MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
OF MRC ALLIED, INC.
Manila Polo Club
Mckinley Road, Forbes Park, Makati City
At 9:00A.M., 11 August 2026

DIRECTORS PRESENT:
Mr. JIMMY T. YAOKASIN, *Chairman*
Mr. AUGUSTO M. COSIO JR., *President and CEO*
Mr. BERNARD B. RABANZO, *Director*
Mr. JAMES G. VELASQUEZ, *Director*
Ms. KRISTINE B. CUENCA, *Director*
Mr. GOPAL SHAM DASWANI, *Independent Director*
Mr. EMMANUEL K. VELOSO, *Independent Director*

OTHERS:
ATTY. CHRYSELLE Z. LOPEZ**,** *Corporate Secretary*
ATTY. FEDERICO P. PRIETO, *Chief Legal & Compliance Officer*
AL JOSEPH C. DE GUZMAN, *Chief Operations Officer*
HELEN Q. CHICO, *Compliance Officer*

I. CALL TO ORDER

The Chairman of the Board, Mr. Jimmy T. Yaokasin, presided over and called the meeting to order at around 9:00 A.M. Before he started, the Chairman acknowledged the Board Members, officers and guests.

II. PROOF OF THE REQUIRED NOTICE OF MEETING & CERTIFICATION OF QUORUM

Upon inquiry by the Chairman, the Corporate Secretary certified that the appropriate notices were sent to all stockholders. As provided by SEC, notice of the ASM was done by publishing in a newspaper of general circulation. The notice for the event was published under the Manila Standard on July 7 & 8, 2026 and Daily Tribune on July 8 & 9, 2026, both print and online. The Corporate Secretary likewise certified that based on the written report of the Stock & Transfer Agent out of the total **1,499,599,230** issued and outstanding common shares, there were **1,032,760,360** common shares present or represented by Stockholders by way of proxies and the said number of shares is equivalent to **68.87%** of the total issued and outstanding capital stock of the Corporation. Hence, the Corporate Secretary declared that a quorum was present. The meeting was held at the Manila Polo Club, Mckinley Road, Forbes Park, Makati City.

III. APPROVAL OF PREVIOUS MINUTES

Since the minutes of the Annual Stockholders' Meeting held last November 11, 2025 has been previously posted at the company's website, on a motion made and duly seconded, the Stockholders passed and approved the following resolution:

Stockholders' Resolution No. 1, series of 2026

"**RESOLVED**, that the reading of the minutes of the previous Annual Stockholders' Meeting held last 11 November 2025, be as it is hereby dispensed with and posted at the company's website, that the same be, as it is hereby, approved without reading."

IV. APPROVAL OF THE 2025 AUDITED FINANCIAL STATEMENTS

Upon motion duly made and seconded, the Stockholders passed and approved the following resolution:

Stockholders' Resolution No. 2, series of 2026

"**RESOLVED**, that the Audited Financial Statement for the year 2025 of MRC Allied, Inc., as prepared by its external auditors Reyes Tacandong & Company, is hereby approved."

V. PRESIDENT'S REPORT

Mr. Augusto M. Cosio Jr. has reported to the Stockholders that the management of MRC already initiated its plan to raise the 1 Billion Pesos Funding through previously approved Private Placement. The initial Private Placement transaction is completed on August 7, 2025 and has generated a total amount of PHP333,333,333.00 pesos in proceeds. The Board approved the utilization of the proceeds of the initial Private Placement for settlement of an equivalent amount of existing loans recorded in the books of the company, giving the President the authority to immediately implement the same so as to put MRC in an ideal financial position for its intended expansion.

And on February 2, 2026, another round (2nd tranche) of the Private Placement was conducted to raise a total amount of PHP315,000,000. The Board approved the utilization of the proceeds thereof for expansion in Renewable Energy and the settlement of remaining advances recorded in its books.

Mr. Cosio, Jr. mentioned also that the Company is looking at expanding into the telecommunications and data transmission industry, as will be enabled by the recently passed "Konektadong Pinoy Law". The Management will be approaching potential local and foreign partners for this project in cooperation with our affiliate companies operating nationwide broadband and satellite internet distribution and data transmission business.

Mr. Cosio, Jr. informed the Stockholders that the management has likewise initiated the works for updating its government applications for its mining projects. He mentioned that the company has a claim mining rights to the Four (4) Mining Projects/Properties.

Moreover, Mr. Cosio, Jr. mentioned also that the management is preparing to relaunch its industrial estate property in Naga City, Cebu in anticipation of the growing industrial and commercial ventures in the area.

Lastly, he mentioned that the Board has an existing approval for the conduct of further fund raising efforts through the increase of the Authorized Capital Stocks from PHP1.5 Billion to PHP5 Billion which increase will be presented for approval of the stockholders in this year's annual stockholders' meeting. The increase in Authorized Capital Stocks is intended to support the aforementioned business plans.

Mr. Cosio, Jr. in closing his report, thanked the Stockholders, Executives and Members of the Board for their continuing support.

VI. RATIFICATION AND APPROVAL OF CORPORATE ACTS

After some discussion and upon motion made and duly seconded, the following resolution was duly passed and approved:

Stockholders' Resolution No. 3, series of 2026

"**RESOLVED**, that all acts, proceedings, transactions and agreements, authorized by the Board of Directors and Officers of the Corporation, for and on behalf of the Corporation from the last Stockholders' Meeting to date be approved, confirmed and ratified."

VII. APPROVAL OF THE STOCKHOLDERS

The following matters in the Agenda for the approval of the Stockholders were approved during the meeting of the Stockholders, the Corporate Secretary certified that based on the written report of the Stock & Transfer Agent out of the total **1,499,599,230** issued and outstanding common shares, there were **1,032,760,360** common shares present or represented by Stockholders by way of proxies and in person, said number of shares is equivalent to **68.87%** on the total issued and outstanding and/or at least two-thirds (2/3) of the issued and outstanding capital stock:

Stockholders' Resolution No. 4, series of 2026

RESOLVED, THAT THEAPPROVAL OF THE AMENDMENT OF THE SEVENTH ARTICLE OF THE ARTICLES OF INCORPORATION UNDER SEVENTH ARTICLE THE INCREASE IN AUTHORIZED CAPITAL STOCK FROM ONE BILLION FIVE HUNDRED MILLION PESOS (PHP1,500,000,000.00) WITH PAR VALUE OF ONE PESO (PHP1.00) PER SHARE UP TO FIVE BILLION PESOS (PHP5,000,000,000.00) WITH PAR VALUE OF ONE PESO (PHP1.00) PER SHARE.

Stockholders' Resolution No. 5, series of 2026

RESOLVED, THAT THE APPROVAL OF THE AUTHORITY AND DESCRETION OF THE BOARD OF DIRECTORS TO IMPLEMENT THE INCREASE IN AUTHORIZED CAPITAL STOCK OF THE CORORATION FROM ONE BILLION FIVE HUNDRED MILLION PESOS (PHP1,500,000,000.00) WITH PAR VALUE OF PHP1.00 PER SHARE UP TO FIVE BILLION PESOS (PHP5,000,000,000.00) WITH PAR VALUE OF ONE PESO (PHP1.00) PER SHARE IN SEPARATE TRANCHES OR PHASES WITHOUT NEED OF STOCKHOLDERS' FURTHER APPROVAL.

Stockholders' Resolution No. 6, series of 2026

RESOLVED, THAT THE APPROVAL OF THE AUTHORITY OF THE BOARD OF DIRECTORS TO IMPLEMENT THE INCREASE IN ATHORIZED CAPITAL STOCK UP TO FIVE BILLION PESOS (PHP5,000,000,000.00) WITH PAR VALUE OF ONE PESO (PHP1.00) PER SHARE BY WAY OF PRIVATE PLACEMENT AND/OR STOCK RIGHTS OFFERING AND/OR PROPERTY FOR SHARE AND/OR SHARE FOR

SHARE SCHEMES AND/OR DEBT-TO-EQUITY CONVERSION WITHOUT NEED OF FURTHER APPROVAL FROM THE STOCKHOLDERS.

VIII. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

As disclosed in the 2026 SEC Form 20-IS, the following were nominated and consequently duly elected as members of the Board of Directors of the Corporation to serve as such until the next stockholders meeting or until their successors shall have been duly elected and qualified:

A. For Regular Directors:
(1) Mr. Jimmy T. Yaokasin
(2) Mr. Augusto M. Cosio Jr.
(3) Mr. Bernard B. Rabanzo
(4) Mr. James G. Velasquez
(5) Ms. Kristine B. Cuenca

B. For Independent Directors:
(1) Mr. Gopal Sham Daswani
(2) Mr. Emmanuel K. Veloso

VIII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman said that Management is recommending to the stockholders the re-appointment of the firm Reyes Tacandong & Co. as the external auditor of the Corporation for the year 2026. Upon motion made and seconded, the Stockholders passed and approved the following resolution:

Stockholders' Resolution No. 7, series of 2026

"**RESOLVED**, that the accounting firm of Reyes Tacandong & Company be reappointed as external auditor of the Corporation for the year 2026."

IX. OTHER MATTERS/ADJOURNMENT

There being no other matters discussed during the meeting.

On motion made and duly seconded, there being no other matters discussed, the meeting was adjourned at around 11:30 A.M.

X. QUESTIONS FROM THE STOCKHOLDERS /OPEN FORUM

The Corporate Secretary certify that during the 2026 Annual Stockholder's Meeting of the company there were no question received from the stockholders.

Certified Correct:

ATTY. CHRYSELLE Z. LOPEZ
Corporate Secretary

*Please note that the minutes of the 2026 Annual Stockholders' Meeting (ASM) is subject for the approval of the stockholders for the upcoming 2027 ASM.