

	D.M. WENCESLAO & ASSOCIATES, INC. Rules and Procedures for the Conduct of the 2025 Annual Stockholders' Meeting			
	Date Issued: [date]	Issue No.: 1	Revision No.:	Date Revised:

I. Coverage

Stockholders of D.M. Wenceslao & Associates, Incorporated (“**DMWAI**” or “**Company**”) of record **as of May 09, 2025** who will physically attend or appoint a Proxy to physically attend the Company’s Annual Stockholders’ Meeting on June 11, 2025 (the “**Meeting**”), and stockholders who have appointed the Presiding Officer of the Meeting as Proxy.

II. Proxy

Stockholders may vote by appointing the Presiding Officer of the Meeting or a representative as proxy. Stockholders voting by appointing the Presiding Office or a representative as proxy shall email the duly accomplished proxies for inspection, validation, and recording at least seven (7) days before the opening of the annual stockholders’ meeting, or on or before June 04, 2025 until 5:00 PM to the Office of the Corporate Secretary at asm2025registration@dmwai.com.

III. Registration

- 1) **Who may Register** – Stockholders of Record as of May 09, 2025.
- 2) **When to Register** – Registration period for Stockholders who will physically attend or Proxies appointed to physically attend the Meeting will start at **8:30 AM to 10:00 AM on June 11, 2025**.
- 3) **How to Register** - The Stockholder must present the following documents and information, either through (a) the Company, or (b) the Brokerage Firm, or (c) the Stock Transfer Office during 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 Company;
- 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 allowed to participate and vote.

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.

IV. 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' Proxy Form.

2) Stockholders Present in the Meeting or Represented by Proxy other than the Presiding Officer

- a. For Stockholders who are present or represented in the meeting, upon registration at the Meeting, they will be given a ballot to enable them to vote in writing on each item or proposal in the Agenda.
- b. Accomplished ballots should be dropped into the ballot box provided at the registration area.
- c. The cut-off time for dropping the ballots is before the start of the meeting. After which, the Company's representatives will secure the ballot box, and will commence the tabulation of the votes in the designated tabulation area. No ballots dropped beyond the cut-off time shall be accepted or counted.

- d. All votes will be counted and tabulated by the Election Committee composed of representatives from the Office of the Corporate Secretary.
- e. The items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present during the meeting or voting through the Presiding Officer of the meeting as proxy. No item in the Agenda of this Meeting shall require the vote of shareholders representing at least two-thirds (2/3) of the issued and outstanding voting stock present during the meeting or voting through the Presiding Officer of the meeting as proxy.
- f. Each of the proposed resolutions and/or items in the Agenda will be shown on the screen as the same is taken up at the meeting.
- g. Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes.

V. Tabulation of Votes

All votes will be counted and tabulated by the Election Committee composed of representatives from the Office of the Corporate Secretary.

VI. Validation of Proxies

The Proxy Verification Committee will tabulate all proxies and an independent third party will validate the results. The Corporate Secretary shall report the results of voting during the meeting.

VII. Determination of Quorum

Only those Stockholders who have notified the Company of their intention to appoint the Presiding Officer as Proxy, and who have successfully registered during the Registration Period will be included in the determination of quorum.

VIII. Stockholders' Questions/Comments During the Meeting

Stockholders may raise questions or comments to the Company's management only through email by sending questions or comments to asm2025registration@dmwai.com on or before June 4, 2025 or at least seven (7) days before the day of the Meeting. Questions or comments shall be limited to matters that are relevant and of general concern to the Company. 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.

IX. Other Reminders

- a) 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.
- b) 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:

- i) questions that are not related to the business at hand;
 - ii) questions that are irrelevant to the business of the Company;
 - iii) questions relating to pending or threatened litigation;
 - iv) comments or questions that are derogatory in nature; and/or
 - v) related to personal matters or personal grievances.
- c) The Company (through the 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, if the erring stockholder attendee is unreasonably disruptive after repeated fair warning to the erring stockholder attendee, request for the erring stockholder attendee to leave the Meeting.

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

For your guidance.