



## ANNEX “A”

### RATIONALE FOR AGENDA ITEMS

#### **Agenda Item 1. Call to Order.**

The Chairman of the Board of Directors, Mr. Willy N. Ocier, will call the meeting to order.

#### **Agenda Item 2. Proof of Notice of Meeting and Quorum**

The Corporate Secretary, Atty. Jason C. Nalupta, will certify that copies of this Notice were sent to Stockholders of record as of March 28, 2025. Further, the Corporate Secretary will also certify the number of attendees, whether in person or by proxy or through remote communication or *in absentia*, for the purpose of determining the existence of quorum to validly transact business.

#### **Agenda Item 3. Approval of the Minutes of the Annual Meeting of Stockholders held on May 31, 2024.**

The draft minutes of the May 31, 2024 Annual Stockholders' Meeting (ASM) are available on the Company's website: <https://www.bellecorp.com/investor-relations/asm-minutes-and-results-asm/> / [https://www.bellecorp.com/sites/default/files/investor\\_relations/Belle%20ASM%202024%20Signed%20Draft.pdf](https://www.bellecorp.com/sites/default/files/investor_relations/Belle%20ASM%202024%20Signed%20Draft.pdf) Stockholders will be asked to approve the Minutes of the 2024 Annual Stockholders' Meeting as recommended by the Board of Directors.

#### **Agenda Item 4. Approval of 2024 Operations and Results**

A report on the highlights of the performance of the Company for the year ended 2024 will be presented to Stockholders. The financial reports were reviewed by the Audit Committee and the Board of Directors, and have been audited by the external auditors which has issued an unqualified opinion on the Audited Financial Statements (AFS). A summary of the 2024 AFS shall also be presented to the Stockholders. Stockholders, after identifying themselves, will be given an opportunity to raise questions regarding the operations and report of the Company.

#### **Agenda Item 5. Ratification of all Acts of the Board of Directors and Management during their term of office**

All actions, proceedings and contracts entered into, as well as resolutions made and adopted by the Board of Directors and by the Board committees, as well as of Management, from the date of the Stockholders Meeting held on May 31, 2024 to the date of this meeting, shall be presented for confirmation, approval, and ratification.

#### **Agenda Item 6. Election of Directors for 2025-2026**

The nominees for election to the Board of Directors, as nominated, reviewed, qualified, and recommended by the Corporate Governance Committee, are presented in this Information Statement (IS). Their proven expertise and qualifications based on current regulatory standards and the Company's own norms, will help sustain the Company's solid performance that will result to its stockholders' benefit. The profiles of the nominees are contained in the IS for reference of the stockholders and are likewise posted on the Company's website. If elected, they shall serve as such from April 28, 2025 until their successors shall have been duly qualified and elected.

#### **Agenda Item 7. Appointment of External Auditors**

The Audit Committee has pre-screened and recommended, and the Board has endorsed for consideration of the stockholders, the appointment of Reyes Tacandong & Co. as the Company's External Auditor for 2025. The Stockholders will also be requested to delegate to the Board the authority to approve the appropriate audit fee for 2025.

#### **Agenda Item 8. Other Matters**

The Chairman will open the floor for matters that the shareholders may want to take up. Questions raised by the stockholders on matters taken up at the meeting will be responded to at this stage of the meeting.

#### **Agenda Item 9. Adjournment**

After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.