

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF
WILCON DEPOT, INC.
ZOOM/VIRTUAL MEETING
JUNE 17, 2024 AT 9:00 AM

ATTENDANCE:

TOTAL NUMBER OF SHARES REPRESENTED:	3,321,998,660 *
ISSUED AND OUTSTANDING	4,099,724,116
PERCENTAGE OF SHARES REPRESENTED	81.03 %

**(By Proxy -3,294,456,260; Registered Stockholders -27,542,400)*

PROCEEDINGS OF THE MEETING

I. CALL TO ORDER

Mr. Bertram B. Lim, Chairman, called the meeting to order and thereafter presided.

The following directors and officers of the Corporation were present:

Chairman Emeritus	Mr. William T. Belo
Chairman	Mr. Bertram B. Lim
President and CEO	Ms. Lorraine Belo - Cincochan
Treasurer	Mr. Mark Andrew Y. Belo
Chief Product Officer	Ms. Careen Y. Belo
Independent Director	Mr. Ricardo S. Pascua
Independent Director	Mr. Rolando S. Narciso
Independent Director	Mr. Delfin L. Warren
SEVP - COO	Ms. Rosemarie B. Ong
Corporate Secretary	Atty. Arthur R. Ponsaran
Asst. Corporate Secretary	Atty. Sheila P. Pasicolan-Camerino
VP - Investor Relations	Ms. Mary Jean G. Alger

II. PROOF OF NOTICE

The Corporate Secretary certified that notices of the meeting were sent to all stockholders of record of the Corporation on May 23, 2024, the date definitive copies of the Information Statement were disclosed. The notice was also published in two (2) newspapers of general circulation, in print and digital format, in The Manila Times and Business Mirror on May 23 and 24, 2024.

The minutes of the meeting is still subject to the approval of the stockholders in the next stockholders' meeting.

III. DETERMINATION OF QUORUM

The Corporate Secretary certified that based on the record of attendance, stockholders representing **3,321,998,660** shares or **81.03%** of the total issued and outstanding capital stock of the Corporation were present, by registered stockholders and by proxy, and that there was a quorum to consider the business stated in the agenda for the meeting.

IV. APPROVAL OF MINUTES OF PREVIOUS MEETING

The Management by appropriate motion proposed the approval of the minutes of the annual stockholders' meeting held on June 19, 2023. Considering that majority of the votes of the stockholders eligible to vote had already voted in favor of this agenda item, the motion was carried, and the minutes of the annual stockholders' meeting held on June 19, 2023 were hereby approved.

Summary of votes for this agenda item is as follows:

VOTE	NUMBER OF VOTES
FOR	3,321,993,760 or 81.03%
AGAINST	0
ABSTAIN	4,900 or 0%

V. APPROVAL OF ANNUAL REPORT AND FINANCIAL STATEMENTS

Proceeding with the agenda, Ms. Lorraine Belo- Cincochan, President - CEO, presented to the stockholders the Annual Report and the Audited Financial Statements as of December 31, 2023. Prior thereto, Mr. William T. Belo, Chairman Emeritus, also presented his message to the Stockholders.

The message, report and presentation of the Chairman Emeritus and President-CEO were uploaded on the Company's website.

The Management by appropriate motion proposed the approval of the Annual Report and approval of the Audited Financial Statements as of December 31, 2023. Considering that majority of the votes of the stockholders eligible to vote had already voted in favor of this agenda item, the Annual Report and the Audited Financial Statements as of December 31, 2023 included in the Annual Report were approved.

Summary of votes for this agenda item is as follows:

VOTE	NUMBER OF VOTES
FOR	3,321,993,760 or 81.03%
AGAINST	0
ABSTAIN	4,900 or 0%

The minutes of the meeting is still subject to the approval of the stockholders in the next stockholders' meeting.

VI. RATIFICATION OF THE ACTS OF THE BOARD AND MANAGEMENT

The Management by appropriate motion proposed the ratification of all acts of the Board and Management during the previous year. Considering that majority of the votes of the stockholders eligible to vote had already voted in favor of this agenda item, all acts of the Board of Directors and Officers of the Company during the previous year, from the date of the annual stockholders' meeting held on June 19, 2023 to date, as well as contracts and transactions entered into by the Company for the same period, all as reflected in the minutes of the Board of Directors, the Annual Report and the Audited Financial Statements as of December 31, 2023 were hereby approved and ratified.

Summary of votes for this agenda item is as follows:

VOTE	NUMBER OF VOTES
FOR	3,321,174,360 or 81.01%
AGAINST	0
ABSTAIN	824,300 or 0.02%

VII. AMENDMENT OF ARTICLES OF INCORPORATION

The next item in the agenda is the amendment of the Articles of Incorporation of the Corporation.

As explained by the Corporate Secretary, Article II, primary purpose of the Corporation is being amended to include the trading, buying, selling, distributing, marketing, importing, exporting, exchanging or dealing, at wholesale and retail of *agricultural tools and equipment, pesticides, fertilizers.*

As follows:

From:	To:
SECOND: That the primary purpose of this Corporation is - To engage in, conduct and carry on the business of trading, buying, selling, distributing, marketing. Importing, exporting, exchanging or dealing, at wholesale and retail or in so far as may be permitted by law, all kinds of goods, commodities, wares, merchandise, machinery, equipment and products of every kind and description, including but not limited to home merchandise,	SECOND: That the primary purpose of this Corporation is - To engage in, conduct and carry on the business of trading, buying, selling, distributing, marketing, importing, exporting, exchanging or dealing, at wholesale and retail or in so far as may be permitted by law, all kinds of goods, commodities, wares, merchandise, machinery, equipment and products of every kind and description, including but not limited to home merchandise,

The minutes of the meeting is still subject to the approval of the stockholders in the next stockholders' meeting.

<p>appliances, doors and mouldings, home Interior, furniture, outdoor living, automotives, electricals, building materials, tiles, paints and sundries, tools, hardware, houseware, sanitary wares and all kinds of construction materials; agreements in pursuit of said activities for its own account as principal or in representative capacity as trader's or manufacturer's representative, merchandise broker, indenter, commission merchant, factors or agents and in general to carry on and undertake such activities which may seem to the Corporation capable of being conveniently carried on in connection with the above purposes, or calculated, directly, to enhance the value of or render profitable, any of the Corporation's property or rights.</p>	<p>appliances, doors and mouldings, home interior, furniture, outdoor living, automotives, electricals, building materials, tiles, paints and sundries, tools, hardware, houseware, sanitary wares and all kinds of construction materials, <u>agricultural tools and equipment, pesticides, fertilizers</u>; agreements in pursuit of said activities for its own account as principal or in representative capacity as trader's or manufacturer's representative, merchandise broker, indenter, commission merchant, factors or agents and in general to carry on and undertake such activities which may seem to the Corporation capable of being conveniently carried on in connection with the above purposes, or calculated, directly, to enhance the value of or render profitable, any of the Corporation's property or rights.</p>
---	---

The rationale for the amendment is to add farming/agricultural products in the Company's product line.

As previously disclosed, the Board of Directors on January 17, 2024 approved the amendment to the Corporation's Articles of Incorporation.

The Management by appropriate motion proposed the approval and ratification of the amendment to the Articles of Incorporation of the Corporation. Considering that votes comprising more than 2/3 of the outstanding capital of the Corporation had already voted in favor of this agenda item, motion is carried, and the amendment to the Articles of Incorporation of the Corporation is hereby approved and ratified.

Summary of votes for this agenda item is as follows:

VOTE	NUMBER OF VOTES
FOR	3,321,993,760 or 81.03%
AGAINST	0
ABSTAIN	4,900 or 0%

The minutes of the meeting is still subject to the approval of the stockholders in the next stockholders' meeting.

AMENDMENT OF BY - LAWS

The By - Laws of the Corporation particularly the Corporation's name is also being amended to WILCON DEPOT, INC. doing business under the name and style of WILCON DEPOT, WILCON HOME ESSENTIALS, DO IT WILCON and BARGAIN CENTER BY: WILCON DEPOT.

As follows:

From:	To:
WILCON DEPOT, INC. doing business under the name and style of WILCON DEPOT and WILCON HOME ESSENTIALS	WILCON DEPOT, INC. doing business under the name and style of WILCON DEPOT, WILCON HOME ESSENTIALS, DO IT WILCON and BARGAIN CENTER BY: WILCON DEPOT <u>(Formerly, WILCON DEPOT, INC. doing business under the name and style of WILCON DEPOT and WILCON HOME ESSENTIALS)</u>

The rationale for the amendment is to align with the amended articles of incorporation of the Company, as previously approved, pertaining to the corporate name of the Corporation.

Moreover, the Board of Directors on January 17, 2024, approved the amendment to the Corporation's By - Laws.

The Management by appropriate motion proposed the approval and ratification of the amendment to the Articles of Incorporation of the Corporation. Considering that votes comprising more than 2/3 of the outstanding capital of the Corporation had already voted in favor of this agenda item, motion is carried, and the amendment to the Articles of Incorporation of the Corporation is hereby approved and ratified.

Summary of votes for this agenda item is as follows:

VOTE	NUMBER OF VOTES
FOR	3,321,993,760 or 81.03%
AGAINST	0
ABSTAIN	4,900 or 0%

The minutes of the meeting is still subject to the approval of the stockholders in the next stockholders' meeting.

VIII. ELECTION OF DIRECTORS

The Chairman thereafter proceeded with the elections of the members of the Board of Directors to serve for the term 2024-2025. Pursuant to the By-Laws, the nominations of directors were based on the recommendations of the Nomination Committee. The stockholders were previously given until June 7, 2024 to submit nominations to the Nomination Committee. Only nominations of the seven (7) incumbent directors were submitted and evaluated during the given period.

The following were nominated as directors:

Ms. Lorraine Belo-Cincochan
Mr. Mark Andrew Y. Belo
Ms. Careen Y. Belo
Mr. Bertram B. Lim
Mr. Ricardo S. Pascua
Mr. Rolando S. Narciso
Mr. Delfin L. Warren

In view of the fact that there were only seven (7) nominees to the seven (7) seats, a motion was made for the above-named nominees/incumbent directors to be elected as Directors of the Corporation.

Summary of votes:

Directors Elected	Vote For	Vote Against	Abstain
Ms. Lorraine Belo-Cincochan	3,320,357,469	816,900	824,300
Mr. Mark Andrew Y. Belo	3,320,357,460	816,900	824,300
Ms. Careen Y. Belo	3,320,357,460	816,900	824,300
Mr. Bertram B. Lim	3,194,895,970	86,577,990	40,524,700
Mr. Ricardo S. Pascua	3,213,951,970	77,285,290	30,761,400
Mr. Rolando S. Narciso	3,315,971,470	5,220,890	824,300
Mr. Delfin L. Warren	3,316,969,708	5,024,052	4,900

Mr. Bertram B. Lim, Mr. Ricardo S. Pascua, Mr. Rolando S. Narciso and Mr. Delfin L. Warren were nominated and elected as Independent Directors.

The minutes of the meeting is still subject to the approval of the stockholders in the next stockholders' meeting.

IX. APPOINTMENT OF EXTERNAL AUDITORS

The Chairman informed the stockholders that the next item in the agenda was the designation of the Corporation's external auditors. Pursuant to the By-Laws, the nomination of Reyes Tacandong & Co., was endorsed to the stockholders based on the recommendation of the Audit Committee as well as of the Board of Directors.

The Management by appropriate motion proposed the designation and appointment of Reyes Tacandong & Co. as external auditors of the Company. Considering that majority of the votes of the stockholders eligible to vote had already voted in favor of this agenda item, the designation and appointment of Reyes Tacandong & Co. as the Company's external auditors was hereby approved.

Summary of votes for this agenda item is as follows:

VOTE	NUMBER OF VOTES
FOR	3,321,993,760 or 81.03%
AGAINST	0
ABSTAIN	4,900 or 0%

X. STOCKHOLDERS' QUESTIONS

The Chairman inquired if there were other matters to be taken up at the meeting.

Thereupon, the Company's VP - Investor Relations, Ms. Mary Jean Alger presented the questions of the stockholders as follows:

- 1) What is the Company's target after reaching 100 stores? Will there be a change in approach?**

The President - CEO answered:

"I've mentioned in my presentation earlier that we are still committed to pursuing our growth strategies, particularly the store network expansion. So definitely even after 100, we do want to continue looking at different markets, different areas of the country to add more stores. We right now cannot put a definite number but we are continuously looking and we are looking to build smaller depots of an average of six to eight thousand square meters. In fact, our Chairman Emeritus earlier mentioned in his founder's message, that we will be looking also to put up more DIWs or Do It Wilcon. This is the new smaller format stores of around two to three thousand square meters. We do want it to be stand alone with the same categories as the depots, just

The minutes of the meeting is still subject to the approval of the stockholders in the next stockholders' meeting.

with fewer SKUs, since we will be renaming our Home Essential branches to Do It Wilcon or DIWs.”

2) Is Wilcon utilizing AI in its operations? If yes, how and in what function or process?

Ms. Rosemarie B. Ong, SEVP – COO answered:

“Actually, AI or artificial intelligence is already utilized in our company in various ways. Of course I'm sure you know, why? Because we wanted to enhance our efficiency and we wanted to innovate, this one of our values, and of course, it's very easy for us to make decisions when it comes to operations. So just to give you an idea on what we do, we have recently launched our call center, we call it the Wilcon Talk Desk. So, with this application, it can recognize and analyze the location of the customers. For example, you call Wilcon, through the voice or text process, it can already detect or the system can already learn the voice accent of the customer and it's able to suggest the nearest store location. So it's very intelligent in the way that, for example, Balintawak, it learns how to get familiar with the accent. And we also have this other system wherein, we use it for sales history, and also in inventory like for example, a data analytics on the supply chain management or the demands supply management. This system is able to analyze other the data now on demand forecasting. So it's really intelligent in the sense that, it's able to understand the process or it's able to understand, also the buying pattern of our customers. And related to that, in order to enhance our efficiency in sales, we have defined and recommend where in this system that can analyze as I've mentioned earlier, the buying habits of our customers and this is based on the e-commerce site, which is one of the enablers of our business wherein it helps our physical store and complements our physical store. So AI is not new to Wilcon, and we're trying to find really ways on how we can quantify our processes at the same time we cannot discount also the importance of the people behind our systems. So I hope I was able to walk you through of what we're doing in our digital transformation.”

3) Are there new ways or innovative ways of selling to our market that Wilcon is doing or implementing??

Ms. Rosemarie B. Ong, SEVP – COO answered

“On the physical front, what we did is by studying the different behaviors of the market. We recently launched our program, we call it ABCDE+ My Wilcon App. It also leverages on technology because we're able to identify who are the top customers of Wilcon and we wanted to further monetize or rather increase the wallet size that they contribute to our revenue. The ABCDE stands for Architect, Builders Contractors, Designers and Engineers. These are the professional groups which we want to tap more. We provide them concessions, they have access to promotions of Wilcon and at the same time, they get special privileges like instant discount. And also, we wanted to further expand our reach since we're doing a lot of expansion and the physical front and digital space. We are now introducing our FCE, aside from our stationery customer expert, we fielded Field Customer Expert (FCE) wherein they do

sales calls to our customers in order to enhance and of course, to have a more personalized engagement with our customers. So, especially those areas or probably those customers that are not familiar I would say or that are not easily accessed by the company or by our stores. So we are tapping this so our sales field customer expert would visit different sites and they will try to connect with their customers and then get instant feedback to them. So, we have aside from those station in the stores, we have this field customer expert, visiting, doing sales calls, our customers, doing presentations, and engaging with them so that we can further reach more customers on top of the store network expansion that we're doing and on top of the expansion also in social media and also the digital front. We're really finding ways to have access and to increase our market reach. We never stop innovating, we never stop improving and there's more to come in the coming days now, which we will soon announce. For now, these are the two that we just recently launched and I hope that it will produce better results. And that will be able to optimize and maximize our exposures and our engagement with our customers."

4) How do you improve your product offerings? Do you regularly introduce new products in your selection?

The President – CEO answered:

"Yes, maybe you might have heard a while ago in the reels, Architect Mike Pena, the father, and son, Paul. Actually Architect Mike was saying regularly he comes to the store, (comes to Wilcon) and checks out like every month the new product offerings "laging may bago". So, yes, the answer is we do regular introduction of products and as you know there's a testimony right there of architect and we also of course, on top of the new product offerings we also do rationalization but really more of us wanting to give to our customers, especially our professional contractors, architects and designers even end-users. We attend trade fairs all over the world, the US, Europe, Asia, China. So we always update ourselves, our product offerings and new things that can be brought to the home improvement market. Recently, the trend, the manufacturers are encouraged to produce products that are helpful to the environment and with reduced carbon footprints. So, we are also committed to protect our environment. We have more and more been carrying products that have let's say, water saving features, or energy saving, electrical products, appliances, or those are made from recycled partly recycled materials, among many others. And so we work very closely with suppliers, or manufacturers for in-house brands, especially in coming up with these products and features or attributes that are customers are looking for, or expecting to find in our stores. We also periodically do market surveys, do a little bit of looking at the markets, scanning what's available and what we can put in, in terms of course to the product features and the pricing, that's especially important when we see regional areas where they may need particular product lines and perhaps a certain price segment or price positioning that we want to cater to in that area since we are nationwide and we can't possibly have like everything all-in-one format. So we do understand that we need to be a bit more regionalistic in some product lines."


XI. ADJOURNMENT

There being no other matters or objections, the meeting on motion duly made was thereafter adjourned.



ATTY. ARTHUR R. PONSARAN
Corporate Secretary

ATTEST:



MR. BERTRAM B. LIM
Chairman