

ANNEX “A”

EXPLANATION OF AGENDA ITEMS

1. **Call to Order** – The Chairman of the Board and CEO, Mr. Felipe U. Yap, will call the meeting to order.
2. **Proof of due notice of the meeting and determination of quorum** – The Asst. Corporate Secretary, Atty. Odette A. Javier, will certify that (a) in accordance with SEC Notice dated 11 March 2026, notice of the meeting was duly published in two newspapers of general circulation for two consecutive days at least 21 days before the meeting date; and that (b) a quorum exists for the transaction of business.

The said published notice of the meeting advised stockholders that: (a) those who intend to participate in the meeting via remote communication should send by email on or before June 8, 2026 to the Asst. Corporate Secretary at oaj@lepantominig.com a scanned copy of a valid government-issued identification card (ID) for registration and verification purposes. An Indirect shareholder should include in the email a scanned copy of his/her broker’s certification of shareholding. (b) Stockholders may also be represented and vote at the meeting by submitting a Proxy (form attached) via email to oaj@lepantominig.com together with a scanned copy of a valid government-issued ID. Hardcopies of proxies may also be submitted to the Company’s principal office at the 21st Fl., Lepanto Building, 8747 Paseo de Roxas, Makati City.

Stockholders who have successfully registered will receive an email with (a) instructions on how to access the Ballot through a secure online portal which will allow them to vote at the meeting. The Ballot gives the stockholder the option not to vote directly, but to allow the Chairman to vote all items (except the election of directors) as his/her Proxy; and (b) the ZOOM meeting link. A stockholder who participates and votes *in absentia* or by remote communication shall be deemed present for purposes of quorum.

3. **Approval of the Minutes held on June 16, 2025**

The minutes of the previous stockholders’ meeting may be accessed through the Corporation’s website www.lepantominig.com. A resolution on this item requires the approval of a majority of the votes of stockholders present and eligible to vote.

4. **Approval of the Annual Report** – The Chairman will deliver a report to the stockholders on the Company’s performance in 2025. The President, Mr. Bryan U. Yap, will report on the Outlook for 2026. The Chairman will then address the questions sent by the stockholders via email or through the chat facility of zoom. Then, the audited financial statements for the year ended 31 December 2025 (attached to the Information Statement and accessible through the company’s website) will be presented for the approval by the stockholders. A resolution on this agenda item requires the approval of a majority of the votes of stockholders present and eligible to vote.

5. **Election of Directors including Independent Directors and the extension of their term** – The Nomination Committee received nominations for the Board of Directors, consisting of seven (7) regular and two (2) independent directors within the prescribed period and found such nominees to have all the qualifications and none of the disqualifications to serve as directors. The names of the nominees and their respective personal profiles, including directorships in listed companies, are duly indicated in the Information Statement. Election of directors will be done by plurality of votes.

Each shareholder is entitled to one (1) vote per share multiplied by the number of board seats to be filled, i.e. nine (9), and may cumulate his/her votes by giving as many votes as he/she wants to any candidate provided that the total votes cast shall not exceed the total votes to which he/she is entitled.

In the event that only nine (9) are nominated to fill the nine seats in the Board, the Chairman, unless otherwise instructed by a stockholder, may direct the Corporate Secretary to cast all votes in favor of those nominated.

6. **Amendment to Article Seventh of the Articles of Incorporation** – The stockholders will be asked to approve an amendment to the Seventh Article of the Articles of Incorporation for the following purposes:

- a. Declassification of the Corporation's common shares in compliance with SEC Memorandum Circular No. 10, Series of 2025 dated August 7, 2025 entitled "Repeal of the Rules Allowing the Trading of "B" Shares on the Regular Board and Requiring Buyers to Accept Either "B" or "A" Certificates" ("MC No. 10". Parallel to MC No. 10, the PSE issued a Memorandum to the investing public dated August 11, 2025; and a second Memorandum dated August 15, 2025 declaring that the deadline for compliance, based on the dates the SEC published MC No. 10, is August 9, 2026. Thus, all references to Class "A" and Class "B" shares in Article Seventh shall be deleted. A new paragraph will be added disallowing the transfer of shares of stock of the corporation that will reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock (60%) as provided by existing laws.
- b. A paragraph relating to the increase in the authorized capital stock from P3.34 B to P6.64 B undertaken in 2010 providing for the waiver by shareholders of their pre-emptive right to subscribe to the said increase is being proposed for deletion for being obsolete.

7. **Appointment of External Auditor** – The Corporation's Audit Committee is recommending the re-appointment of SyCip Gorres Velayo & Co. as external auditors for the current year. A resolution on this agenda item requires the approval of a majority of the votes of stockholders present and eligible to vote.
8. **Transaction of such other and further business as may properly come before the Meeting** - Stockholders may propose to discuss other issues and matters.
9. **Adjournment** – After all matters in the agenda have been taken up, the Chairman will entertain a motion to adjourn the meeting.