EMPERADOR INC.
7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, Bagumbayan, Quezon City, Metro Manila
Tel Nos. 87092038 to 41

NOTICE AND AGENDA OF THE ANNUAL MEETING OF STOCKHOLDERS

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Emperador Inc. (the "Company") will be held on **24 June 2026** at **10:00 A.M.** to be conducted virtually, through the link https://www.emperadorinc.com/asm2026 that can be accessed through the Company's website, with the following agenda:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting of Stockholders held on 09 June 2025
4. Report of Management for Year 2025
5. Appointment of Independent Auditors
6. Ratification of Acts of the Board of Directors, Board Committees, and Management
7. Election of Directors
8. Other matters
9. Adjournment

Stockholders of record as of **22 May 2026** will be entitled to notice of, and to vote at, the Annual Meeting.

As provided under Sections 23 and 57 of the Revised Corporation Code and Sections 5 and 7 of Article II and Section 7 of Article III of the Company's Amended By-laws, the Company will hold the Annual Meeting via remote communication, and allow the stockholders to cast their votes by remote communication or in *absentia,* or by proxy.

To participate in the Annual Meeting, stockholders must register from 9:00 AM of **01 June 2026** until 5:00 PM of **15 June 2026**. The procedure for participation via remote communication and in *absentia* are contained in the Information Statement.

Stockholders who wish to appoint proxies may submit proxy instruments until 5:00 PM of **15 June 2026** to the Office of the Corporate Secretary at the 7th Floor, 1880 Eastwood Avenue Building, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City, or by email to corporatesecretary@emperadorinc.com. Validation of proxies shall be held until **17 June 2026**. A sample proxy form will be enclosed in the Information Statement for your convenience.

The Information Statement and other pertinent documents and information on the Annual Meeting are available through the Company's website. For any clarifications, please contact the Office of the Corporate Secretary via email at corporatesecretary@emperadorinc.com.

Quezon City, Metro Manila, Philippines, 07 May 2026.

ANNA MICHELLE T. LLOVIDO
Corporate Secretary

EXPLANATION OF AGENDA ITEMS

1. **Call to Order**

The Annual Meeting will be formally opened at approximately 10:00 o'clock in the morning.

2. **Certification of Notice and Quorum**

The Corporate Secretary will certify that the written notice for the meeting was duly sent to stockholders of record, including the date of publication and the newspapers where the notice was published. The Corporate Secretary will also certify that a quorum exists, and the stockholders representing at least a majority of the outstanding capital stock, present in person or by proxy, shall constitute a quorum for the transaction of business.

Pursuant to Sections 23 and 57 of the Revised Corporation Code and Sections 5 and 7 of Article II and Section 7 of Article III of the Company's Amended By-laws which allow voting *in absentia* by the stockholders, stockholders may register by submitting requirements via email at corporatesecretary@emperadorinc.com and vote *in absentia* on the matters for resolution at the meeting. A stockholder who votes in absentia as well as a stockholder participating by remote communication shall be deemed present for purposes of quorum.

The complete information on remote participation or voting in absentia, as well as on how to join the livestream for the Annual Meeting shall be provided in the Information Statement.

3. **Approval of the Minutes of the Annual Meeting of Stockholders held on 09 June 2025**

The minutes of the Annual Meeting of Stockholders held on 09 June 2025 will be endorsed for stockholders' approval. A copy of the minutes is available at the Company's website, https://emperadorinc.com/wp-content/uploads/2025/07/EMI-Draft-Minutes-09June2025-ASM.pdf, and shall be provided in the Information Statement.

4. **Report of Management for Year 2025**

The performance of the Company in 2025 will be reported.

5. **Appointment of Independent Auditors**

The election of the independent auditor for the ensuing year will be endorsed to the stockholders for approval. The independent auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements.

6. **Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Management**

The ratification of the acts and resolutions of the Board of Directors, Board Committees and Management will be sought for this meeting.

The actions of the Board, its committees, and the Management were those taken since the annual stockholders' meeting on 09 June 2025 until 23 June 2026. These include, among others, the internal procedures for participation in meetings and voting through remote communication or *in absentia*, the appointment of officers in the corporation, opening and maintenance of bank accounts and other bank transactions, approval and issuance of financial statements, appointment of proxies and nominees, designation of authorized contract signatories and representatives, appointment of attorneys-in-fact, approval of agreements, projects, investments, financing, and treasury-related matters, sale of treasury shares to qualified Employee Stock Option grantees, the guarantee provided to refinance an existing loan by its wholly-owned subsidiary Emperador International Ltd. through a sustainability linked facility from a group of Lenders, with Banco Bilbao Vizcaya Argentaria, S.A., Singapore Branch, Bank of China (Hong Kong) Limited and DBS Bank Ltd. as the mandated lead arrangers, underwriters and bookrunners, in the principal amount of EUR300,000,000, matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange, activities in the ordinary course of business, and other similar activities of the Company. The acts of the Management were those taken to implement the resolutions of the Board or its committees or made in the general conduct of business.

7. **Election of Directors**

Nominees for election of seven (7) members of the Board of Directors, including three (3) independent directors, will be submitted for election by the stockholders. The profiles of the nominees to the Board of Directors will be provided in the Information Statement.

8. **Other Matters**

Other concerns or matters raised by stockholders will be discussed.

9. **Adjournment**

Upon determination that there are no other matters to be considered, the meeting shall be adjourned.