% higher than the previous year's expenses mainly due to the increased participating interest in Galoc, plus the presence in 2021 of an P8M remittance to the DOE as Philodrill's share in the Training Fund obligation pertaining to the surrendered Service Contract 14 (Nido and Matinloc blocks).

Another item, which is a deduction from total expenses in 2021, was the foreign exchange gain of P16.5M arising from the depreciation in the P:\$ exchange rate in 2021, in contrast to a forex loss of P20.6M booked in 2020 due to the appreciation of the Peso vs. the USD during that year.

After taking into account the negative tax provision due to the deferred tax asset pertaining to the NOLCO for 2021, the Company posted a net income of P36.3M in 2021 versus the P252M loss reported in 2020.

CONSOLIDATED STATEMENTS OF  
FINANCIAL POSITION  
(in million pesos, except BVPS)

|   | 2021           | 2020           |
|---|----------------|----------------|
| <b>Current Assets</b>                                       | <b>606.7</b>   | <b>574.0</b>   |
| <b>Property &amp; Equipment</b>                             | <b>331.1</b>   | <b>389.0</b>   |
| <b>Deferred Oil Exploration<br/>&amp; Development Costs</b> | <b>1,008.6</b> | <b>987.7</b>   |
| <b>Investments &amp; Other<br/>Assets</b>                   | <b>1,147.3</b> | <b>1,123.5</b> |
|   | <b>3,093.8</b> | <b>3,074.2</b> |
| <b>Liabilities</b>  | <b>80.1</b>    | <b>98.9</b>    |
| <b>Equity</b>   | <b>3,013.7</b> | <b>2,975.3</b> |
|   | <b>3,093.8</b> | <b>3,074.2</b> |
| <b>Book Value Per Share</b>                                 | <b>0.0157</b>  | <b>0.0155</b>  |

As to the Company's Consolidated Financial Position as of December 31, 2021 with comparative figures as of December 2020, total Assets increased by about P20M, at P3.094B as of the end of 2021. The increase in revenues due to higher crude prices gave rise to a P33M increase in the Current Assets of about P607B. Property & Equipment declined by about P58M due to the booking of depletion charges for the year. Additional expenditures for the Company's other petroleum projects resulted to a net increase of P21M, with Development Costs of over P1B as of end of 2021.

Investments and Other Assets went up by about P24M to P1.147B mainly because of the booking of equitized income and deferred tax asset.



With regard to liabilities, the Company remained debt-free, with liabilities standing at P80M in 2021, lower by about P19M from P98.9M in 2020. Stockholders' equity at P3.014B was P38M higher due to the net income generated in 2021. Book value for 2021 stood at P0.0157/share, compared to P0.0155/share as of the end of 2020.

At this point, the Acting Chairman opened the floor for any questions, comments or issues that the stockholders may have regarding the Management Report presented by Messrs. Sales and Nazarea.

Stockholders were encouraged to participate in the ASM by sending their questions and/or comments during the meeting by email to [2022asm@philodrill.com](mailto:2022asm@philodrill.com) with subject "ASM Question/Comment". The following questions were raised during the meeting:

*1. What are the Company's short-term plans?*

VP for Exploration Mr. Alessandro Sales mentioned that, as explained in the Management Report, the immediate activity for the year is to get the drilling of the Cadlao 4 started and going into the extended well testing. If everything goes as scheduled, there is a possibility for operations to go into commercial production of Cadlao by the second half of 2023. Aside from this, there are two other areas being considered important for the short-medium term plans of the Joint Venture (JV). The Onshore Mindoro area, wherein the JV has cleared a major stumbling block when it secured the permit from the NCIP and can proceed with the planning and preparing for the drilling of the Progreso 2 Well. In the more medium term, given the relatively high oil prices prevailing and should this continue, it will support the redevelopment of West Linapacan. Management has commenced discussions with a third party who is willing to come in and help develop West Linapacan.

*2. What do you think will be the impact of the BBM administration to the oil & gas industry, if any?*

Management expects that there will be learning curves for the incoming administration's staff that will be assigned to the Department of Energy (DOE). However, Management is hoping that since it was Ferdinand Marcos, Sr. that created the DOE, Marcos Jr. will take care of the Department as well.

After the Management Reports presented by Messrs. Sales and Nazarea, and considering that the stockholders have been sufficiently informed of the current status of the Company, a motion was raised that the Management Report and Financial Statements for the year 2021 be noted and approved.

The motion having been seconded and there being no objections, the Presiding Officer declared the motion carried and duly approved.

**RESOLUTION NO. 2022-06-15-02**

*"RESOLVED, that the Management Report of the Company for the year 2021, including its Audited Financial Statements be noted and approved."*

**RATIFICATION AND/OR CONFIRMATION OF THE  
ACTS AND RESOLUTIONS OF THE  
BOARD OF DIRECTORS AND MANAGEMENT**

The next item in the agenda is the ratification of the acts and resolutions of the Board of Directors and Management.

The Corporate Secretary explained that the ratification by the stockholders is sought for the acts and resolutions of the Board of Directors, its Committees, and Management of the Company taken or adopted since the annual stockholders’ meeting last June 16, 2021 until the date of the meeting, June 15, 2022. Atty. Arias referred the stockholders to the summary of resolutions for ratification/confirmation which were flashed on the screen for the stockholders to view, it was also noted that the same are disclosed in the Company’s Information Statement. After sufficient time, a stockholder moved for the approval of all the acts and resolutions of the Board of Directors, its Committees, and Management of the Company taken or adopted since the Annual Stockholders’ Meeting last June 16, 2021 until June 15, 2022.

The motion having been seconded and there being no objections, the Presiding Officer declared the motion carried and the resolution approved.

**RESOLUTION NO. 2022-06-15-03**

*“RESOLVED, that the acts and resolutions of the Board of Directors, its Committees, and the Management taken or adopted since the annual stockholders’ meeting last June 16, 2021 until the date of this meeting June 15, 2022 be approved, confirmed and ratified.”*

**APPOINTMENT OF EXTERNAL AUDITOR  
FOR CALENDAR YEAR 2022**

The next order of business is the appointment of Independent External Auditor for the Company for fiscal year 2022. The Audit Committee has evaluated the performance of the current external auditor, SyCip Gorres Velayo & Co. Based on the recommendation of the Audit Committee, The Philodrill Corporation reappoints SyCip Gorres Velayo & Co. as external auditor for fiscal year 2022. Representatives of SGV & Co. were present in the meeting to answer any questions addressed to them.

A total of 107,181,415,399 shares representing 99.89% of the total voting shares represented in the June 15, 2022 meeting voted in favor of the appointment of SyCip Gorres Velayo & Co. as the Company’s External Auditor for 2022. Therefore, the resolution appointing SyCip Gorres Velayo & Co. as the Company’s External Auditor for 2022 is hereby approved.

**RESOLUTION NO. 2022-06-15-04**

*“RESOLVED, that Sycip Gorres Velayo & Co. are hereby appointed external auditors of the Company for calendar year 2022.”*

**AMENDMENT OF THE BY-LAWS**

The Corporate Secretary discussed the proposed amendments to the Company’s By-laws. The proposed changes are being made in order to align the Company’s policies and procedures with the issuances of the Securities and Exchange Commission (SEC) pertaining to the alternative modes of holding the Annual Stockholders’ Meetings. The following are the proposed amendments to the existing By-Laws of Philodrill.

| FROM   | TO   |
|--|--|
| <b>ARTICLE I SECTION 1</b><br><br><b>SECTION 1. – ANNUAL MEETING</b> – The annual meeting of the stockholders shall be held every third Wednesday of June of each year, if legal holiday, then on the day following, and at such time and place in Metro | <b>ARTICLE I SECTION 1</b><br><br><b>SECTION 1. – ANNUAL MEETING</b> – The annual meeting of the stockholders shall be held every third Wednesday of June of each year, if legal holiday, then on the day following, and at such time and place in Metro |



|   |   |
|---|---|
| Manila as the Board of Directors may, by a majority vote, determine.  | Manila, <u>or via remote communication</u> , as the Board of Directors may, by a majority vote, determine.  |
| <b>ARTICLE I SECTION 2</b><br><br><b>SECTION 2. – SPECIAL MEETINGS</b> – Special meetings of the stockholders may be called by the Chairman of the Board, or by the President, or by order of the Board of Directors, whenever either one or the Board shall deem it necessary, and it shall be the duty of the Chairman or the President to order and call such meetings whenever the holders of record of not less than one-fourth of the outstanding capital stock of the Company with voting privilege shall, in writing, so request.   | <b>ARTICLE I SECTION 2</b><br><br><b>SECTION 2. – SPECIAL MEETINGS</b> – Special meetings of the stockholders may be called by the Chairman of the Board, or by the President, or by order of the Board of Directors, whenever either one or the Board shall deem it necessary, and it shall be the duty of the Chairman or the President to order and call such meetings whenever the holders of record of not less than one-fourth of the outstanding capital stock of the Company with voting privilege shall, in writing, so request. <u>All stockholders may attend meetings or vote in person through remote communication or voting in absentia.</u>   |
| <b>ARTICLE I SECTION 3</b><br><br><b>SECTION 3. – NOTICES</b> – Notice of the meeting and place of holding any annual meeting or any special meeting of the stockholders shall be given either by posting the same enclosed in a postage prepaid envelope addressed to each stockholder of record entitled to vote at the address left by such stockholder with the Secretary of the Company or at his last known post-office address, or by delivering the same to him in person at least one month before the date set for such meeting. Every stockholder shall furnish the Secretary with the address at which notices of meetings and all other corporate notices may be served upon or mailed to him and if any stockholder shall fail to furnish such address, notices may be served upon him by mail directed to him at his last known post-office address. The notice of every special meeting shall state briefly the objects of the meeting, and no other business shall be transacted at such meeting except by consent of all stockholders of the Company entitled to vote. No notice of any meeting need be published in any newspaper. Failure to give, or any defect or irregularity in giving, the notice of the annual meeting shall not affect or invalidate the actions or proceedings at such meeting. | <b>ARTICLE I SECTION 3</b><br><br><b>SECTION 3. – NOTICES</b> – Notice of the meeting and place of holding any annual meeting or any special meeting of the stockholders shall <u>sent to all stockholders of record through mail or electronic mail or publication as such other manner as the SEC shall allow under its guidelines, at least one (1) month before the date set for such meeting.</u> The notice of every special meeting shall state briefly the objects of the meeting, and no other business shall be transacted at such meeting except by consent of all stockholders of the Company entitled to vote. Failure to give, or any defect or irregularity in giving, the notice of the annual meeting shall not affect or invalidate the actions or proceedings at such meeting.   |
| <b>ARTICLE I SECTION 4</b><br><br><b>SECTION 4. – ORDER OF BUSINESS</b> – The order of business at the annual meeting of the stockholders shall be as follows:<br><br><ol style="list-style-type: none"> <li>(1) Proof of the required notice of the meeting.</li> <li>(2) Proof of the presence of a quorum.</li> <li>(3) Reading of minutes of previous meeting and action thereon.</li> <li>(4) Report of Board of Directors.</li> <li>(5) Unfinished business.</li> <li>(6) New businesses.</li> <li>(7) Election of External Auditors</li> <li>(8) Appointment if inspectors of election to serve until the close of the next annual meeting.</li> <li>(9) Election of directors for the ensuing year.</li> <li>(10) Other matters.</li> </ol>   | <b>ARTICLE I SECTION 4</b><br><br><b>SECTION 4. – ORDER OF BUSINESS</b> – The order of business at the annual meeting of the stockholders shall be as follows:<br><br><ol style="list-style-type: none"> <li>1. <u>Call to Order and Proof of Notice of the Meeting.</u></li> <li>2. <u>Certification of Quorum.</u></li> <li>3. <u>Approval of the Minutes of the previous Annual Stockholders' Meeting.</u></li> <li>4. <u>Report of Management on the Company's Exploration and Production activities</u></li> <li>5. <u>Presentation of Annual Report and Audited Financial Statements</u></li> <li>6. <u>Ratification and Approval of all previous acts and resolutions of the Board of Directors, Management and all Committees.</u></li> <li>7. <u>Appointment of Independent Auditor</u></li> <li>8. <u>Election of Directors</u></li> <li>9. <u>Other Matters</u></li> <li>10. <u>Adjournment</u></li> </ol> |
| <b>ARTICLE I SECTION 5</b><br><br><b>SECTION 5. – VOTING</b> – At every meeting of the stockholders of the Company, every stockholder entitled to vote shall be entitled to vote of each share of stock outstanding in his name on the books of the Company. Provided, however, that in the case of the election of directors every stockholder entitled to vote shall be entitled to cumulate his votes in accordance with the   | <b>ARTICLE I SECTION 5</b><br><br><b>SECTION 5. VOTING</b> – At every meeting of the stockholders of the Company, every stockholder entitled to vote shall be entitled to vote of each share of stock outstanding in his name on the books of the Company. Provided, however, that in the case of the election of directors every stockholder entitled to vote shall be entitled to cumulate his votes in accordance with the   |



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|---|---|
| <p>provisions of law in such case made and provided. Every stockholder entitled to vote at any meeting of stockholders may so vote by proxy, provided that the proxy shall have been appointed in writing by the stockholder himself or by his duly authorized attorney. The instrument authorizing a proxy to act shall be exhibited to the Secretary and inspectors of election and shall be lodged with the Secretary if he shall so request. At any meeting of the stockholders, the holders of the Company then issued and outstanding and entitled to vote, represented in person or by proxy, shall constituted a quorum for the transaction of business, and, in the absence of a quorum, the stockholders attending or represented at the time and place at which such meeting shall have been called, or to which it may have been adjourned, or any officer entitled to preside at such meeting or to act as secretary thereof, may adjourn such meeting for a period not exceeding twenty days.</p> | <p>provisions of law in such case made and provided. Every stockholder entitled to vote at any meeting of stockholders may so vote <u>either in person, through a proxy duly appointed or through remote communication or in absentia, subject to compliance with the rules and regulations as may be issued by the SEC.</u> The instrument authorizing a proxy to act shall be exhibited to the Secretary and shall be lodged with the Secretary if he shall so request. At any meeting of the stockholders, the holders of the Company <u>stocks</u> then issued and outstanding and entitled to vote, represented in person or by proxy, shall constituted a quorum for the transaction of business, and, in the absence of a quorum, the stockholders attending or represented at the time and place at which such meeting shall have been called, or to which it may have been adjourned, or any officer entitled to preside at such meeting or to act as secretary thereof, may adjourn such meeting for a period not exceeding twenty days</p> |
| <p><b>ARTICLE I SECTION 6</b></p> <p><b>SECTION 6. – ELECTION INSPECTORS</b>—The stockholders entitled to vote may, at each annual meeting, appoint two persons (who need not be stockholders) to act as inspectors of election at all meetings of the annual meeting. If any inspector shall refuse to serve, or neglect to attend at any meeting of the stockholders, or his office shall become vacant, the meeting may appoint an inspector in his place.</p>   | <p><b>ARTICLE I SECTION 6</b></p> <p><b>SECTION 6 - QUORUM</b> – <u>At the meeting of the stockholders, a majority of the subscribed capital stock of the corporation, whether represented in person or by proxy, shall constitute a quorum, unless otherwise provided by the Corporation Code. A majority of such quorum shall decide any question that may be brought before the meeting, save and except those other matters, in which the laws of the Philippines, if any, expressly require the affirmative vote of a greater portion. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be presented or represented.</u></p> <p><u>A stockholder who participates through remote communication or in absentia shall be deemed present for the purpose of determining the quorum.</u></p>  |
| <p><b>ARTICLE III SECTION 1</b></p> <p><b>SECTION 1. – EXECUTIVE OFFICERS</b> – The officers of the Company shall be a Chairman of the Board, a Vice-Chairman, a President, who shall all be members of the board of directors, Executive Vice-President, one or more Vice-Presidents, a Treasurer and a Secretary, all of whom shall be elected by the board of directors. The same person may be elected to the positions of Chairman of the board and President, or Vice-Chairman and President. The same person may hold the office and perform the duties of both an Executive Vice-President or a Vice-President and Treasurer and also of the Secretary and Treasurer. The Treasurer shall be ex-officio an Assistant Secretary, the Secretary shall be ex-officio an Assistant Treasurer.</p>   | <p><b>ARTICLE III SECTION 1</b></p> <p><b>SECTION 1. – EXECUTIVE OFFICERS</b> – The officers of the Company shall be a Chairman of the Board, a Vice-Chairman, a President, who shall all be members of the board of directors, Executive Vice-President, one or more Vice-Presidents, a Treasurer, a Secretary, <u>and a Compliance Officer</u>, all of whom shall be elected by the board of directors. The same person may be elected to the positions of Chairman of the board and President, or Vice-Chairman and President. The same person may hold the office and perform the duties of both an Executive Vice-President or a Vice-President and Treasurer and also of the Secretary and Treasurer.</p>   |

The foregoing has been approved by the Board of Directors in its meeting last Feb. 16, 2022.

A total of 107,303,471,649 shares equivalent to 100% of the voting shares represented in the meeting, voted in favor of all the proposed amendments. As such, the foregoing provisions of the Company’s By-laws are hereby amended, as approved by the Stockholders representing at least 55.93% of the Company’s outstanding capital stock.

### RESOLUTION NO. 2022-06-15-05

*RESOLVED, that “the majority of Stockholders of The Philodrill Corporation, owning 55.93% of the Company’s outstanding capital stock, approved and agreed to amend Article I, Sections 1 to 6, and Article III, Section 1 of the Company’s By-Laws.”*



## **ELECTION OF DIRECTORS**

The Presiding Officer announced that the next item in the Agenda is the election of the Directors. The Corporate Secretary noted that in accordance with the Company's Revised Manual on Corporate Governance, all nominations for director were reviewed and approved by the Corporate Governance and Nominations Committee.

Under SEC rules, only nominees whose names have been submitted to and evaluated by the Corporate Governance and Nominations Committee, and whose names appear in the Final List of Candidates set forth in the Definitive Information Statement, shall be eligible for election as independent directors.

The Company received the following nominations for regular and independent directors for the ensuing term 2022-2023, which were evaluated by the Corporate Governance and Nominations Committee:

### **For Regular Directors:**

- 1) ALFREDO C. RAMOS
- 2) PRESENTACION S. RAMOS
- 3) CHRISTOPHER M. GOTANCO
- 4) ADRIAN PAULINO S. RAMOS
- 5) GERARD ANTON S. RAMOS
- 6) MAUREEN ALEXANDRA R. PADILLA
- 7) REYNALDO E. NAZAREA

### **For Independent Directors:**

- 8) NICASIO I. ALCANTARA
- 9) HONORIO A. POBLADOR III

The nominees for Directors each has received at least 107,303,371,649 votes, save for Mrs. Presentacion S. Ramos and Maureen Alexandra R. Padilla who each received 107,303,471,649 votes representing 100% of the total voting shares represented in the June 15, 2022 meeting.

On the screen was presented the tally of the total votes cast for each Director as of June 15, 2022. Therefore Mr. Chairman, I hereby certify that all 9 Nominees for Directors have received sufficient votes to elect them as Board of Directors of The Philodrill Corporation for the term 2022 to 2023.

## **RESOLUTION NO. 2022-06-15-06**

***"RESOLVED**, that the following be elected as members of the Board of Directors of the Company, to serve as such beginning June 15, 2022 and until their successors are elected and qualified:*

*Mr. Alfredo C. Ramos  
Mrs. Presentacion S. Ramos  
Mr. Christopher M. Gotanco  
Mr. Adrian Paulino S. Ramos  
Mr. Gerard Anton S. Ramos  
Mrs. Maureen Alexandra R. Padilla  
Mr. Reynaldo E. Nazarea  
Mr. Nicasio I. Alcantara (Independent Director)  
Mr. Honorio A. Poblador III (Independent Director)."*

ADJOURNMENT

The Chairman inquired if there are matters which the stockholders would want to discuss in the Meeting.

There being no further questions and matters to discuss, upon motion duly made and seconded, the Meeting was adjourned at 3:45 p.m.

Certified Correct:

  
ADRIAN S. ARIAS  
Secretary of the Meeting

Attest:

  
ADRIAN S. RAMOS  
Acting Chairman of the Meeting


  
ALFREDO C. RAMOS  
Chairman

REPUBLIC OF THE PHILIPPINES)  
QUEZON CITY) S.S.

SUBSCRIBED AND SWORN to before me this 20 JUN 2022 day of QUEZON CITY, affiants exhibiting to me their competent ID as follows:

| Name             | Competent ID | Date and Place of Issue |
|------------------|--------------|-------------------------|
| Adrian S. Ramos  |              |                         |
| Adrian S. Arias  |              |                         |
| Alfredo C. Ramos |              |                         |

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Series of 2022.

  
ALLAN S. JAO  
Notary Public - Quezon City  
1010 Edsa, Bago Bantay, QC  
Roll No. 00786  
IBP Lifetime No. 02001  
PTR No. 1580586/2.8.2022/San Juan City  
MCLE No. VI-0028149/7.29.2019  
Commission No. NP-134 Until Dec. 31, 2021  
Extended as Commission under B.M. 3795