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|  | D.M. WENCESLAO & ASSOCIATES, INC. Rules and Procedures for the Conduct of the 2026 Annual Stockholders' Meeting | | | |
| | Date Issued: [date] | Issue No.: 1 | Revision No.: | Date Revised: |

I. Coverage

Stockholders of **D.M. Wenceslao & Associates, Incorporated** (“**DMWAI**” or “**Corporation**”) who are unable to attend the Corporation’s Annual Stockholders’ Meeting on June 11, 2026 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 Corporation of their intention to attend the Meeting remotely.

II. Registration

1. **Who may Register** - Stockholders of Record as of May 08, 2026.
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 18, 2026 at 8:00am until June 04, 2026 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 Corporation via asm2026registration@dmwai.com, (b) the Brokerage Firm, or (c) the Stock Transfer Office 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 the 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 the 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 Stockholder's 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 (appoint 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 Corporation within three (3) business days from receipt thereof.

The Corporation will send an email confirming the 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 Corporation shall allow electronic signatures for the required documents, as applicable. Notarization requirements shall also be dispensed with at this time. However, the Corporation 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 Corporation by email to asm2026registration@dmwai.com by **June 04, 2026, until 5:00 PM**, of their intention to participate in the Annual Stockholders' Meeting by remote communication. For validation purposes, unregistered Stockholders shall also provide the Corporation 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 & 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 04, 2026.

V. Determination of Quorum

Only those Stockholders who have notified the Corporation 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 Corporation 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 or at the earliest possible time.

For any technical assistance, Stockholders may send their questions or concerns prior to the date of the meeting via email to asm2026@dmwai.com with the subject "Technical Assistance". The IT Team of the Corporation 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 asm2026@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 Corporation shall post the link to the recorded webcast of the Annual Stockholders' Meeting on the Corporation's website, for two (2) weeks. Within this period, Stockholders may raise to the Corporation any issues, clarifications, and concerns at the Annual Stockholders' Meeting conducted.

For any clarifications, Stockholders may contact the Corporation's Office of the Investor Relations Officer at iro@dmwai.com or the Office of the Corporate Secretary at asm2026@dmwai.com.

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

For your guidance.