

Rationale for Agenda Items

1. **Call to Order.** The Chairman of the Meeting will formally open the 2022 Annual Stockholders' Meeting ("**2022 ASM**") of **MANILA JOCKEY CLUB, INC.** (the "**Company**").
2. **Certification of Notice and of Quorum.** The Corporate Secretary, Atty. Ferdinand A. Domingo, will certify the notice requirements of the 2022 ASM have been complied with in accordance with **SEC Notice dated February 16, 2022** on *Alternative Mode for Distributing and Providing Copies of the Notice of Meeting, Information Statement, and Other Documents in Connection with the Holding of Annual Stockholders' Meeting for 2022*, and will attest whether a quorum is present in accordance with the Company's By-Laws and the Revised Corporation Code.
3. **Approval of the Minutes of the Annual Stockholders' Meeting held on November 10, 2021.** A copy of said Minutes is included in the Information Statement posted in the Company website and PSE EDGE.
4. **Report of the President and Chief Executive Officer (CEO).** The President and CEO's Report shall include the results of the Company's operations in 2021.
5. **Approval of the Annual Report and Audited Financial Statements of the Company for the period ended 31 December 2021.** Copies of the Annual Report and Audited Financial Statements are posted in the Company website and PSE EDGE.
6. **Approval of the Non-Renewal of Legislative Franchise on Horseracing.** The act submitted for approval is contained in the Information Statement posted in the Company website and PSE EDGE.
7. **Approval and Ratification of All Acts, Investments, Proceedings and Resolutions of the Board of Directors, Board Committees and Management since the last Annual Stockholders' Meeting.** The acts submitted for approval and ratification are contained in the Information Statement posted in the Company website and PSE EDGE.
8. **Election of Members of the Board of Directors.** The Chairman and Corporate Secretary will present the nominees for election as members of the Board of Directors, including the independent directors. The profiles of the nominees to the Board of Directors are contained in the Information Statement posted in the Company website and PSE EDGE.
9. **Appointment of External Auditor for the fiscal year ending 31 December 2022.** The recommended external auditor will be presented for the approval of stockholders.
10. **Other Matters.** All other matters that arise after the Notice and Agenda and Information Statement have been sent out, may be presented to the stockholders for consideration. Stockholders may raise such matters as may be relevant.
11. **Adjournment.** After consideration of all business, the Chairman shall declare the 2022 ASM adjourned.