

**Rationale
for
Agenda Items**

1. **Call to Order.** The Chairman of the Meeting will formally open the **2023 Special Stockholders' Meeting ("2023 SSM")** 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 2023 SSM have been complied with, 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 Amendment of the Amended Articles of Incorporation.** The act submitted for approval is contained in the Information Statement posted in the Company website and PSE EDGE.
4. **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.
5. **Adjournment.** After consideration of all business, the Chairman shall declare the 2023 SSM adjourned.