

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS**

OF

PAXYS, INC.

on May 12, 2026 at 10:00 A.M.
Held via Zoom Webinar

CALL TO ORDER

The Chairman, Mr. Tarcisio M. Medalla, called the meeting to order and presided over the same. He informed the attendees that, in compliance with Securities and Exchange Commission's Memorandum Circular No. 6, Series of 2020, the meeting is being recorded.

He introduced the members of the Board of Directors who were present, namely, Christopher B. Maldia and Roberto A. Atendido, and Independent Director Nominee, Nelson T. Yap. The Assistant Corporate Secretary, Atty. Ana Maria A. Katigbak, recorded the proceedings.

Representatives of the Corporation's external auditor, Reyes Tacandong & Company, and the stock and transfer agent, Professional Stock Transfer, Inc. were also present at the meeting.

PROOF OF NOTICE AND CERTIFICATION OF QUORUM

The Assistant Corporate Secretary reported that pursuant to SEC's Notice dated March 11, 2026, the notice of the meeting was published in print and online formats on April 16 and 17, 2026 in the business sections of Business World and BWorldonline.com, and on April 17 and 18, 2026 in the business sections of The Philippine Star and onenews.ph, which are all newspapers and online publications of general circulation. A copy of the notice, together with the Definitive Information Statement, minutes of the previous meeting, and other documents related to the meeting were also made accessible through the Corporation's website, www.paxys.com, and uploaded on the PSE Edge portal.

As set out in the Requirements and Procedure for Participation and Voting in the meeting, which was attached to the Company's Definitive Information Statement and posted on the Company's website, stockholders who successfully registered within the prescribed period were included in the determination of quorum. By voting by proxy, or attending or participating remotely in the meeting, a stockholder would be deemed present for purposes of determining quorum.

The Assistant Corporate Secretary announced that there were present, in person and by proxy, at least 976,600,475 shares representing at least 85.03% of the outstanding capital stock. She therefore certified that there was a quorum for the transaction of business. The list of attendees and proxies is available at the office of the Corporation.

PARTICIPATION AND VOTING PROCEDURES DURING THE VIRTUAL ANNUAL MEETING

The Assistant Corporate Secretary explained the participation and voting procedures adopted for the virtual annual meeting. According to her, under the Company's By-Laws, every stockholder shall be entitled to one vote for each share of stock standing in his/her name in the books of the Company. For the election of directors, each stockholder may cumulate his/her votes.

Stockholders who successfully registered for the meeting were given the opportunity to cast their votes by voting through proxies. There were five (5) items for approval excluding the adjournment, as indicated in the agenda set out in the Notice. The proposed resolutions were shown on the screen as each agenda item was taken up.

For items other than the election of directors, the stockholders had the option to either vote in favor of, or against a matter for approval, or to abstain.

For the election of directors, the stockholders had the option to vote their shares for each of the nominees, not vote for any nominee, or vote for one or some nominees only, in such number of shares as the stockholders prefer; provided, that the total number of votes cast did not exceed the number of shares owned by them multiplied by the number of directors to be elected.

Votes received through proxy forms were validated by Professional Stock and Transfer Inc., the Company's stock and transfer agent. The results of the voting, with full details of the affirmative and negative votes, as well as abstentions, were reflected in the minutes of the meeting.

For all items in the Agenda to be approved, other than the election of directors, the vote of the stockholders representing at least a majority of the outstanding capital stock, was sufficient to approve the matter.

For the election of directors, the seven (7) nominees receiving the highest number of votes were declared the duly elected members of the Board of Directors for the current term.

Finally, stockholders, once successfully registered, were also given an opportunity to raise questions or express comments on the agenda items, by submitting the same through email or through the Zoom portal during the meeting. Management stated that it will endeavor to reply to these questions or address these comments at the end of this meeting. Questions not answered would be answered via email.

These participation and voting procedures were also contained in the Definitive Information Statement, accessible to all stockholders through the Company's website

APPROVAL OF MINUTES OF PREVIOUS MEETING

The next item of business was the approval of the minutes of the previous meeting of the stockholders held on May 7, 2025, copies of which had been earlier distributed to the stockholders.

The Corporate Secretary noted for the record that stockholders owning at least 976,600,475 shares representing at least 85.03% of the outstanding capital

stock, voted in favor of approving the minutes; while "0" shares voted against and "0" shares abstained on the matter. The affirmative votes were sufficient to approve the resolution.

Therefore, the following resolution was unanimously approved by the stockholders holding at least 85.03% of the outstanding capital stock of the Corporation:

"RESOLVED, that the minutes of the Annual Stockholders' Meeting of Paxys, Inc. held on May 7, 2025 be, as it is hereby, approved."

ANNUAL REPORT

The next matter on the agenda was the Annual Report of Management to the stockholders. The Chairman presented the highlights of the management report, copies of which had been previously distributed to the stockholders together with the audited financial statements as of calendar year ended December 31, 2025.

After the report, the Assistant Corporate Secretary presented the proposed resolution and the voting results.

The Assistant Corporate Secretary noted for the record that stockholders owning at least 976,600,475 shares representing at least 85.03% of the outstanding capital stock, voted in favor of approving the management report and audited financial statements for the year ended December 31, 2025; while "0" shares voted against and "0" shares abstained on the matter. The affirmative votes were sufficient to approve the resolution.

Therefore, the following resolution was unanimously approved by the stockholders holding at least 85.03% of the outstanding capital stock of the Corporation:

"RESOLVED, that the Management Report and the Corporation's audited financial statements for year ended December 31, 2025 be, as it is hereby, approved."

Thereafter, the Assistant Corporate Secretary was requested to preside over the remainder of the meeting.

RATIFICATION OF CORPORATE ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT

The Assistant Corporate Secretary stated that the next item on the agenda was the ratification of the acts of the Board of Directors, officers and Management of the Corporation from the last annual stockholders' meeting to date. There being no questions or objections, a motion was requested on the matter.

The Assistant Corporate Secretary noted for the record that stockholders owning at least 976,600,475 shares representing at least 85.03% of the outstanding capital stock, voted in favor of ratifying and approving the acts; while "0" shares voted against and "0" shares abstained on the matter. The affirmative votes were sufficient to approve the resolution.

Therefore, the following resolution was unanimously approved by the stockholders holding at least 85.03% of the outstanding capital stock of the Corporation:

“RESOLVED, that all acts, contracts, resolutions and actions of the Board of Directors and Management of the Corporation from the date of the last annual stockholders’ meeting up to the present be, as they are hereby, approved, ratified and confirmed.”

ELECTION OF DIRECTORS

The next matter on the agenda was the election of the members of the Board of Directors of the Corporation.

The Assistant Corporate Secretary explained that under the SEC rules, nominations for regular and independent directors shall be submitted to and evaluated by the Nominations and Compensation Committee. No other nominations for independent director shall be entertained after the Final List of Candidates is issued and no further nominations shall be allowed on the floor during the actual annual stockholders’ meeting.

The following were nominated as members of the Board of Directors for the term 2026-2027 and until their successors are duly elected and qualified in accordance with the By-Laws:

For Regular Directors:

1. TARCISIO M. MEDALLA
2. ROGER LEO A. CARIÑO
3. LIM GHEE KEONG
4. CHRISTOPHER B. MALDIA
5. ROBERTO A. ATENDIDO

For Independent Directors:

6. NELSON T. YAP
7. GILES R. KATIGBAK

The respective backgrounds and qualifications of the nominees were included in the Definitive Information Statement distributed to the stockholders before the meeting.

Based on the tabulation and validation by the stock and transfer agent, and there being only 5 nominees for the 5 available seats for regular director, and 2 nominees for the 2 available seats for independent director, the above nominees were unanimously elected by the stockholders holding at least 85.03% of the outstanding capital stock of the Corporation, as directors for the current year to serve as such for a period of one year and until their successors are duly elected and qualified.

The Chairman also declared that the independent directors on the Board were Mr. Nelson T. Yap and Mr. Giles R. Katigbak.

APPOINTMENT OF EXTERNAL AUDITORS

Thereafter, the meeting proceeded with the appointment of the external auditor of the Corporation for the current year. The Audit, Risk Management, and Related-Party Transactions Committee reviewed the qualifications and performance of the current external auditor, Reyes Tacandong & Company, and endorsed its reappointment for the current year.

The Assistant Corporate Secretary noted for the record that stockholders owning at least 976,600,475 shares representing at least 85.03% of the outstanding capital stock, voted in favor of the appointment of Reyes Tacandong & Company; while "0" shares voted against and "0" shares abstained on the matter. The affirmative votes were sufficient to approve the resolution.

Therefore, the following resolution was unanimously approved by the stockholders holding at least 85.03% of the outstanding capital stock of the Corporation:

"RESOLVED, that the accounting firm of Reyes Tacandong & Company be, as it is hereby, reappointed external auditors of the Corporation for the current year."

OTHER MATTERS / ADJOURNMENT

The Assistant Corporate Secretary stated that no questions or comments were received by email or through the meeting portal prior to the meeting. In case any questions or comments were received by email or through the portal during the meeting, a response will be sent via email.

There were no other matters on the agenda to take up. There being no further business to transact, on motion duly made and seconded, the meeting was adjourned.


ANA MARIA A. KATIGBAK
 Assistant Corporate Secretary

ATTESTED:

TARCISIO M. MEDALLA
 Chairman of the Stockholders' Meeting