

D.M. WENCESLAO & ASSOCIATES, INCORPORATED
INTERNAL PROCEDURES FOR ELECTRONIC VOTING IN ABSENTIA AND/OR BY
PROXY ON STOCKHOLDERS' MEETING

I. Coverage

Stockholders of D.M. Wenceslao & Associates, Incorporated (“DMWAI” or “Company”) who are unable to physically attend the Company’s Annual Stockholders’ Meeting on 20 June 2024 and who have: (a) appointed the Presiding Officer of the Meeting as Proxy, or (b) upon valid registration, have chosen to electronically vote *in absentia* after advising the Company of their intention to attend the Meeting remotely.

II. Registration

- 1) **Who may Register** - Stockholders of Record as of May 15, 2024.
- 2) **When to Register** - Registration period for Stockholders who intend to appoint the Presiding Officer of the Meeting as Proxy, or to electronically vote *in absentia* shall start on May 31, 2024 at 8:00am until June 13, 2024 at 5:00pm, Philippine time (“Registration Period”). Beyond this date and time, Stockholders may no longer avail of the option to electronically vote *in absentia*.
- 3) **How to Register** - The Stockholder must send a scanned or digital copy of their Registration Form, herein attached, together with the following documents and information, either through (a) the Company, or (b) the Brokerage Firm, or (c) the Stock Transfer Office, to the email address asm2024registration@dmwai.com within the Registration Period, for validation.

Individual Stockholders –

- a. A recent photo of the Stockholder, with the face fully visible;
- b. Scanned or digital copy of the front and back portions of the Stockholder’s valid government-issued identification card, preferably with residential address; and
- c. Contact number of the Stockholder.

Stockholders with Joint Accounts –

- a. Scanned or digital copy of authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account;
- b. A recent photo of the authorized Stockholder, with the face fully visible;
- c. Scanned or digital copy of the front and back portions of the authorized Stockholder’s valid government-issued identification card, preferably with residential address; and
- d. Contact number of the authorized Stockholder.

Broker Accounts –

- a. Scanned or digital copy of the broker’s certification on the Stockholder’s number of shareholdings;

- b. A recent photo of the Stockholder, with the face fully visible;
- c. Scanned or digital copy of the front and back portions of the Stockholder's valid government-issued identification card, preferably with residential address; and
- d. Contact number of the Stockholder.

Corporate Stockholders –

- a. Scanned or digital copy of signed secretary's certificate attesting to the authority of the representative to vote for, and on behalf of the Corporation;
- b. A recent photo of the Stockholder's representative, with the face fully visible;
- c. Scanned or digital copy of the front and back portions of the valid government-issued identification card of the Stockholders' representative, preferably with residential address; and
- d. Contact number of the Stockholder's representative.

Stockholders with incomplete requirements will not be able to register online and vote electronically *in absentia*, but may still vote by sending a proxy (appointing the Presiding Officer of the meeting as proxy) to the Annual Stockholders' Meeting.

- 4) **Validation of Registration** - The validation of the Stockholder's Registration Form shall be completed by the Company within three (3) business days from receipt thereof.

The Company will send an email confirming successful validation of the Stockholder's registration.

Please note that submission of incomplete or inconsistent information will result in an unsuccessful registration.

The Registration Form can be accessed and downloaded at our website <http://dmwai.com/>.

Note: The Company shall allow electronic signature for the required documents, as applicable. Notarization requirement shall also be dispensed with at this time. However, the Company reserves the right to request additional information, and original signed and notarized copies of these documents at a later date, as it deems necessary.

- 5) **Unregistered Stockholders -**

Unregistered Stockholders are requested to notify the Company by email to asm2024registration@dmwai.com by June 13, 2024 until 5:00pm of their intention to participate in the Annual Stockholders' Meeting by remote communication. For validation purposes, unregistered Stockholders shall also provide the Company the following information: (i) name; (ii) address; (iii) contact number, and (iv) the required documents as listed above.

III. Right to Vote

- 1) **Stockholders Appointing the Presiding Officer as Proxy**

Stockholders may give the Presiding Officer the authority to vote in all matters for approval, by appointing the Presiding Officer as Proxy in the Stockholders' Registration Form.

2) Stockholders Voting in Absentia

- a. For items other than the Election of Directors, the registered Stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the registered Stockholder's shares.
- b. For the Election of Directors, the registered Stockholder may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such number of shares as preferred by the Stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected.

The votes cast *in absentia* will have equal effect as votes cast by proxy.

3) Stockholders Participating through Remote Communication

Stockholders participating through remote communication may electronically vote during the Annual Stockholders' Meeting provided they have validly registered within the Registration Period.

Upon successful registration, registered Stockholders will receive an electronic mail (through the email address provided in their Registration Form) with a link, through which they can cast their vote.

IV. Tabulation and Validation of Votes in Absentia or by Proxy

The Proxy Verification Committee will tabulate all votes received through Proxy or *in absentia*, and an independent third party will validate the results. Validation and final tally of votes through Proxy or *in absentia* shall be released on or before June 19, 2024.

V. Determination of Quorum

Only those Stockholders who have notified the Company of their intention to participate in the Annual Stockholders' Meeting by remote communication, and who have successfully registered during the Registration Period, together with the Stockholders who voted by proxy or *in absentia* will be included in the determination of quorum.

VI. Access to the Live Meeting

The Company will send the registered Stockholders the link to the live webcast of the Annual Stockholders' Meeting at least two (2) business days prior to the date of the Meeting.

For any technical assistance, Stockholders may send their questions or concerns prior to the date of the meeting via email to asm2024@dmwai.com with the subject "Technical Assistance". The IT Team of the Company shall assist the Stockholders on their questions and concerns.


VII. Stockholders' Questions/Comments During the Meeting

Stockholders may send their questions and/or comments during the meeting at asm2024@dmwai.com. The Corporate Secretary, or his designated representative, shall raise these questions on behalf of the Stockholder.

VIII. Recording of the Annual Meeting

Upon adjournment, the Company shall post the link to the recorded webcast of the Annual Stockholders' Meeting on the Company's website, for two (2) weeks. Within this period, Stockholders may raise to the Company any issues, clarifications and concerns on the Annual Stockholders' Meeting conducted.

For any clarifications, Stockholders may contact the Company's Office of the Investor Relations Officer at iro@dmwai.com or the Office of the Corporate Secretary at asm2024@dmwai.com.

	D.M. WENCESLAO & ASSOCIATES, INC. Rules and Procedures for the Conduct of the Annual Stockholders' Meeting			
	Date Issued: [date]	Issue No.: 1	Revision No.:	Date Revised:

2024 REMOTE ANNUAL STOCKHOLDERS MEETING

To ensure a productive, orderly, and informative Annual Stockholders' Meeting via remote communication ("Meeting"), D.M. Wenceslao & Associates Incorporated ("Company") requires full cooperation from all stockholders in observing the following general procedures and specified time limits for the conduct of the Meeting:

1. Only stockholders who validly registered during the registration period indicated in the Definitive Information Statement shall be allowed to join the Meeting via remote communication.
2. Stockholders will be validated through the use of a unique username per stockholder in accessing the live webcast. The username will be provided to stockholders who have validly registered, prior to the Meeting. An invalid username will prevent stockholder's entry to the Meeting.
3. The taking of photographs and the use of audio or video recording equipment is prohibited without the prior express written consent of the Company. All stockholder participants shall be required to turn off or put in silent mode all mobile phones, electronic devices, or gadgets during the conduct of the Meeting. The recording of the Meeting will be available for viewing at <http://dmwai.com/> for two (2) weeks after the Meeting.
4. The Meeting will follow the Agenda included in the Definitive Information Statement.
5. All questions and comments should be directed to the Presiding Officer of the Meeting, who will either respond directly, or invite another officer (or Director) of the Company to respond to each query.
6. To ensure orderly and productive discussions, the Presiding Officer will announce when questions and comments can be entertained. All stockholders and attendees, except for the Presiding Officer and/or respective officer of the Company, will be put on mute in the meantime and during the discussion of the agenda items of the Meeting. Only the Presiding Officer can present a video or share his screen during the Meeting.
7. In order to use the time of all stockholders and attendees as effectively as possible, we will handle the official business of the meeting first, as outlined in the Agenda. We ask you to confine questions or comments strictly to the matter that is under consideration. There will be a separate question and answer portion on other matters that may be of concern to attendees after the voting on the proposals. We plan to conclude the Meeting by the closing remarks of the Presiding Officer.
8. During the Meeting, stockholders may send their relevant questions and concerns to asm2024@dmwai.com. The Presiding Officer and/or the Corporate Secretary has the sole discretion as to which relevant concerns may be addressed during the Meeting. Other question/concerns not addressed during the Meeting will be answered by Management thereafter through email.

9. In the event of technical malfunction or other significant problems that may disrupt the Meeting, the Chairman/Presiding Officer may adjourn, recess, or expedite the Meeting, or take such other actions that the Chairman/Presiding Officer reasonably determines are appropriate in light of the circumstances.

The views and concerns of all stockholders are welcome. However, the business purpose of the Meeting will be strictly observed, and the Chairman or Presiding Officer may rule the following kinds of questions or comments as out of order:

1. questions that are not related to the business at hand;
2. questions that are irrelevant to the business of the company;
3. questions relating to pending or threatened litigation;
4. comments or questions that are derogatory in nature; and
5. or related to personal matters or personal grievances.

The Company (*Presiding Officer*) has sole discretion to discipline a stockholder attendee who is found to be in violation of the above guidelines, or whose behavior may cause unnecessary interruption to the orderly conduct of the Meeting to the Company and the other attendees. The Company may impose the following disciplinary measures, after repeated fair warning to the erring stockholder attendee:

1. place the attendee on mute; or
2. if unreasonably disruptive, remove him/her from the Meeting.

We appreciate your participation. Your fellow stockholders will appreciate your courtesy in observing these Rules.

For your guidance.