

**SILAY INSTITUTE, INCORPORATED**

**NOTICE OF THE 2025 ANNUAL MEETING OF STOCKHOLDERS**

To All Stockholders,

Notice is hereby given that the Annual Meeting of Stockholders of Silay Institute, Inc. will be held on the **23<sup>rd</sup> day of October 2025 at 1:00 P.M.**, as approved by the Board of Directors on September 02, 2025.

Registration will open at 11:00 A.M., and lunch will be available starting at 11:30 A.M. The annual stockholders meeting will promptly commence at 1:00 P.M.

This year's meeting will be conducted in a **Hybrid format**, wherein the stockholders/attendees may opt to attend personally in Silay Institute school grounds or via videoconference pursuant to the Amended By-laws of the Corporation and *SEC Memorandum Circular No. 6-2020* prescribing the guidelines on the conduct of the meetings via video and teleconference.

The Agenda for the meeting shall be as follows:

1. Call to order and certification of quorum
2. Approval of the Minutes of the Annual Stockholders' Meeting held on 24 October 2024
3. Presentation of the President's Report and approval of the Audited Financial Statements for the year ended 31 May 2025
4. Election of Directors
5. Appointment of External Auditors
6. Ratification of all acts of the Board of Directors and Management since the Last Annual Meeting up to present date
7. Other matters
8. Adjournment

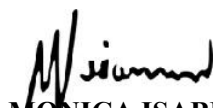
To attend the meeting, kindly notify the Assistant Corporate Secretary, on or before the end of business hours on the October 15, 2025, by sending an email to [graciela.alpad@amdatex.com](mailto:graciela.alpad@amdatex.com). Please indicate your email address and mobile phone number where you can be contacted as well as your preferred mode of attendance (i.e. remote, by proxy or in person). If you wish to attend the meeting through an authorized representative, kindly accomplish the attached Proxy Letter (Annex A) and transmit the notarized copy by email to [graciela.alpad@amdatex.com](mailto:graciela.alpad@amdatex.com) or personally to the Corporate Secretary c/o Ms. Christine Evan Joy Semillano, Main Building, Silay Institute, Rizal St., Barangay 3, Silay City, Negros Occidental, on or before the end of business hours October 15, 2025.

After your identity and all necessary information are verified, please expect an email from the same email address. The Assistant Corporate Secretary will provide you with the meeting invitation with the required meeting ID, password and other instructions.

Finally, the organizational meeting of the Board of Directors will immediately follow the annual stockholders' meeting.

Thank you very much.

Sincerely yours,



**MONICA ISABELLE I. VILLANUEVA**  
*Corporate Secretary*

## P R O X Y

I, \_\_\_\_\_, with postal address at \_\_\_\_\_ and a registered stockholder of SILAY INSTITUTE INCORPORATED ("Company"), do hereby constitute and appoint \_\_\_\_\_, of legal age, and residing at \_\_\_\_\_, as my true and lawful attorney, and in my name, place and stead, to participate in the proceedings and vote as my proxy at the Annual Stockholders' Meeting of the Company to be held on 23 OCTOBER 2025 at 1:00P.M. either in person or via teleconferencing/videoconferencing or any other remote or electronic means of communication, as fully as I would be entitled to participate and vote if personally present, upon all legal matters which may come before the said meeting.

**GIVING AND GRANTING** unto my said attorney and proxy full power and authority to do and perform every legal act and thing whatsoever requisite or necessary to be done in and about the premises as fully to all intents and purposes as I may or could lawfully do or cause to be done by virtue thereof.

**IN WITNESS WHEREOF**, I have hereunto set my hand this \_\_\_\_day of \_\_\_\_\_, 2025, in \_\_\_\_\_.

\_\_\_\_\_  
Name of Stockholder

Proxy Authority - INDIVIDUAL

## P R O X Y

\_\_\_\_\_ ("COMPANY"), with principal business address at \_\_\_\_\_, and a stockholder of SILAY INSTITUTE INCORPORATED, by virtue of a Board Resolution, a copy of which is hereto attached, does hereby constitute and appoint \_\_\_\_\_, of legal age, and residing at \_\_\_\_\_, as the COMPANY's true and lawful attorney, and in its name, place and stead, to participate in the proceedings and vote as the Company's proxy at the Annual Stockholders' Meeting of the SILAY INSTITUTE INCORPORATED to be held on 23 October 2025 at 1:00 P.M. either in person or via teleconferencing/videoconferencing or any other remote or electronic means of communication, as fully as the Company would be entitled to participate and vote if personally present, upon all legal matters which may come before the said meeting.

**GIVING AND GRANTING** unto said attorney and proxy full power and authority to do and perform every legal act and thing whatsoever requisite or necessary to be done in and about the premises as fully to all intents and purposes as the Company may or could lawfully do or cause to be done by virtue thereof.

**IN WITNESS WHEREOF**, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_, 2025, in \_\_\_\_\_.

\_\_\_\_\_  
Name of Corporate Stockholder

Proxy Authority-Corporate

REPUBLIC OF THE PHILIPPINES)  
\_\_\_\_\_CITY ) SS.

### SECRETARY'S CERTIFICATE

I, \_\_\_\_\_, of legal age, Filipino, and with office address at \_\_\_\_\_, under oath depose and say that:

1. I am the Corporate Secretary of \_\_\_\_\_ (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with office address at the \_\_\_\_\_.

2. I further certify that at the Meeting of the Board of Directors of said Corporation on \_\_\_\_\_, the following resolutions were approved:

**"WHEREAS, [Name of the Corporation]** (the "Corporation") owns and holds [no. of shares] common shares of stock in SILAY INSTITUTE, INCORPORATED;

**WHEREAS, SILAY INSTITUTE, INCORPORATED** is set to conduct its annual stockholders' meeting on 23 October 2025 via Hybrid set-up where the stockholders can attend in person in Silay Institute school grounds or via video/teleconference pursuant to SEC Memorandum Circular No. 6, Series of 2020.;

**"RESOLVED,** that the Corporation, as a stockholder of Silay institute, Incorporated ("SI"), hereby authorizes \_\_\_\_\_ and/or the Chairman of the Meeting as the proxy of the Corporation to the Annual Stockholders' Meeting of SI scheduled on 23 October 2025 or any postponement or adjournment thereof, and in connection therewith, to vote in the name of the Corporation as to any and all matters requiring the vote of the stockholders;

**"RESOLVED FURTHER,** that the attendance of the said individual/s shall be deemed attendance by the Corporation in person and shall accordingly supersede or suspend any proxies issued by the Corporation to any other person with respect to the said Annual Stockholders' Meeting.

**"RESOLVED, FINALLY,** to confirm and ratify the acts and things done by the duly appointed proxy in accordance with the foregoing authority."

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_ in \_\_\_\_\_.

Corporate Secretary

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ at \_\_\_\_\_, affiant exhibited to me his/her government issued ID with ID No. \_\_\_\_\_, issued on \_\_\_\_\_ at \_\_\_\_\_.

Doc. No. \_\_\_\_\_:  
Page No. \_\_\_\_\_:  
Book No. \_\_\_\_\_:  
Series of 2025.

# DIRECTORS FOR RE-ELECTION

1. Mr. Alfonso Gamboa
2. Mr. James Michael Donovan
3. Ms. Amelia Yusay
4. Carolina S. Esguerra
5. Ms. Lilian S. Reventar
6. Mr. Jose Renato T. Badelles

