



MERALCO EMPLOYEES SAVINGS AND LOAN ASSOCIATION, INC.

Operations Bldg., Meralco Center, Ortigas Ave., Brgy. Ugong, Pasig City 1605

(02) 1622-6800 | meralco_sla@mesala.com.ph | www.mesala.com.ph

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ANNEX A AGENDA – DETAILS AND RATIONALE 2025 ANNUAL MEMBERSHIP MEETING

1. **Call to order.** The Chairman of the Board of Trustees, Atty. Horatio Enrico M. Bona, will formally open the meeting at approximately 9:00 am.
2. **Certification of Notice and Quorum.** The Corporate Secretary, Atty. Maria Zarah R. Villanueva-Castro, will certify that: (a) copies of the Notice of Meeting were sent to the members of record as of 12 March 2025, and (b) the number of attendees, whether in person or by proxy, for the purpose of determining the existence of quorum to validly transact business.
3. **Approval of the Minutes of the Annual Membership Meeting held on 12 April 2024.** A copy of the draft Minutes has been made available for examination during office hours at MESALA Office. The Minutes is also posted in the MESALA Bulletin Board and at the website of MESALA (www.mesala.com.ph). Members will be asked to approve the Minutes and acknowledge the completeness and accuracy thereof.
4. **Reports**
 - a. **Message of the Chairman of the Board.** The Chairman will give an overview of the opportunities and challenges to be faced by MESALA and its Management's goals and strategies for the succeeding year.
 - b. **Report of the President.** The Report summarizes the milestones and key achievements of MESALA and explains how MESALA reached its goals during the past year 2024.
5. **Ratification of all Acts of the Board of Trustees and Management.** Ratification of the acts of the Board of Trustees, and Management from 12 April 2024 up to today's Annual Membership Meeting will be sought from the members. The Board Resolutions are available for examination during office hours at MESALA Office. These are also posted in the MESALA Bulletin Board, and at the website of MESALA (www.mesala.com.ph).
6. **Approval of Trustees' Compensation Policy.** Pursuant to Circular No. 1200, series of 2024, of the *Bangko Sentral ng Pilipinas*, the approval of the Trustees' Compensation Policy shall be sought from the members. The proposed policy is available for examination during office hours at MESALA Office. These are also posted in the MESALA Bulletin Board, and at the website of MESALA (www.mesala.com.ph).



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- 7. Election of Trustees.** The official list of candidates to the Board of Trustees and their profile are available for examination during office hours at MESALA Office. These are also posted in the MESALA Bulletin Board; and at the website of MESALA (www.mesala.com.ph). For this year, the candidates to the Board are the following, listed alphabetically:

For Corporate Trustees:

1. Ang, Aldwin Christian C.
2. Hernandez, Marifi H.

For Regular Trustees:

1. Abuel, Antonio Jr. M.
2. Bona, Horatio Enrico M.

For Independent Trustees:

1. Baetiong, Wilfredo A.
2. Cagampan, Rolando M.
3. Coralde, Raul G.
4. Iglesia, Ernesto D.
5. Sioson, Vicente D.
6. Urgena, Julie D.

Members will be given the opportunity to elect the trustees who will serve for the term 2025-2027 in accordance with the guidelines provided herein.

- 8. Appointment of External Auditor.** The appointment of MESALA's external auditor for the year 2025, which will be responsible for the preparation of the annual audited financial statements, will be presented for the approval of the members. This is upon favorable recommendation by the Audit Committee.
- 9. Approval of the Amendments to the Articles of Incorporation and By-Laws.** The proposed amendments to the provisions of the Articles of Incorporation and By-Laws of the Association are presented in the matrix attached herewith.
- 10. Consideration of such other business as may properly come before the meeting.** The Chairman will respond to concerns, comments, and questions received from the members.
- 11. Adjournment.** After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.



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ANNEX B GUIDELINES FOR ATTENDANCE AND PARTICIPATION 2025 ANNUAL MEMBERSHIP MEETING

Primary members in good standing of the Meralco Employees Savings and Loan Association, Inc. (“the Association” or “MESALA”) as of 12 March 2025 (“Members”) may attend and exercise their right to vote on the agenda items in the 2025 Annual Membership Meeting (“AMM”) in person or by proxy.

To be able to participate in the AMM, the Member or his/her proxy must personally attend the AMM on 11 April 2025, 9:00 in the morning (Philippine Standard Time), at the Multi-Purpose Hall, Meralco Fitness Center, Meralco Center, Ortigas Ave., Brgy. Ugong, Pasig City.

Members or their proxy who registered during the Meeting shall be considered present for purposes of quorum and voting.

I. PERSONAL ATTENDANCE

1. A Member may personally attend and participate in the AMM by complying with the registration procedures which shall be available at 7:30 in the morning at the entrance of the Multi-Purpose Hall. Registration and validation procedures may require the presentation of any valid government-issued, company, or retiree’s ID, or such other documents evidencing *bona fide* membership with MESALA (e.g., passbook, or MESALA membership ID).

By registering, consent is hereby given to MESALA to gather, use, process, and share the information provided for the following purposes: (a) update of membership records; (b) dissemination of important announcements to members concerning their membership and accounts; (c) conduct of know-your-member and credit investigations; and (d) submission of members’ data to concerned government agencies.

MESALA may require additional personal data or documents to ensure the identity and right to vote of the registering Member. The rights of a Member under the Data Privacy Act of 2012 shall be observed.

2. Attendance of a Member revokes any proxy issued for the AMM. However, if he/she expresses intention not to revoke the proxy, then he/she must accomplish and submit the appropriate form at least one (1) hour before the conduct of the AMM.



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II. PROXY

1. Pursuant to our By-Laws, a Member, who will not be able to attend the Meeting, can appoint, as proxy, any other member of MESALA.¹ This may be done by accomplishing the Proxy Form provided by MESALA or by executing a document evidencing the authority of the appointee to attend and vote on his/her behalf.
2. The Office of the Corporate Secretary (“Office”) shall only consider proxy forms that comply with the requirements of the law, a sample of which is the Proxy Form suggested by MESALA, and received within the period allotted therefor.
3. Proxy completely filled-out and duly signed by the Member is acceptable and need not be notarized.
4. If a duly accomplished and executed proxy is undated, the date of receipt by the Office shall be considered as the date of the proxy.
5. When the Office receives more than one (1) proxy from the same Member and they are all undated or are with the same date, that which is received last will be recognized.
6. The proxy shall be received until 12 March 2025, 5:00 in the afternoon (Philippine Standard Time), by personally submitting at MESALA Office; by dropping in the designated boxes at select offices of corporate member; or by sending *via* email at amm@mesala.com.ph.

III. CASTING OF VOTES

1. Members may exercise their right to vote on the agenda items in the AMM by submitting the ballot after complete registration and successful validation. **A duly registered Member may cast his/her votes on 11 April 2025 from 7:30 in the morning until 9:00 in the morning.**
2. All agenda items indicated in the Notice of Meeting will be set out in the ballot and the registered Member, or his/her proxy, may vote as follows:
 - a. For items other than the election of trustees, he/she will have the option to vote “Yes,” “No,” or “Abstain.” The vote is considered cast for all of the registered Members’ shares.
 - b. For the election of trustees, he/she may vote for all candidates or cumulate his/her vote for one or some of the candidates provided that the total number of allowable votes will not exceed the number of votes he/she is entitled to cast.

¹ “Only primary members in good standing have the right to vote on all matters for member’s action. Every member in good standing shall be entitled to one (1) vote for every ten pesos (P 10) of capital contribution in the Association registered in his name. For purposes of electing the trustees, every member in good standing shall be entitled to cast his votes for as many persons as there are trustees to be elected, or he may cumulate said votes to one or more candidates. Every member in good standing entitled to vote at any meeting of members may so vote by proxy, provided that the proxy shall be a member of the Association and shall have been appointed in writing by the principal himself on the prescribed proxy form. The accomplished proxy form shall be submitted to the Office of the Corporate Secretary of the Association within such period as may be determined by the Election Committee. X X X” (Section 5, Article IV, 2023 Amended By-Laws)



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3. Once the registered Member, or his/her proxy, has finished voting on the agenda items, he/she can proceed to submit his/her ballot to the duly authorized personnel of MESALA. Votes can no longer be changed after submission.
4. The integrity and secrecy of votes shall be protected. As such, all votes received will be tabulated by the third-party independent vote canvasser and tabulator, appointed by the Board of Trustees, under the supervision of the Office of the Corporate Secretary, and validated by the Office of the Internal Audit. The Corporate Secretary shall report the results of voting during the Meeting. For the election results, the Chairperson of the Election Committee shall proclaim the winners and administer their oath.

III. QUESTION AND ANSWER

1. Members may freely raise questions, comments, or clarifications on any agenda item or operations of our Association (a) by emailing them at amm@mesala.com.ph; or (b) by submitting directly at MESALA Office at your most convenient time.
2. Draft Minutes of the 2025 AMM shall be made available at the MESALA Bulletin Board; and at the website of MESALA (www.mesala.com.ph) after reasonable period of time.

- IV. The AMM shall be conducted onsite for the members to have the opportunity to socialize and meet the Board and Management in person and give them the opportunity to discuss MESALA's performance, consider matters affecting its strategies, and vote on submitted resolutions.**