CENTURY PROPERTIES
Creating New Generation Real Estate

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

FOR : The Stockholders of CENTURY PROPERTIES GROUP INC.

FROM : The Corporate Secretary

SUBJECT : 2022 Annual Stockholders' Meeting on **JUNE 30, 2023**

Please be informed that the annual stockholders' meeting of CENTURY PROPERTIES GROUP INC. (the "Corporation") shall be held on ***JUNE 30, 2023, FRIDAY at 10:00 a.m., to be conducted virtually*** and attendance at the meeting will be via remote communication only. Only common stock shareholders as of **MAY 26, 2023** shall be entitled to notice and to vote at the said meeting.

The agenda for the said meeting shall be as follows:

1. Call to order
2. Certification of notice and the existence of a quorum
3. Approval of the minutes of the Annual Stockholders' Meeting held on JUNE 27, 2022
4. Annual Report of the President
5. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers
6. Approval of the 2022 Audited Consolidated Financial Statements of the Corporation
7. Election of Members of the Board of Directors and Five Independent Directors
8. Appointment of External Auditor for 2023
9. Other Matters

   i. Amendment of Article 1 of the Amended By-laws of the Corporation change the principal place of business of the Company –

   from: *21/F Pacific Star Bldg., Sen, Gil Puyat Avenue corner Makati Avenue, Makati City*

   to: *35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City*

10. Adjournment

In light of the increase in COVID-19 cases and in support of the measures to prevent the spread thereof, ***there will be no physical meeting***. Stockholders may only attend and participate in the meeting by remote communication. Stockholders may vote electronically in absentia, subject to validation procedures.

Stockholders who intend to attend by remote communication are required to REGISTER via https://www.century-properties.com/asm2022/ on or before ***June 23, 2023***

The instructions, procedures and requirements for electronic voting in absentia and participation by remote communication shall be sent to the email address provided in the stockholder's registration from.

The link through which the Meeting may be accessed shall be sent to the email address of the registered stockholder after validation. The procedures for participating in the meeting through remote communication and for casting of votes in absentia will be set forth and discussed in details in the Company's Definitive Information Statement (SEC Form 20-IS).

The Definitive Information Statement, Management Report, Audited Financial Statements, Quarterly Report/s and other documents relative to the Annual Stockholders' Meeting, including the Procedures and Guidelines on the **participation by remote communication** and voting in absentia may be accessed, beginning on **MAY 28, 2023** through any of the following:

1. Go to the Corporation website via this link: *https://www.century-properties.com/*
2. Go to the PSE EDGE portal via *https://edge.pse.com.ph/* or;
3. Request for a copy by sending an email to icsales@century-properties.com or danny.bunyi@divinalaw.com

ATTY. DANNY E. BUNYI
Corporate Secretary

PART II.

PROXY FORM

CENTURY PROPERTIES GROUP INC.

Item 1: ***Identification***

This proxy is being solicited by **CENTURY PROPERTIES GROUP INC.** (the **"Company"**). The Chairman of the Board of Directors or, in his absence, the President of the Company will vote the proxies at the Annual Stockholders' Meeting to be held on on **JUNE 30, 2023, MONDAY** at ***10:00 a.m.***

Item 2: ***Instructions***

(a) The proxy form must be completed, signed and dated by the stockholder on or before **JUNE 19, 2023** or his duly authorized representative, and received by the Compliance Officer not later than 5:00 p.m. on JUNE 19, 2023 via the following email addresses:

icsales@century-properties.com or danny.bunyi@divinalaw.com

You may also send the forms via courier to the following address:

Atty. Isabelita Ching-Sales
23rd Flr. Century Diamond Tower, Century City,
Kalayaan Avenue, Makati City, 1200

(b) ***The stockholder may withhold authority to vote on any nominee/s by lining through or striking out the name of the specific nominee for which authority to vote is withheld.***

(c) In case of a corporate stockholder, the proxy must be accompanied by a corporate secretary's certificate quoting the board resolution authorizing the relevant corporate officer to execute the proxy for the corporate stockholder.

(d) Validation of proxies will be done by the Corporate Secretary and persons designated by the Corporate Secretary on June 20, 2023

(e) The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of Rule 20 Section 11(b) of the SRC IRR.

(f) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on the matters in (1), (2), (3), (4), (5),(6) and (7) (8) (9) below by checking the appropriate box. **Where the boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have authorized the proxy to vote "FOR" the items below.**

The undersigned hereby appoints the Chairman of the Board of Directors of the Company; or in his absence or any substitute proxy designated by him, the President of the Company, with full power of substitution and delegation, as the proxy of the undersigned, to represent and vote all of the shares of common stock of the undersigned at the ANNUAL stockholders' meeting of the Company to be held on JUNE 27, 2022 and at any and all adjournments or postponements thereof, for the purpose of acting on the proposals enumerated below:

Item 3: ***Revocability of Proxy***

Any stockholder who executes the proxy enclosed with this statement may revoke it at any time before it is exercised by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting, or by attending the meeting in person.

Item 4: ***Persons Making the Solicitation***

The solicitation is made by the Management of the Company. No director of the Company has informed the Company in writing that he intends to oppose an action intended to be taken up by the Management of the Company at the annual stockholders' meeting.

Solicitation of proxies shall be made through the use of e-mail or courier mail.

Item 5: ***Interest of Certain Persons in Matters to be Acted Upon***

No director, officer, nominee for director, or associate of any of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, on the matter to acted upon at the annual stockholders' meeting to be held on JUNE 27 2022

Proposal	FOR	AGAINST	ABSTAIN
1. Approval of the minutes of the 2021 Annual Stockholders' Meeting held on June 27, 2022			
2. Presentation and approval/ratification of the 2022 Reports and Audited Financial Statements for year ended December 31, 2022			
3. Ratification of the acts of the Board of Directors and of Management; To approve, ratify and confirm all previous acts of the Board from 31 May 2022 to 30 May 2023			
4. Election of Directors	**FOR**	**DO NOT VOTE**	**WITHHOLD AUTHORITY TO VOTE**
Jose E. B. Antonio			
John Victor R. Antonio			
Jose Marco R. Antonio			
Jose Carlo R. Antonio			
Ricardo P. Cuerva			
Rafael G. Yaptinchay			
Hilda R. Antonio			
INDEPENDENT DIRECTORS			
Jose Cuisia			
Stephen CuUnjieng			
Carlos C. Ejercito			
Aileen Christel U. Ongkauko			
	FOR	**AGAINST**	**ABSTAIN**
5. Appointment of Sycip Gorres, Velayo & Co. as External Auditors			
6. Other Matters: i.Amendment of Article 1 of the Amended Aby-Laws of the Corporation to change the principal place of business from: 21/F Pacific Star Bldg., Sen, Gil Puyat Avenue corner Makati Avenue, Makati City to: 35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City			
7. Consideration of such other business as may properly come before the meeting			

_____	_____
Date of Proxy	(Signature above printed name, including title when signing for a corporation or partnership or as an agent, attorney or fiduciary).

THE PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE JUNE 19, 2023, THE DEADLINE FOR THE SUBMISSION OF PROXIES.

THIS PROXY, WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO VOTE FOR A DIRECTOR IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY BE PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

   [] Preliminary Information Statement

   [X] Definitive Information Statement

2. Name of Registrant as specified in its charter: **CENTURY PROPERTIES GROUP INC.** ("Company")

3. Province, country or other jurisdiction of incorporation or organization: **PHILIPPINES**

4. SEC Identification Number: **60566**

5. BIR Tax Identification Code: **004-504-281**

6. **35th Floor Century Diamond Tower, Century City, Kalayaan Avenue, Makati City 1200**
   Address of principal office Postal Code

7. Registrant's telephone number, including area code: **(632)7- 7938905**

8. ***JUNE 30, 2023 AT 10:00 a.m. TO BE HELD VIRTUALLY***

   Date, time and place of the meeting of security holders

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **MAY 26, 2023**

10. ***In case of Proxy Solicitations:***

    Name of Person Filing the Statement/Solicitor: **CENTURY PROPERTIES GROUP INC.**

    Address and Telephone No.: **35th Floor, Century Diamond Tower, Century City**
    Kalayaan Avenue, Makati City
    (632) 7-793-8905

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Shares	**11,599,600,690**
Preferred Shares	**30,000,000**

12. Are any or all of registrant's securities listed in a Stock Exchange?

    Yes __X__ No _____

    If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

The Company's 11,699,723,690 common shares and 30,000,000 preferred shares are listed in the Philippine Stock Exchange.

PART I.
INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Date, Time and Place of Meeting of Security Holders.

(a) Date, time and place of the meeting:

JUNE 30, 2023, Monday at 10:00 a.m., to be conducted virtually and attendance at the meeting will be via remote communication

(b) Complete mailing address of the principal office of the registrant:

35th Floor Century Diamond Tower, Century city, Kalayaan Avenue, Makati City

(c) Intended date of sending out copies of the information statement: **MAY 26, 2023**

Dissenters' Right of Appraisal

Other than those stated in the Agenda, there are no significant matters to be taken up during the meeting that may give rise to the exercise by any dissenting stockholder of the right of appraisal. Any stockholder of the Company may exercise his right of appraisal against any proposed corporate action that qualifies as an instance under Section 81 of the Corporation Code and which gives rise to the exercise of such appraisal right pursuant to and in the manner provided under Section 82 of the Corporation Code. Sections 81 and 82 of the Corporation Code provide:

Sec. 81. *Instances of appraisal right*. — Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in this Code; and
3. In case of merger or consolidation.

Sec. 82. *How right is exercised*. — The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation, within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares: *Provided*, That failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: *Provided*, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: and *Provided, further*, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

Interest of Certain Persons in or Opposition to Matters to be Acted Upon

(a) Except for the fact that five (5) directors of the Company, namely, Mr. Jose E.B. Antonio, Mr. John Victor R. Antonio, Mr. Jose Marco R. Antonio, Mr. Jose Carlo R. Antonio and Mrs. Hilda R. Antonio, are likewise directors of the Company and Century Properties Inc., none among the Company's officers, members of the Board of Directors, and nominees thereto, including any of their associates, have any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than the election to office, during the annual stockholders' meeting.

(b) No written communication has so far been received by the Company from any of its directors conveying any intention to oppose any action to be taken at the said meeting.

B. CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

(a) As of MARCH 31, 2023 **ELEVEN BILLION FIVE HUNDRED NINETY NINE MILLION SIX HUNDRED THOUSAND ANS SIX HUNDRED NINETY (11,599,600,690)** common shares of the Company have been issued and are outstanding. Treasury shares amount to **ONE HUNDRED MILLION ONE HUNDRED TWENTY THREE THOUSAND (100,123,000)** shares.

As of MARCH 31, 2023 THIRTY MILLION SHARES (30,000,000) preferred shares of the Company have been issued and are outstanding.

As of MARCH 31, 2023, 129,118,049 common shares and 598,970 preferred shares or 1.115% of the total outstanding shares are owned by Non-Filipinos.

(b) All COMMON shareholders of record at the close of business hours on **MAY 26, 2023** shall be entitled to notice of and to vote at the annual stockholders' meeting.

(c) For the matters requiring a vote in the annual stockholders' meeting, each common share shall be entitled to one vote.

(d) Information required by Part IV paragraph (C) of "Annex C"

(1) Security Ownership of Certain Record and Beneficial Owners

As of MARCH 31, 2023, the Company is aware of only (2) stockholders owning in excess of 5% of its common stock to the extent set forth in the table below:

(1) Title of class	(2) Name, address of record owner and relationship with issuer	(3) Name of Beneficial Owner and Relationship with Record Owner	(4) Citizenship	(5) No. of Shares	(6) Percent Held
Common					
	Century Properties Inc. (CPI)[1] 21/F Pacific Star. Bldg Makati Ave, Makati City (relationship with issuer – Parent)		Filipino	6,311,104,949	53.947%
	PCD Nominee Corporation (Filipino) G/F Phil Stock Exchange Bldg., Makati (relationship with issuer – None)	PCD Fil*	Filipino	4,958,491,079	42.38%

*PCD Nominee Corporation (Filipino) is a beneficial stockholder of CPGI held by accredited brokers and institutions. The Company shall be notified of their proxies 10 days prior to the Annual Stockholders Meeting or by June 19, 2023. It has a total shares of 4,958,491,079 or 42.38% of the outstanding capital stock– beneficial owners owning 5% or more as of MARCH 31, 2023.

The following are the PCD participants with shareholdings of around 5% or more:

BDO Securities Corp 20th Floor, South Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City,	1,075,314,511 shares	9.19%

(2) Security Ownership of Management

As of MARCH 31, 2023, the amount and nature of the ownership of the Company's shares held by its directors and senior officers are set forth in the table below:

[1] N.B. CPI is the direct and beneficial owner of the shares. CPI has designated Mr. Jose E.B. Antonio or in his absence either Mr. Jose Marco R. Antonio or Mr. John Victor R. Antonio or Mr. Jose Carlo R. Antonio, as its proxy to vote during the stockholders' meeting of the Company. The total shareholding of CPI consists of directly issued shares for 5,934,863,419.

(1) Title of class	(2) Name of beneficial Owner	(3) Amount and nature of beneficial ownership	(4) Citizenship	Percent of Class
Common	Jose E.B. Antonio	79,530,001 - Direct	Filipino	0.68%
Common	John Victor R. Antonio	1 - Direct	Filipino	0.000000028%
Common	Jose Marco R. Antonio	1 - Direct	Filipino	0.000000028%
Common	Jose Carlo R. Antonio	1 - Direct	Filipino	0.000000028%
Common	Rafael G. Yaptinchay	1 - Direct	Filipino	0.000000028%
Common	Ricardo Cuerva	**214,995,169**- Indirect	Filipino	1.838%%
Common	Jose L. Cuisia	1 - Direct	Filipino	0.000000028%
Common	Stephen T. Cuunjieng	1 - Direct	Filipino	0.000000028%
Common	Carlos C. Ejercito	1 - Direct	Filipino	0.000000028%
Common	Hilda R. Antonio	1 - Direct	Filipino	0.000000028%
Common	Aileen Christel U. Ongkauko	1 - Direct	Filipino	0.000000028%
Common	David L. Almirol	1 - Direct	Filipino	0.000000028%
Common	Atty. Danny E. Bunyi	none	Filipino	0.0000000%
Common	Carlos Benedict K. Rivilla, IV	none	Filipino	0.0000000%
Common	Julienne M. Cruz	none	Filipino	0.0000000%
Common	Isabelita Ching Sales	none	Filipino	0.0000000%
Common	Ponciano S. Carreon Jr.	none	Filipino	0.0000000%
Common	Ritchelle T. Cordero	none	Filipino	0.0000000%
Common	**Aggregate shareholding of all directors and officers as a group**	294,525,178		

(3) Voting Trust Holders of 5% or More

The Company is not aware of any persons holding more than 5% of any class of its share under a voting trust arrangement.

(4) Changes in Control

On May 31, 2011, the Company has been made aware that El Paso Philippines Energy Company, Inc.'s ("EPPECI") entered into an agreement with Century Properties, Inc. ("CPI"), providing for the terms and conditions for the purchase by CPI of EPPECI's 284,250,000 issued and outstanding fully-paid and preferred shares of stocks of EPHE and 67,096,092 issued and outstanding fully-paid common shares of stock in the Company, which will thereby effect a change in the ownership and control of the Company.

On July 11, 2011, the Company further disclosed that CPI has commenced a negotiated purchase thru a Deed of Assignment of Shares of Stock dated May 31, 2011 with EPPECI for the following acquisitions: (1) 67,096,092 common shares ("Public Sale Shares") of East Asia Power Resources Corporation (EAPRC) equivalent to 1.888% of EAPRC and (2) 284,250,000 common and preferred shares ("Private Sale Shares") of EPHE resulting to an indirect acquisition of equivalent to 91.695% of the total issued and outstanding capital stock of EAPRC. The purchase price for the Public and Private Sale Shares amounts to a total consideration of Php127,406,794.31 (the "Private Sale Consideration") allocated as follows: Php2,569,732.51 for the Public Sale Shares and Php124,837,061.80 for the Private Sale Shares.

On the same date, CPI and EAPRC executed and signed two (2) Deeds of Assignment of Shares of Stock effectively superseding the May 31, 2011 Deed of Assignment to finally close the above-mentioned acquisitions (1) Public Sale Shares and (2) Private Sale Shares. The July 11, 2011 Deeds of Assignment contained the same terms and conditions as stated in the May 31, 2011 Deed of Assignment thereby effecting a change in the ownership and control of the Company.

Directors and Executive Officers

(a) The information required by Part IV, paragraphs (A), (D)(1) and D(3) of "Annex C".

(1) Directors are generally elected to serve for a term of one (1) year, and until their successors are elected and qualified during the next stockholders' meeting.

Independent Directors

The independent directors of the Company are pre-screened and qualified by the Nomination and Remuneration Committee of the Company under the procedures laid down in the Company's By-Laws and its Manual on Corporate Governance regarding the election of directors to ensure that each of the independent directors possess all the qualifications and none of the disqualifications of an independent director, pursuant to the Revised Code of Corporate Governance Memorandum Circular No. 6 Series of 2009 and SEC Memorandum Circular No. 4, Series of 2017.

In approving the qualifications of the nominees for independent directors, the members of the Nomination and Remuneration Committee of the Company are in compliance with the SRC Rule 38, the guidelines prescribed in SEC Circular No. 16, Series of 2002 on the Guidelines on the Nomination and Election of Independent Directors, the Company's By-Laws and its Manual on Corporate Governance. The procedure to be observed by the Company for the election of independent directors is as set forth in SEC Circular No. 16, Series of 2002 and SRC Rule 38 of the Amended Rules and Regulations Implementing the Securities Regulation Code and under the Company's Corporate Governance

Manual as per SEC Memorandum Circular No. 6 series of 2009, an independent director must have the following qualifications:

(a) "An independent director shall mean a person other than an officer or employee of the Corporation, its parent or subsidiaries, or any other individual having relationship with the Corporation that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director," and

(b) "If the independent director becomes an officer or employee of the same Corporation he shall be automatically disqualified from being an independent director'.

Furthermore. in compliance with SEC Memorandum Circular No. 4 series of 2017, the Nomination committee also qualifies the term limits of independent directors for a maximum of 9 years. All current independent directors have not served the maximum term limit, hence the Nomination Committee in its meeting held last May 6, 2022, set to qualify and endorse to the Board the five current Independent Directors.

The current independent directors, CARLOS C. EJERCITO, STEPHEN CuUNJIENG, JOSE CUISIA and AILEEN CHRISTEL U. ONGKAUKO were qualified as independent board members, possess all the qualifications and none of the disqualifications for independent directors.

Furthermore, CARLOS C. EJERCITO, STEPHEN CuUNJIENG, JOSE CUISIA and AILEEN CHRISTEL U. ONGKAUKO submitted their Certificate of Qualification of Independent Directors on May 10, 2023 (as attached in this report) which to date have no changes nor amendments with respect to their qualifications in compliance with the SEC Notice dated October 20, 2006 implementing section 38 of the Securities Regulations Code.

During its meeting held on May 11, 2023 the Risk Management & Corporate Governance Committee passed upon the qualifications of the following nominees for the year 2023-2024

1. JOSE CUISIA - nominated by CPI
2. STEPHEN CuUNJIENG - nominated by CPI
3. CARLOS C. EJERCITO - nominated by CPI
4. AILEEN CHRISTEL U. ONGKAUKO – nominated by CPI

Amb. Jose L. Cuisia Jr., 78 years old, Filipino citizen, is the former Ambassador Extraordinary and Plenipotentiary of the Republic of the Philippines to the United States. Ambassador Cuisia is also well-respected figure in Philippine business, with over 32 years in financial services, most recently as the President & CEO of the largest and most profitable non-bank financial institution on the Philippines. He serves on the boards of many of the Philippines' most important private and listed companies, and has shared his expertise as Trustee on various academic institutions and non-government organizations espousing good governance and corporate social responsibility, including the Asian Institute of Management. Ambassador Cuisia has over 10 years of experience in public service, having served Filipinos as the Governor of the Central Bank of the Philippines and Chairman of its Monetary Board as well as President and CEO of the Philippine Social Security System in the 1980s and 1990s. At the Central Bank, Ambassador Cuisia oversaw the liberalization of foreign exchange controls, resulting in, among others, the entry of more substantial foreign direct investment that strengthened the Philippine Peso and the country's foreign exchange reserves. The Ambassador also led the efforts in establishing what is now the Bangko Sentral ng Pilipinas, allowing it to become a more effective guardian of monetary policy and ensuring the stability of the banking system. Amb. Cuisia also serves as Director to various companies namely: Investment & Capital Corporation of the Philippines, Asian Institute of Management, Phinma Corporation, SM Prime Holdings Inc., Philippine Investment Management, Inc.. He likewise serves as an Independent Director of Manila Water Company, Inc.

Mr. Stephen T. CuUnjieng, 63 years old, Filipino citizen, is a prominent investment banker, and currently serves as an Independent Director, Aboitiz Equity Ventures, Inc. He has a long and extensive experience in investment banking with several major financial institutions including HFS Capital LLC and Evercore Partners, Inc. He is an advisor to a number of Asia's most prominent companies like San Miguel Corporation, Samsung Electronics, Tiger Airways, among others. He finished his undergraduate and law degree from Ateneo De Manila University and later on, earned his MBA degree from the Wharton School of Business at the University of Pennsylvania.

Mr. Carlos C. Ejercito, 77 years old, Filipino, is the former Chairman of the United Coconut Planters Bank and currently the Chairman and CEO of Nortern Access Mining, Inc, Forum Cebu Coal Corporation and Kaipara Mining and Development Corporation. He graduated Cum Laude from the University of the East where he finished his Bachelor's Degree in Business Administration. He became a Certified Public Accountant in 1966. He received his Master's Degree in Business Administration at the Ateneo Graduate School of Business in 1976 and graduated from his Management Development Program in 1983 at the Harvard Business School. As of date, he serves as an Independent Director at Aboitiz Power Corporation, Bloomberry Resorts Corporation and Monte Oro Resources and Energy Corporation.

Ms. Aileen Christel U. Ongkauko, 54 years old, Filipino citizen, is concurrently the Group President and Chief Executive Officer of La Filipina Uy Gongco Corporation & Subsidiaries, a highly-diversified agribusiness, livestock and food company established more than a century ago. She is also a Director of South Balibago Resources Inc. and Ateneo Family Business Development Center. Ms. Ongkauko was also former director of Aboitiz Equity Ventures International, Aboitiz Power International, Pilmico International, and Advisor to the Board for Weather Philippines, Inc. She graduated *magna cum laude* and was a Departmental Awardee from Ateneo de Manila University, where she earned her degree in Bachelor of Arts in Management Economics

CPI, which nominated the four independent directors, are stockholders of the Issuer, and are not related to the aforementioned nominees.

Thereafter, the Nomination and Remuneration Committee, which comprises of the following appointed members:

Jose L. Cuisia, Jr - Chairman of the Committee (Ind. Director)
Jose E.B. Antonio – Member
Jose Marco R. Antonio - Member
John Victor R. Antonio - Member
Rafael G. Yaptinchay – Member
Ricardo P. Cuerva – Member (Non-Executive Director)

ratified the qualification of the nominees for independent directors and Corporate Secretary during the Board Meeting held on May 11, 2023 for re-election and election, respectively, at the upcoming annual stockholders' meeting, in accordance with the qualifications and disqualifications set forth in the Company's Revised Corporate Governance Manual.

Regular Directors

During its meeting on May 11, 2023, the Nomination and Remuneration Committee noted the nomination of the following individuals, who are currently the directors of the Corporation, as nominees for regular director for the year 2022-2023:

a) Jose E. B. Antonio
b) John Victor R. Antonio
c) Jose Marco R. Antonio
d) Jose Carlo R. Antonio
e) Ricardo P. Cuerva - Non executive
f) Rafael G. Yaptinchay
g) Hilda R. Antonio - Non Executive

The nomination committee passed upon their qualifications and found no disqualifications in accordance with Revised Code of Corporate Governance Memorandum Circular No. 6 Series of 2009.

As per attached sworn certification issued by the Corporate Secretary, none of the company's qualified directors including the company's out-going and in-coming independent directors and senior officers of CPGI works full time with the government.

The incumbent directors and officers of the Company as of MARCH 31, 2023 are listed below and the relevant data including their respective professional work experience are summarized in paragraph 2 below.

(2) Hereunder are the summaries of the respective business experience of the Company's current Directors and Senior Officers for the last five years:

Amb. Jose E.B. Antonio, 76 years old, Filipino, is one of the founders and Executive Chairman of the Board of the Company and its subsidiaries. He graduated cum laude from San Beda College, Manila in 1966 with a Bachelor's Degree in Commercial Science (major in Marketing) and received a Masters Degree in Business Management in 1968 from Ateneo de Manila's Graduate School of Business. Chairman Antonio also graduated from Harvard University's Owner/President Management Program in 2003. Chairman Antonio served as the Philippines Special Envoy for Trade and Economics to the People's Republic of China in 2005 and is currently the Chairman of Century Asia Corporation, Prestige Cars, Inc. and Philtranco Service Enterprises. He is also the founder and Chairman of the Philippine-China Business Council Inc. In addition, he serves as the Vice Chairman of Penta Pacific Realty Corporation and Subic Air Charter, Inc. Mr. Antonio has also has been duly appointed by President Rodrigo R. Duterte as *the* Philippines' special envoy to the United States, effective October 28, 2016. His mission is to enhance business ties and strengthen the economic affairs between the two countries.

Mr. John Victor R. Antonio, 50 years old, Filipino, is Vice-Chairman of the Company. He has been with the Company for 17 years and is involved in managing projects in the Company's middle income and affordable product lines, including Gramercy Residences and Azure Urban Residences. He graduated magna cum laude with a Bachelor's Degree in Economics (major in Marketing) from the University of Pennsylvania's Wharton School in 1993 and received his Masters Degree in Business Administration from the Wharton School in 2003.

Mr. Jose Marco R. Antonio, 48 years old, Filipino, is President and Chief Executive Officer of the Company. Prior to joining us, he worked at Blackstone Real Estate Partners as a financial analyst. He has been with the Company for 16 years and is involved in managing projects in the Company's middle income and affordable product lines, including Canyon Ranch, Knightsbridge Residences and Acqua Private Residences. He graduated summa cum laude with a Bachelor's Degree in Economics (dual major in Finance and Entrepreneurial Management) from the University of Pennsylvania's Wharton School in 1995 and received his Masters Degree in Business Administration from the Wharton School in 2004.

Mr. Jose Carlo R. Antonio, 39 years old, Filipino, is a Managing Director of the Company and a member of our Board. Prior to joining the Company in 2007, he worked in the investment banking groups of Citigroup and Goldman Sachs. He graduated magna cum laude with a Bachelor's Degree in Economics (major in Finance) from the University of Pennsylvania's Wharton School in 2005.

Ms. Hilda R. Antonio, 75 years old, Filipino, is a Director of the Company and a member of our Board. She is the wife of the Chairman Amb. Jose E.B. Antonio. She is a Philanthropist. She is a member of the Board of Directors of CPI, Museum Properties, Inc. Heirloom Properties Inc and Sovereign Property Holdings. She graduated from Assumption College of Manila with a degree in Economics.

Mr. Ricardo P. Cuerva, 78 years old, Filipino, is a Managing Director of the Company and a member of our Board. Mr. Cuerva was a co-founder of Meridien and served as Meridien's president from 1988 to 1996. He also currently serves as a member of the Rotary Club of Makati City. Mr. Cuerva graduated from San Beda College in 1961 with a Bachelor of Science Degree in Business Administration and obtained his Masters Degree in Business Administration from Ateneo De Manila in 1971. Mr. Cuerva is the President and owner of Century Project Management and Construction Corporation, which oversees the construction of our vertical developments.

Mr. Rafael G. Yaptinchay, 72 years old, Filipino, is a Managing Director of the Company and a member of our Board. Mr. Yaptinchay was a co-founder of Meridien and served as Meridien's president from 1996 to 2009. He has previously served as the Assistant Treasurer and Head of Business Development/Corporate Planning of Philippine National Construction Corporation. Mr. Yaptinchay is a member of the Rotary Club of Ortigas and the Association of Asian Manager, Inc. Mr. Yaptinchay graduated from Ateneo de Manila University in 1971 with a Bachelor's Degree (major Economics) and received his Masters Degree in Business Administration from Asian Institute of Management in 1974.

Amb. Jose L. Cuisia Jr., 78 years old, Filipino citizen, is the former Ambassador Extraordinary and Plenipotentiary of the Republic of the Philippines to the United States. Ambassador Cuisia is also well-respected figure in Philippine business, with over 32 years in financial services, most recently as the President & CEO of the largest and most profitable non-bank financial institution on the Philippines. He serves on the boards of many of the Philippines' most important private and listed companies, and has shared his expertise as Trustee on various academic institutions and non-government organizations espousing good governance and corporate social responsibility, including the Asian Institute of Management. Ambassador Cuisia has over 10 years of experience in public service, having served Filipinos as the Governor of the Central Bank of the Philippines and Chairman of its Monetary Board as well as President and CEO of the Philippine Social Security System in the 1980s and 1990s. At the Central Bank, Ambassador Cuisia oversaw the liberalization of foreign exchange controls, resulting in, among others, the entry of more substantial foreign direct investment that strengthened the Philippine Peso and the country's foreign exchange reserves. The Ambassador also led the efforts in establishing what is now the Bangko Sentral ng Pilipinas, allowing it to become a more effective guardian of monetary policy and ensuring the stability of the banking system. Amb. Cuisia also serves as Director to various companies namely: Phinma Corporation, Xendit Remittance Inc., Omnipay Inc, to name a few.

Mr. Stephen T. CuUnjieng, 64 years old, Filipino citizen, is a prominent investment banker, and currently serves as an Independent Director, Aboitiz Equity Ventures, Inc. He has a long and extensive experience in investment banking with several major financial institutions including HFS Capital LLC and Evercore Partners, Inc. He is an advisor to a number of Asia's most prominent companies like San Miguel Corporation, Samsung Electronics, Tiger Airways, among others. He finished his undergraduate and law degree from Ateneo De Manila University and later on, earned his MBA degree from the Wharton School of Business at the University of Pennsylvania.

Mr. Carlos C. Ejercito, 77 years old, Filipino, is the former Chairman of the United Coconut Planters Bank and currently the Chairman and CEO of Nortern Access Mining, Inc, Forum Cebu Coal Corporation and Kaipara Mining and Development Corporation. He graduated Cum Laude from the University of the East where he finished his Bachelor's Degree in Business Administration. He became a Certified Public Accountant in 1966. He received his Master's Degree in Business Administration at the Ateneo Graduate School of Business in 1976 and graduated from his Management Development Program in 1983 at the Harvard Business School. As of date, he serves as an Independent Director at Aboitiz Power Corporation, Bloomberry Resorts Corporation and Monte Oro Resources and Energy Corporation.

Ms. Aileen Christel U. Ongkauko, 54 years old, Filipino citizen, is concurrently the Group President and Chief Executive Officer of La Filipina Uy Gongco Corporation & Subsidiaries, a highly-diversified agribusiness, livestock and food company established more than a century ago. She is also a Director of South Balibago Resources Inc. and Ateneo Family Business Development Center. Ms. Ongkauko was also former director of Aboitiz Equity Ventures International, Aboitiz Power International, Pilmico International, and Advisor to the Board for Weather Philippines, Inc. She graduated *magna cum laude* and was a Departmental Awardee from Ateneo de Manila University, where she earned her degree in Bachelor of Arts in Management Economics

Atty. Danny E. Bunyi, 57 years old, Filipino, is the Corporate Secretary of the Company. He is likewise a Senior Partner at Divina Law Offices and a lecturer at John Gokongwei School of Management in Ateneo de Manila University, and at the Trust Institute Foundation of the Philippines. He was the Senior Vice President and Corporate Secretary of the Development Bank of the Philippines and the Chief Compliance Officer and Legal Services Group Head of Robinsons Bank. He was also the Legal Counsel for Consumer Banking of Standard Chartered Bank (Manila Office) and the Head of the Legal Advisory Division of the Philippine Commercial International Bank. He completed the Finance for Senior Executives Program in the Asian Institute of Management as well as the course on Trust Operations and Investment Management conducted by the Trust Institute Foundation of the Philippines. He obtained his law degree at the Ateneo de Manila University, with a Bachelor's degree in Business Management, major in Legal Management from the same university. Atty. Bunyi has extensive work experience in the field of banking and finance, trust banking and investment management, and corporate and special projects.

Mr. Carlos Benedict K. Rivilla IV, 51 years old, Filipino, is the Vice-President for Corporate Affairs of the Company. As part of his experience in the business sector, he served as Corporate Compliance Officer and Vice-President for Finance in a corporation engaged in mass media for four years in Cebu City and also previously handled Corporate Affairs for the Company and served as Director and Corporate Secretary of various businesses in Makati City. He joined the Company in 2007. Mr. Rivilla is a graduate of University of San Jose Recoletos. Mr. Rivilla was appointed Assistant Corporate Secretary on August 17, 2011.

Mr. Ponciano S. Carreon, Jr., 48 years old, Filipino, is the Chief Financial Officer, Corporate Treasurer and Head for Investor Relations. Prior to joining CPGI, he served as Chief Finance Officer of Landco Pacific Corporation, Chief Finance Officer of Arthaland Corporation, Assistant Vice President of Controllership at SM Development Corporation and Controller of Crown Asia Properties, Inc., a Vista Land subsidiary, and as member of the Board of Directors of Club Punta Fuego Inc., Fuego Land Corporation, and Fuego Development Corporation. He also brings with him solid banking experience having served as a bank controller, audit head and examiner. He is an Ateneo-BAP Certified Treasury Professional, a cum laude graduate of BS Accountancy degree at San Beda College and a CPA board topnotcher.

Atty. Isabelita Ching-Sales, 43 years old, Filipino, serves as the Company's Head of Legal and Corporate Affairs, Chief Information Officer and Chief Compliance Officer. Prior to joining Century Properties, Atty. Ching-Sales was the Chief Legal Counsel and Chief Information Officer of Asiatrust Development Bank, also a publicly-listed company. Having undergone extensive training and experience on loans, credit and branch banking operations, she was also appointed Head for Credit Support Department, and still is the Corporate Secretary of Asiatrust Development Bank, now NextGenesis Corporation. Atty Ching-Sales also worked as Head for Operations of China Banking Corporation's Acquired Assets Division. She graduated from the University of Sto. Tomas with a Bachelor's Degree in Legal Management and obtained her degree in Bachelor of Laws and Juris Doctor degree at San Beda College of Law and San Sebastian College Recoletos Manila, Institute of Law.

Mr. Ritchelle T. Cordero, 42 years old, Filipino, is the Group Head for Human Resources and Administration of the Company. He graduated with academic distinction from San Beda College, Manila in 2002 with the degree of Bachelors of Arts in Philosophy and Human Resources Development. He has completed the Executive MBA degree program at the Asian Institute of Management in 2017. Prior joining the Company, he was the HR Manager of Ayala Property Management Corporation, a subsidiary of Ayala Land Inc. He also worked as the HR Officer of DMCI Project Developers, Inc. He also served as the HR & Quality Management Officer of Asiatic Development Corporation.

Ms. Julienne M. Cruz, 39 years old, Filipino, is the Group Head for Corporate Communications of the Company effective November 1, 2021. Prior to joining the Company in 2007, she served as a Public Relations Associate in Grupo Agatep (formerly Agatep Associates) and a television production member of various motoring media shows. As part of her corporate background, she served as PR Associate, Advertising Manager, Marketing Communications Manager, and Assistant Vice President for Communications of the Company until 2020. She graduated with a Bachelor's Degree in Communication Arts from Miriam College Quezon City in 2005. Ms. Cruz is taking her Master of Business Administration degree through the Regis program of the Ateneo Graduate School of Business in Makati.

All the directors and members of the senior management of the Company possess a high degree of integrity and character and are fully capable and able to perform their duties as directors and members of senior management, respectively.

Information on the Board's Election and Years of Service:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID)	Elected when (Annual /Special Meeting)	No. of years served as director
Jose E.B. Antonio	ED	CPI	Marnelli A. Sales -None	07/11/2011	06/27/2022	Annual	11
Jose L. Cuisia, Jr.	ID	CPI	Marnelli A. Sales - None	06/22/2015	06/27/2022	Annual	7
Stephen T. CuUnjieng	ID	CPI	Marnelli A. Sales- None	06/22/2015	06/27/2022	Annual	7
Carlos C. Ejercito	ID	CPI	Marnelli A. Sales - None	06/22/2015	06/27/2022	Annual	7
John Victor R. Antonio	ED	CPI	Marnelli A. Sales - None	07/11/2011	06/27/2022	Annual	11
Jose Marco R. Antonio	ED	CPI	Marnelli A. Sales - None	07/11/2011	06/27/2022	Annual	11
Jose Carlo R. Antonio	ED	CPI	Marnelli A. Sales - None	07/11/2011	06/27/2022	Annual	11
Rafael G. Yaptinchay	ED	CPI	Marnelli A. Sales - None	07/11/2011	06/27/2022	Annual	11
Ricardo P. Cuerva	NED	CPI	Marnelli A. Sales - None	07/11/2011	06/27/2022	Annual	11
Hilda R. Antonio	NED	CPI	Marnelli A. Sales - None	06/14/2019	06/27/2022	Annual	3
Aileen Christel U. Ongkauko	ID	CPI	Marnelli A. Sales - None	04/17/2021	06/27/2022	Annual	2

Voting Result of the last Annual General Meeting (June 27, 2022)

Name of Director	Votes Received
Jose E.B. Antonio	9,092,555,785 shares of 78.39%
Jose L. Cuisia, Jr	9,092,555,785 shares of 78.39%
Stephen T. CuUnjieng	9,095,077,785 shares or 78.41%
Carlos C. Ejercito	9,099,877,785 shares or 78.45%
Aileen Christel U. Ongkauko	9,099,877,785 shares or 78.45%
David L. Almirol, Jr.*	9,099,877,785 shares or 78.45%
John Victor R. Antonio	9,092,555,785 shares of 78.39%
Jose Marco R. Antonio	9,092,555,785 shares of 78.39%
Jose Carlo R. Antonio	9,092,555,785 shares of 78.39%
Rafael G. Yaptinchay	9,092,555,785 shares of 78.39%
Ricardo P. Cuerva	9,092,555,785 shares of 78.39%
Hilda R. Antonio	9,099,877,785 shares or 78.45%

**Mr. David Almirol resigned last November 11, 2022*

Directorships in Other Companies

The Chief Executive Officer and other executive directors of the Company submit themselves to a low indicative limit on membership in other corporate boards, within the limit as may be allowed by the Securities Regulations Code and relevant rules on Corporate Governance. The same low limit shall apply to independent, non-executive directors who serve as full-time executives in other corporations. An exception to this rule may be applied to memberships in the corporate boards of subsidiaries or affiliates of the Company. In any case, the capacity of directors to serve the Company with diligence shall not be compromised.

A. Directorships in the Company's Group

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Jose E.B. Antonio	Century Properties Inc. (CPI, Parent Company) Century City Development Corporation (CCDC) Century City Corporation (CCC) Century Limitless Corporation (CLC) Century Properties Management Inc. (CPMI)	Executive, Chairman Executive, Chairman Executive, Chairman Executive, Chairman Executive, Chairman
John Victor R. Antonio	CPI CCDC CCC CLC CPMI	Executive Executive Executive Executive Executive
Jose Marco R. Antonio	CPI CCDC CCC CLC CPMI	Executive Executive Executive Executive Executive
Jose Carlo R. Antonio	CPI CLC CPMI	Executive Executive Executive
Rafael G. Yaptinchay	CPI	Executive
Ricardo P. Cuerva	CPI	Executive

B. Directorships in Other Listed Companies

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Rafael G. Yaptinchay	Marc Ventures Inc.	Independent
Jose L. Cuisia, Jr	Phinma Corporation SM Prime Holdings Inc. Manila Water Company, Inc.	Independent Independent Independent
Stephen T. CuUnjieng	Aboitiz Equity Ventures, Inc.	Independent
Carlos C. Ejercito	Aboitiz Power Corporation Bloomberry Resorts Corporation	Independent Independent
Aileen Christel U. Ongkauko	La Filipina Uy Gongco Corporation & Subsidiaries	Executive Director
David L. Almirol, Jr.	Multisys Technologies Corporation, Multipay Corporation Multifresh Corporation Multiparts and Services Center Corporation CIS Bayad Center, Inc	Executive Director Executive Director Executive Director Executive Director Director

BOARD MEETINGS & ATTENDANCE

Regular Board meetings are held once in every quarter. The meetings are scheduled before the beginning of the year. For this year, the Regular Board Meetings are scheduled as follows:

First Quarter – March 28

Second Quarter – May 5

Third Quarter – August 7

Fourth Quarter – November 8

There are also special board meetings that are held from time to time, as the need to discuss important business matters and updates from the Company arise. These special meetings are scheduled a week ahead of the scheduled dates.

Attendance of Directors – All directors were re-elected and elected, respectively in June 27, 2022.

Board	Name	Date of Election	No. of Meetings Held during the year (Regular & Special)	No. of Meetings Attended	%
Chairman	Jose Eduardo B. Antonio	June 2022	8	8	100%
Member	John Victor R. Antonio	June 2022	8	8	100%
Member	Jose Marco R. Antonio	June 2022	8	8	100%
Member	Jose Carlo R. Antonio	June 2022	8	8	100%
Member	Ricardo P. Cuerva	June 2022	8	6	75%
Member	Rafael G. Yaptinchay	June 2022	8	8	100%
Member	Hilda R. Antonio	June 2022	8	8	100%
Independent	Jose L. Cuisia, Jr	June 2022	8	8	100%
Independent	Stephen T. CuUnjieng	June 2022	8	8	100%
Independent	Carlos C. Ejercito	June 2022	8	8	100%
Independent	Aileen Christel U. Ongkauko	June 2022	8	8	100%
Independent	David L. Almirol, Jr.*	June 2022	8	6	75%

**Mr. David L. Almirol, Jr resigned on November 11, 2022*

BOARD COMMITTEES

1) Number of Members, Functions and Responsibilities

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power Executive Director (ED)
	Executive Director (ED)	Non-executive Director (NED)	Independent Director (ID)				
Executive	6	0	0	Develop a transparent business and organizational	Oversees the implementation of policies and corporate matters	Executive	6
Audit	3	0	2	Develop a transparent financial management system	Check all financial reports against its compliance; monitors external audit	Oversight on Audit	2
Committee on Strategy & Growth	4	0	3	Assist the Board in discharging its oversight duties with respect to the development and implementation of the Company's strategic plan and the risks associated with such plant	Provide assistance to the Board of Directors in the strategic management of the Company's activities, in its work to protect Company shareholders' interests via exercising control of the Company's strategy and sustainable development	Oversight function on Company's Business and Strategic Plans	4
Risk Management & Corporate Governance	4	1	1	Safeguard the company from potentional and adherent risks	Establish procedures to safeguard management from exposed risks and prevention of potential risks Ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities in compliance as well with the Corporate Governance policies	Risk & Corporate Governance Oversight Functiont	4
Related Party Transactions Committee	2	1	3	Ensure that every Related Party Transaction is conducted in a manner that will protect the Company and its stakeholders from conflict of interest which may arise between the Company and its Related Parties;	Ensure that every Related Party Transaction is at arms's length, the terms are fair, and they will inure to the best interest of the Company, its stakeholders, subsidiaries and affiliates	Related Party Transactions Committee	2

2) Committee Members

(a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Term
Chairman	Jose E.B. Antonio	June 27, 2022	4	4	100	1 yr
Member (ED)	John Victor R. Antonio	June 27, 2022	4	4	100	1 yr
Member (ED)	Jose Marco R. Antonio	June 27, 2022	4	4	100	1 yr
Member (ED)	Jose Carlo R. Antonio	June 27, 2022	4	4	100	1 yr
Member (ED)	Rafael G. Yaptinchay	June 27, 2022	4	4	100	1 yr

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Term
Chairman (ID)	Stephen CuUnjieng	June 27, 2022	4	4	100	1 yr
Member (ID)	Carlos C. Ejercito	June 27, 2022	4	4	100	1 yr
Member (ED)	Jose Carlo R. Antonio	June 27, 2022	4	4	100	1 yr
Member (ED)	Jose Marco R. Antonio	June 27, 2022	4	4	100	1 yr
Member (ED)	Rafael G. Yatinchay	June 27, 2022	4	4	100	1 yr

(c) Committee on Strategy & Growth

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Term
Chairman (ID)	Aileen Christel U. Ongkauko	June 27, 2022	2	2	100	1 yr
Member (ID)	Stephen T. CuUnjieng	June 27, 2022	2	2	100	1 yr
Member (ED)	Jose E.B. Antonio	June 27, 2022	2	2	100	1 yr
Member (ID)	David L. Almirol, Jr.*	June 27, 2022	2	2	100	1 yr
Member (ED)	Jose Marco R. Antonio	June 27, 2022	2	2	100	1 yr
Member (ED)	Jose Carlo R. Antonio	June 27, 2022	2	2	100	1 yr

**Mr. David l. Almirol resigned on November 11, 2022*

(d) Risk Management and Corporate Governance Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Term
Chairman (ID)	Jose L. Cuisia, Jr.	June 27, 2022	4	4	100	1 yr
Member (ED)	Jose E.B. Antonio	June 27, 2022	4	4	100	1 yr
Member (ED)	Jose Marco R. Antonio	June 27, 2022	4	4	100	1 yr
Member (ED)	John Victor R. Antonio	June 27, 2022	4	4	100	1 yr
Member (ED)	Rafael G. Yaptinchay	June 27, 2022	4	4	100	1 yr
Member (NED)	Ricardo P. Cuerva	June 27, 2022	4	4	100	1 yr

(e) Related Party Transactions Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Term
Chairman (ID)	Carlos C. Ejercito	June 27, 2022	1	1	100	1 yr
Member (ID)	Jose L. Cuisia, Jr.	June 27, 2022	1	1	100	1 yr
Member (ID)	Aileen Christel U. Ongkauko	June 27, 2022	1	1	100	1 yr
Member (ED)	Jose Marco R. Antonio	June 27, 2022	1	1	100	1 yr
Member (ED)	Jose Carlo R. Antonio	June 27, 2022	1	1	100	1 yr
Member (NED)	Hilda R. Antonio	June 27, 2022	1	1	100	1 yr

(4) Family Relationships

Except for Messrs. Jose E.B. Antonio, John Victor R Antonio, Jose Marco R. Antonio and Jose Carlo R. Antonio and Mrs. Hilda R. Antonio, none of the above indicated Directors and Senior Officers are bound by any familial relationships with one another up to the fourth civil degree, either by consanguinity or affinity.

Messrs. John Victor R Antonio, Jose Marco R. Antonio and Jose Carlo R. Antonio are brothers while Mr. Jose E.B. Antonio is their father and Mrs. Hilda R. Antonio is their mother.

(5) Board and Executive Officers Orientation and Education Program

Under the Company's Corporate Governance manual and best practice, all new directors and senior officers are required to take the orientation on good governance and risk management.

In-house training and external courses attended by Directors and Executive Officers for the past years:

▪ Corporate Governance Orientation Course for Directors and Officers – August 2011, conducted by Sycip Gorres and Velayo

▪ ISO Training Seminar for Systems and Data – May 2012, Neville Clark Inc.
▪ Strategic Planning Seminar – July 2012, In-house, Corporate Planning Group
▪ Risk Management Seminar – October 2012, Ateneo Graduate School of Business
▪ Corporate Governance Seminar for Directors and Key Officers – November 2014, Philippine Stock Exchange
▪ Annual Corporate Governance Training Program – November 2015, Institute of Corporate Directors
▪ SEC Corporate Governance Forum – August 2016, SEC
▪ Annual Corporate Governance Training Program – September 2017, Institute of Corporate Directors
▪ Annual Corporate Governance Training Program – December 19, 2018, Institute of Corporate Directors
▪ Annual Corporate Governance Training Program – September 2019, Institute of Corporate Directors
▪ Corporate Sustainability Reporting – March 15, 2021, University of Asia and the Pacific – Center for Social Responsibility
▪ Sustainability Summit and Training – April 30, 2021, University of Asia and the Pacific – Center for Social Responsibility
▪ Anti-Money Laundering/Counter-Terrorist Financing Fundamentals – July 12, 2022 – Anti-Money Laundering Council
▪ Anti-Money Laundering/Counter-Terrorist Financing – November 24, 2022 - Anti-Money Laundering Council
▪ 2022 Public Corporate Governance – December 15, 2022 - Sycip Gorres Velayo and Company

(6) Involvement in Certain Legal Proceedings

During the past five (5) years up to the latest date immediately preceding the issuance of this Information statement, none of the Company's directors or executive officers were (i) involved in any bankruptcy proceedings; (ii) convicted by final judgment in any criminal proceedings; (iii) subject to any order, judgment or decree of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business or securities, commodities or banking activities; and (iv) found in a civil action by any court or administrative body to have violated a securities or commodities law. The Company has no knowledge of any material pending criminal legal proceeding to which any of its directors or executive officers is a party, or to which any of their property is subject.

(7) Certain Relationships and Related Transactions

The Company has not during the last two (2) years engaged in any transaction where any of its directors, senior officers, stockholders owning ten percent (10%) or more of its total outstanding shares, or members of their immediate families had or is to have direct or indirect material interest.

For related transactions, the Group in their regular conduct of business has entered into transactions with related parties principally consisting of advances and reimbursement of expenses, development, management, marketing, leasing and administrative service agreements that are thoroughly discussed in Note 30 of the Audited Consolidated Financial Statements as attached which forms part and parcel of the Information.

Under Note 15 of the Audited Financial Statement, the Company states that there have been no guarantees provided or received for any related party receivables or payables. The Group does not provide allowance relating to receivable from related parties. This assessment is undertaken each financial year through examining the financial position of the related parties and the markets in which the related parties operate.

(7) List all parents of the registrant showing the basis of control and as to each parent, the percentage of voting securities owned or other basis of control by its immediate parents if any.

Parent	No. of Shares Held	Percentage of Shares Held
Century Properties Inc.	6,311,104,949 – direct 1,601,729,998 - indirect	68.22%

Compensation of Directors and Executive Officers

(a) Compensation of Directors and Senior Officers

SUMMARY COMPENSATION

Information as to the aggregate compensation paid or accrued during the last two fiscal years and to be paid in the ensuing fiscal year to the Company's CEO and most highly compensated officers is as follows:

Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation
Aggregate executive compensation for CEO and top 4 Most Highly Compensated Officers/ Directors* Jose E.B. Antonio – executive Chairman Jose Marco R. Antonio – President &CEO John Victor R. Antonio – Vice Chairman Jose Carlo R. Antonio – Managing Director Rafael G. Yaptinchay – Managing Director	Projected 2023	71,293,378.79	5,484,106.06	0
	Actual 2022	67,257,904.52	0.00	0
	Actual 2021	67,175,110.12	0.00	0
	Actual 2020	87,924,262.74	4,374,212.98	0
Aggregate executive compensation all other officers unnamed	Projected 2023	25,365,703.30	1,951,207.95	0
	Actual 2022	23,929,908.77	0.00	0
	Actual 2021	26,981,041.72	333,861.10	0
	Actual 2020	38,397,094.26	745,177.33	0

- **Five (5) members of management who are <u>not</u> at the same time executive directors and indicate the total remuneration received during the financial year:**

Name of Officer/Position	Salary	Bonus	Total
Ponciano S. Carreon, Jr.	26,508,188.77	0.00	26,508,188.77
Ritchelle T. Cordero			
Carlos Benedict K. Rivilla			
Isabelita C. Sales			
Julienne M. Cruz			

NOTES:

1. The Company does not have any standard arrangement or other arrangements with its executive directors and, as previously mentioned, the executive directors of the Company do not receive any compensation for acting in such capacity, except for the independent directors who receives a monthly fee of One Hundred Thousand Pesos (₱100,000.00) for attending all board meetings, special meetings and board committee meetings. As regards the employment contracts between the Company and the executive officers, the Company employs the same standard employment contract applicable to all its officers and employees. The Company has not issued and/or granted stock warrants or options in favor of its officers and employees.

2. Except for the per diem being paid to its independent directors, there are no other arrangements for the payment of compensation or remuneration to the directors in their capacity as such. Total Per diem/monthly allowance paid to independent directors for attending the Board and Committee Meetings totals Php5.6M for the year 2022.

Description of Any Standard Arrangement - The employment contracts between the Company and its senior officers are the same as the standard employment contract applicable to all other employees and officers. Stock warrants and/or options have not been issued in favor of any officer or employee.

Description of Material Terms of Any Other Arrangement - On May 16, 2013 the Board of Directors approved the establishment of the Employee Stock Grant Program for all regular employees. All shares to be allocated under the ESGP shall be derived from the unissued shares of CPGI and up to 2% of the outstanding shares shall be granted. The ESGP was approved on May 21, 2013 by the Nomination and Remuneration Committee and subsequent board approval was made on the amendments of the ESGP policy in the determination of the valuation price per share subject ratified by the shareholders representing 2/3 of the outstanding capital stock of the Corporation during the last annual stockholders' meeting on July 23, 2014.

(b) Bonus, profit sharing or other compensation plan, contract or arrangement with any director, nominee, or executive officer: None.

(c) Pension or retirement plan

All regular employees who have reached the age of fifty (50) and have served the Company for at least ten (10) years may, subject to mutual agreement, avail of an early retirement plan and be entitled to early retirement benefits equivalent to the average salary received during the last six (6) months in service multiplied by the years of credited service.

All regular employees who have reached the mandatory retirement age of sixty-five (65) shall be entitled to mandatory retirement benefits equivalent to the average salary received during the last six months in service multiplied by the years of credited service.

(d) Option/s, warrant/s or right/s to purchase any securities, other than warrants or rights issued to security holders

The Company has not extended nor granted any option/s, warrant/s or right/s to purchase any securities to any director or senior officer.

Significant Employees

There are no persons, other than the directors and executive officers, who are expected to make a significant contribution to the business of the Company.

Independent Public Accountants

On June 27, 2022, at the Annual Stockholders' Meeting of the Company, the stockholders approved the re-appointment of SGV and Co. as the external auditor of the Company for the incumbent year and to serve as such until their successor shall have been appointed and qualified in compliance with SRC Rule 68.

On May 11, 2023, the Audit Committee, with the following members: Mr. Stephen T. Cuunjieng (as Chairman), Mr. Jose Carlo R. Antonio and Jose Marco R. Antonio (as members), held a meeting recommending the re-appointment and qualification of Sycip Gorres & Velayo, as the auditors of the Corporation for the year 2021.

On May 11, 2023 the Board of Directors held a meeting to approve the endorsement of the Audit Committee for the appointment of SGV as external auditors of the Corporation to be ratified on the next Annual Stockholder Meeting on June 30, 2023.

The representatives of our current external auditor, SGV and Co. are expected to be at the Annual Stockholders Meeting and shall have the opportunity to make a statement and/or address any queries that may arise from the meeting.

Pursuant to the General Requirements of SRC Rule 68), Par. 3 (Qualifications and Reports of Independent Auditors), the Company has engaged SGV & Co. as external auditor. SGV has appointed Ms. Ma. Emilita L. Villanueva as Partner-In-Charge.

There have been no disagreements with the current and previous accountants on accounting and financial disclosures.

Audit and Audit Related Fees

For the audits of the financial statements of CPGI and all its subsidiaries, the aggregate fees for the audit services of SGV and Co. for 2022 inclusive of VAT amounted to P 8.6 Million.

Fees for the years 2020 and 2021, inclusive of VAT, amounted to P6.9 Million and P 7.8 Million respectively.

The Audit Committee recommends to the Board of Directors the discharge or nomination of the external auditor to be proposed for shareholder approval at CPGI's annual shareholders meeting, approve all audit engagement fees and terms of the external auditor, and review its performance. It also reviews and discusses with management and the external auditors the results of the audit, including any difficulties encountered. This review includes any restrictions on the scope of the external auditor's activities or on access to requested information, and any significant disagreements with Management.

The Audit Committee also evaluates, determines and pre-approves any non-audit service provided to the Company and its subsidiaries by the external auditors and keeps under review the non-audit fees paid to the external auditors both in relation to their significance to the auditor and in relation to the total expenditure on consultancy.

No engagement for other services from SGV and Co. either for professional services, tax accounting compliance, advise and planning nor any services rendered for products and services other than the aforementioned audit services reported in 2022.

Tax Fees

Other than the above, SGV & Company has not provided any professional service relative to tax accounting, compliance, advice, planning and any other form of tax services for the year 2020 and 2021.

All Other Fees

SGV & Company has been engaged by the Group to review its Q3 2022 financial statements for the CPG Bond Offering. All other fees are for the audit of the Group's financial statements.

Approval Policies of Audit Committee

The engagement of the external auditors is recommended by the Audit Committee for approval of the Company's stockholders pursuant to the Code of Corporate Governance. As discussed, on May 11, 2023, the Audit Committee passed a resolution recommending to the stockholders of the Company the appointment of Sycip Gorres Velayo & Company as the external auditor of the Company for the incumbent year.

Previously, on June 27, 2022, the stockholders passed a resolution approving the appointment of SGV and Co. as the Company's external auditor for the period ending on December 31, 2022.

Compensation Plans

No action is proposed to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Authorization or Issuance of Securities Other than for Exchange

Each common share entitles the holder to one vote. At each meeting of the stockholders, each stockholder entitled to vote on a particular question or matter involved shall be entitled to vote for each share of stock standing in his name in the books of the Company as of record date.

Each holder of common shares shall be entitled to such dividends as may be declared by the Board of Directors on the basis of outstanding stock held by them. The Board of Directors is authorized to declare dividends which shall be declared and paid out of the Company's unrestricted retained earnings. A cash dividend does not require any further approval from the stockholders. A stock dividend shall require the further approval of the stockholders representing at least two-thirds of the Company's outstanding capital stock.

Under the Company's Amended Articles of Incorporation, holders of common stock have waived their pre-emptive right. There is no provision in the Company's Amended Articles of Incorporation or By-Laws that would delay, defer or prevent a change in control of the Company.

On February 20, 2012, CPGI, together with (CPI) and APG Strategic Real Estate Pool N.V. (APG), a Netherlands-based pension firm entered into a Purchase Agreement wherein CPI sold its 868,316,042 CPGI shares of stock in favor of APG. This transaction was pursuant to the convertible bond issued by CPI to APG in January 2011. Instead of converting the convertible bond into shares of CPI, APG and CPI entered into a Purchase Agreement under which APG purchased the convertible bond from CPI. The consideration consists of (i) 868,316,042 CPGI shares owned by CPI and (ii) cash consideration. As a result of such transaction, CPI retired the convertible bond concurrently with the sale of the CPGI shares to APG.

On January 07, 2013, the Company approved the Treasury Buyback Program of up to Eight Hundred Million (800,000,000) shares for a time period of twenty-four (24) months starting January 2013 from any stockholders who opt to divest their shareholdings in the Company subject to further shareholders approval in the next Annual or Special Stockholders meeting.

On March 05, 2013, CPI closed on a Placing and Subscription Transaction wherein it sold 800,000,000 million shares of stock in CPGI to investors ("Placing transaction") at a price of P2.05 per share. The top up placing and subscription transaction was implemented primarily to fund the company's continued growth in land bank within Metro Manila, and expand its projects in key select secondary cities outside Metro Manila.

Concurrently, CPI and the Company entered into the Subscription Agreement relating to the subscription by CPI to 800,000,000 new common shares of the Company ("Subscription transaction"). As a result of the Placing and Subscription Transaction the Company's public float increased from 27.3% to 33.3%.

On May 16, 2013 the Board of Directors approved the Amendment of the Articles of Incorporation for purposes of Increase in Authorized Capital Stock from 10 Billion shares to 18 Billion Shares with the Declaration of 25% of Stock Dividends equivalent to 2 Billion common shares amounting to Php 1,060,000,000 to be taken out of the Corporation's retained earnings. This amount represents at least the minimum 25% subscribed and paid-up capital for the increase of the authorized capital stock from 10 Billion to 18 Billion common shares.

On May 21, 2013, the Nomination and Remuneration Committee approved and endorsed the Employee Stock Grant Program for all regular employees of the Corporation to provide long term reward proposition and motivate regular employees for higher level of performance. All shares to be allocated under the ESGP shall be derived from the unissued shares of the Corporation and up to 2% of the outstanding shares shall be granted. The ESGP was approved and ratified by 2/3 of the shareholders present and by proxy during the Annual Stockholders Meeting held last July 01, 2013.

On June 29, 2017, the Stockholders approved the reclassification of 3,000,000,000 common shares to preferred shares, the par value of which was amended from Php1.00 to Php0.53. On October 4, 2019, the Board authorized the Company to issue 20,000,000 Preferred A with an oversubscription option of up to 10,000,000 Preferred A at an Offer Price of ₱100.00 per Preferred Share which was approved by the SEC last November 8, 2019 and listed in the PSE last January 10, 2020.

D. FINANCIAL AND OTHER INFORMATION

Please see attached Annex "A" – Annual Management Report as of December 31, 2021 with the accompanying audited consolidated financial statements as of period ended 31 December 2021; Annex "B" Management Report as of March 31, 2022 (unaudited);

E. AMENDMENT OF THE BY-LAWS

The Chairman informed the Board that there is a need to amend Article 1 of the Company's By-Laws to change the principal place of business of the Company. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board:

"**RESOLVED** that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of Article 1 under the Amended By-Laws of Century Properties Group Inc. to read as follows:

ARTICLE I
Office

The principal office of the Corporation shall be located at the **35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City.** The Corporation may have offices at such other places of business in the Philippines or in foreign countries as the Board may, from time to time, designate. (As amended by the Board of Directors on its special meeting on May 11, 2023 and subject to the approval of the Majority Stockholders of CPGI on June 30, 2023)

"**RESOLVED FURTHER**, that the proper officers of the Corporation are hereby authorized and directed to execute and file the proper certificates of the proceedings of this meeting, to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution."

"**RESOLVED FINALLY**", that a copy of this resolution be furnished the entity concerned".

The Amendment of Article 1 of the By-Laws will reflect the new principal business address of the Company.

E. OTHER MATTERS

Action with Respect to Reports

The following shall be presented for approval during the annual stockholders' meeting:

(a) Minutes of the Annual stockholders' meeting held on June 27, 2022 attached as part of the Exhibits in this report.

The following Resolutions have been passed by the stockholders present during the Meeting conducted virtually:

PRESENT:

	Number of Shares	Percentage
Total Shares Present (in person or by Proxy)	9,099,872,229	78.45%
Total Outstanding Shares (Treasury shares)	11,599,600,690 (100,123,000)	

- As of Record Date: May 23, 2022

I. **CALL TO ORDER**

The Corporation's Chairman, Mr. Jose E.B. Antonio, called the meeting to order. The Corporate Secretary Atty. Danny E. Bunyi, , recorded the minutes of the proceedings.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that notices of this annual stockholders' meeting, together with the agenda thereof and the Definitive Information Statement, were duly sent to all the stockholders of the Corporation of record date as of May 23, 2022, and that a quorum existed for the transaction of such business as may properly come before the meeting, there being present (in person or by proxy) the stockholders representing 9,099,872,229 shares of the Corporation, constituting approximately 78.45% of the Corporation's total outstanding capital stock.

III. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON JULY 26, 2021

Upon motion duly made and seconded, the reading of the minutes of the special meeting of the stockholders of the Corporation held on JULY 26, 2021 was dispensed with and the said minutes were approved as presented.

IV. REPORT OF THE PRESIDENT TO THE STOCKHOLDERS, MANAGEMENT REPORT AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2021

The Chairman presented his report to the stockholders of the Corporation for the year 2021, the results of operations, management report inclusive of the presentation of the 2021 Audited Financial Statements.

After discussions between the stockholders present and the panel of directors and officers of the Corporation, the board duly noted clarifications and questions raised by each stockholder. Then upon motion duly made and seconded, the report of the Chairman was noted and the Audited Financial Statements of the Corporation for fiscal year 2021 was approved.

V. CONFIRMATION AND RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION

The Chairman notified the stockholders of the need to ratify specific acts and proceedings of the Board of Directors and its Corporate Officers relative to business operations of the Corporation.

Upon motion duly made and seconded, each and every legal act, proceeding, contract or deed performed, entered into or executed by the Corporation's Board of Directors and Officers since July 26, 2021, as appearing in the minutes of the meetings of the Board of Directors and other records of the Corporation have been approved, confirmed and ratified as if such acts were entered into or executed with the specific and special authorization of the stockholders in a meeting duly convoked and held.

VI. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

The Chairman advised the stockholders of the need to elect members of the Corporation's Board of Directors for the ensuing year and until their successors shall have been elected and qualified. Upon motion duly made and seconded, the following persons were elected as Directors:

1. Jose E.B. Antonio
2. John Victor R. Antonio
3. Jose Marco R. Antonio
4. Jose Carlo R. Antonio
5. Ricardo P Cuerva
6. Rafael G. Yaptinchay
7. Hilda R. Antonio
8. Jose L. Cuisia Jr – Independent Director
9. Stephen T. CuUnjieng – Independent Director
10. Carlos C. Ejercito – Independent Director
11. Aileen Christel U. Ongkauko – Independent Director
12. David L. Almirol, Jr. – Independent Director

VII. APPOINTMENT OF EXTERNAL AUDITORS

The Chairman informed the stockholders of the need to appoint an external auditor of the Corporation. The Chairman said that the auditing firm of SGV and Company was recommended by the Audit Committee and endorsed by the Board of Directors of the Corporation. Upon motion duly made and seconded, the following resolution was unanimously approved by the stockholders:

> "**RESOLVED**, that the Corporation appoints SGV and Company as its external auditor for the ensuing year and to serve as such until its successor shall have been appointed and qualified."

VIII. AMENDMENT OF ARTICLE III OF THE ARTICLES OF INCORPORATION

The Chairman discussed to the stockholders that the ratification for approval of shareholders is being secured amend Article III under the Amended Articles of Incorporation to read as follows:

Articles of Incorporation

> **THIRD**: That the place where the principal office of the corporation, is to be located shall be in ***35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City***, but it may establish branches in some foreign countries. (*As amended by the Board of Directors on May 6, 2022 and approved by the Majority Stockholders of CPGI on June 27, 2022)*

Upon motions duly seconded, the following resolutions as resolved by the Board of Directors during its May 6, 2022 Board Meeting was approved and ratified by the Stockholders present in person or by proxy owning at least two thirds (2/3) of the outstanding capital stock of the Corporation:

> "RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of Article III under the Amended Articles of Incorporation to read as follows:
>
> **THIRD**: That the place where the principal office of the corporation, is to be located shall be in ***35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City***, but it may establish branches in some foreign countries. (*As amended by the Board of Directors on May 6, 2022 and approved by the Majority Stockholders of CPGI on June 27, 2022)*

IX. ADJOURNMENT

There being no other matter to discuss and business to transact, the meeting was adjourned at 10:58 a.m.

- **VOTING RESULTS FOR THE STOCKHOLDERS' MEETING HELD ON JUNE 27, 2022:**

ELECTRONIC VOTING IN ABSENTIA

REALTIME RESULT

PROPOSAL	FOR	AGAINST	ABSTAIN
1. Approval of the minutes of the 2020 Annual Stockholders' Meeting held on July 26, 2021	9,096,938,383	0	2,939,402
2. Presentation and approval/ratification of the 2021 Reports and Audited Financial Statements for year ended December 31, 2021	9,068,866,229	0	31,011,556
3. Ratification of the acts of the Board of Directors and of Management; To approve, ratify and confirm all previous acts of the Board from 31 May 2021 to 30 May 2022	9,096,826,244	0	3,051,541
ELECTION OF DIRECTORS	FOR	DO NOT VOTE	WITHHOLD AUTHORITY TO VOTE
JOSE E. B. ANTONIO	9,092,555,785	7,322,000	0
JOHN VICTOR R. ANTONIO	9,092,555,785	7,322,000	0
JOSE MARCO R. ANTONIO	9,092,555,785	7,322,000	0
JOSE CARLO R. ANTONIO	9,092,555,785	7,322,000	0
RICARDO P. CUERVA	9,092,555,785	7,322,000	0
RAFAEL G. YAPTINCHAY	9,092,555,785	7,322,000	0
HILDA R. ANTONIO	9,099,877,785	0	0
INDEPENDENT DIRECTORS	FOR	DO NOT VOTE	WITHHOLD AUTHORITY TO VOTE
JOSE CUISIA	9,092,555,785	7,322,000	0
STEPHEN CUUNJIENG	9,095,077,785	4,800,000	0
CARLOS C. EJERCITO	9,099,877,785	0	0
AILEEN CHRISTEL U. ONGKAUKO	9,099,777,785	0	0

DAVID L. ALMIROL, JR.	9,099,877,785	0	0
PROPOSAL	FOR	AGAINST	ABSTAIN
5. Appointment of Sycip Gorres, Velayo & Co. as External Auditors	9,099,877,785	0	0
6. Other Matters: i. Amendment of the 3rd Article of the Amended Articles of Incorporation to change the principal place of business from: 21/F Pacific Star Bldg., Sen, Gil Puyat Avenue corner Makati Avenue, Makati City to: 35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City	9,064,713,631	35,164,154	0
7. Consideration of such other business as may properly come before the meeting	9,061,774,229	7,092,000	31,011,556

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(b) Audited financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2022

Agenda

The agenda for the Annual Stockholders' Meeting on June 30, 2023 shall be as follows:

1. Call to order
2. Certification of notice and the existence of a quorum
3. Approval of the minutes of the Annual Stockholders' Meeting held on JUNE 27, 2022
4. Annual Report of the President
5. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers
6. Approval of the 2022 Audited Consolidated Financial Statements of the Corporation
7. Election of Members of the Board of Directors and Five Independent Directors
8. Appointment of External Auditor for 2023
9. Other Matters:

i. Amendment of Article 1 of the Amended By-laws of the Corporation change the principal place of business of the Company –

from: *21/F Pacific Star Bldg., Sen, Gil Puyat Avenue corner Makati Avenue, Makati City*

to: *35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City*

10. Adjournment

Other Matters Not Required to be Submitted

In order to adequately apprise the stockholders, the President will present an annual report to the Stockholders.

The acts of the Board of Directors covering the period between the period 15 May 2022 to May 15, 2023 shall also be submitted to the stockholders for ratification for the purpose of formally obtaining their support therefor. In the event that a negative vote is registered, the Board of Directors and management reserves the option to disregard such vote entirely or study the matter further.

Hereunder is a brief summary /partial list of the acts and proceedings of the Board of Directors and management to be submitted for ratification by the stockholders:

May 16, 2022	Official Press release entitled: CENTURY PROPERTIES GROUP 1Q2022 REVENUES UP BY 26% PHirst Park Homes Sustains Strong Sales Take-up
May 26, 2022	Results of the Special Board Meeting held on May 26, 2022 the declaration of cash dividends for the PREFERRED SHARES and the payment date thereof were unanimously approved as follows:
	SHARES RECORD DATE PAYMENT DATE DIVIDEND RATE CPGP July 6, 2022 July 11, 2022 6.7177%
June 27, 2022	Results of the Organizational Meeting held last June 27, 2022
	The following resolutions were unanimously approved:
	A. The Corporate Secretary certified to the election of the following Directors of the Corporation at the recently concluded Annual Stockholders' Meeting: 1. Jose E.B. Antonio 2. John Victor R. Antonio 3. Jose Marco R. Antonio 4. Jose Carlo R. Antonio 5. Ricardo P Cuerva 6. Rafael G. Yaptinchay 7. Hilda R. Antonio 8. Jose L. Cuisia Jr – Independent Director 9. Stephen T. CuUnjieng – Independent Director 10. Carlos C. Ejercito – Independent Director 11. Aileen Christel U. Ongkauko – Independent Director 12. David L. Almirol, Jr. – Independent Director
	B. The Organization of Senior Officers were discussed and upon nominations duly made and seconded, the following persons were unanimously confirmed to the positions set forth after their respective names: Name — Position Jose E.B. Antonio — Executive Chairman John Victor R. Antonio — Vice Chairman Jose Marco R. Antonio — President & CEO Jose Carlo R. Antonio — Managing Director Rafael G. Yaptinchay — Managing Director Atty. Danny E. Bunyi — Corporate Secretary Carlos Benedict K. Rivilla, IV — Assistant Corporate Secretary Atty. Isabelita Ching Sales — Head of Legal Services Group, Chief Information and Chief Compliance Officer

	Ponciano S. Carreon, Jr — Chief Financial Officer/Corporate Treasurer/ Investor Relations Officer Ritchelle T. Cordero — Head for Human Resources and Administration Julienne M. Cruz — Head for Corporate Communications
	D. Election of members of the Audit Committee, Related Party Transactions Committee, Risk Management and Corporate Governance Committee and the Committee on Strategy and Growth as follows: Audit Committee: Stephen CuUnjieng– Chairman of the Committee (Ind.Director) Carlos C. Ejercito - Member (Ind. Director) Jose Carlo R. Antonio – Member Jose Marco R. Antonio - Member Rafael G. Yaptinchay – Member Risk Management & Corporate Governance Committee Jose L. Cuisia, Jr - Chairman of the Committee (Ind. Director) Jose Marco R. Antonio – Member Jose E.B. Antonio – Member John Victor R. Antonio - Member Rafael G. Yaptinchay – Member Ricardo P. Cuerva – Member (Non-executive Director)
	Committee on Strategy and Growth: Aileen Christel U. Ongkauko - Chairman of the Committee (Ind. Director) Jose E.B. Antonio – Chairman of the Committee John Victor R. Antonio – Member Jose Marco R. Antonio – Member Jose Carlo R. Antonio – Member Stephen CuUnjieng – Member (Ind. Director) David Almirol Jr. – Member (Ind. Director) Related Party Transactions Committee: Carlos C. Ejercito - Chairman of the Committee (Ind. Director) Jose L. Cuisia - Member (Ind. Director) Aileen Christel U. Ongkauko - Member (Ind. Director) Jose Marco R. Antonio – Member Jose Carlo R. Antonio – Member Hilda R. Antonio – Member (Non-executive Director)
June 27, 2022	Results of the Annual Stockholder's Meeting held last June 27, 2022
	The following resolutions were unanimously approved:
	PRESENT: Number of Shares — Percentage Total Shares Present (in person or by Proxy) — 9,099,872,229 — 78.45% Total Outstanding Shares (Treasury shares) — 11,599,600,690 (100,123,000) • As of Record Date: May 23, 2022 I. CALL TO ORDER The Corporation's Chairman, Mr. Jose E.B. Antonio, called the meeting to order. The Corporate Secretary Atty. Danny E. Bunyi, , recorded the minutes of the proceedings. II. CERTIFICATION OF NOTICE AND QUORUM The Corporate Secretary certified that notices of this annual stockholders' meeting, together with the agenda thereof and the Definitive Information Statement, were duly sent to all the stockholders of the Corporation of record date as of May 23, 2022, and that a quorum existed for the transaction of such business as may properly

	come before the meeting, there being present (in person or by proxy) the stockholders representing 9,099,872,229 shares of the Corporation, constituting approximately 78.45% of the Corporation's total outstanding capital stock.
	III. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON AUGUST 27, 2020 Upon motion duly made and seconded, the reading of the minutes of the special meeting of the stockholders of the Corporation held on AUGUST 27, 2020 was dispensed with and the said minutes were approved as presented. IV. REPORT OF THE PRESIDENT TO THE STOCKHOLDERS, MANAGEMENT REPORT AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2020 The Chairman presented his report to the stockholders of the Corporation for the year 2020, the results of operations, management report inclusive of the presentation of the 2020 Audited Financial Statements. After discussions between the stockholders present and the panel of directors and officers of the Corporation, the board duly noted clarifications and questions raised by each stockholder. Then upon motion duly made and seconded, the report of the Chairman was noted and the Audited Financial Statements of the Corporation for fiscal year 2020 was approved.
	III. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON JULY 26, 2021 Upon motion duly made and seconded, the reading of the minutes of the special meeting of the stockholders of the Corporation held on JULY 26, 2021 was dispensed with and the said minutes were approved as presented. IV. REPORT OF THE PRESIDENT TO THE STOCKHOLDERS, MANAGEMENT REPORT AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2021 The Chairman presented his report to the stockholders of the Corporation for the year 2021, the results of operations, management report inclusive of the presentation of the 2021 Audited Financial Statements. After discussions between the stockholders present and the panel of directors and officers of the Corporation, the board duly noted clarifications and questions raised by each stockholder. Then upon motion duly made and seconded, the report of the Chairman was noted and the Audited Financial Statements of the Corporation for fiscal year 2021 was approved.
	V. CONFIRMATION AND RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION The Chairman notified the stockholders of the need to ratify specific acts and proceedings of the Board of Directors and its Corporate Officers relative to business operations of the Corporation. Upon motion duly made and seconded, each and every legal act, proceeding, contract or deed performed, entered into or executed by the Corporation's Board of Directors and Officers since July 26, 2021, as appearing in the minutes of the meetings of the Board of Directors and other records of the Corporation have been approved, confirmed and ratified as if such acts were entered into or executed with the specific and special authorization of the stockholders in a meeting duly convoked and held. VI. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS The Chairman advised the stockholders of the need to elect members of the Corporation's Board of Directors for the ensuing year and until their successors shall have been elected and qualified. Upon motion duly made and seconded, the following persons were elected as Directors:

	1. Jose E.B. Antonio 2. John Victor R. Antonio 3. Jose Marco R. Antonio 4. Jose Carlo R. Antonio 5. Ricardo P Cuerva 6. Rafael G. Yaptinchay 7. Hilda R. Antonio 8. Jose L. Cuisia Jr – Independent Director 9. Stephen T. CuUnjieng – Independent Director 10. Carlos C. Ejercito – Independent Director 11. Aileen Christel U. Ongkauko – Independent Director 12. David L. Almirol, Jr. – Independent Director VII. APPOINTMENT OF EXTERNAL AUDITORS The Chairman informed the stockholders of the need to appoint an external auditor of the Corporation. The Chairman said that the auditing firm of SGV and Company was recommended by the Audit Committee and endorsed by the Board of Directors of the Corporation. Upon motion duly made and seconded, the following resolution was unanimously approved by the stockholders:
	"RESOLVED, that the Corporation appoints SGV and Company as its external auditor for the ensuing year and to serve as such until its successor shall have been appointed and qualified." VIII. AMENDMENT OF ARTICLE III OF THE ARTICLES OF INCORPORATION The Chairman discussed to the stockholders that the ratification for approval of shareholders is being secured amend Article III under the Amended Articles of Incorporation to read as follows: Articles of Incorporation THIRD: That the place where the principal office of the corporation, is to be located shall be in 35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City, but it may establish branches in some foreign countries. (As amended by the Board of Directors on May 6, 2022 and approved by the Majority Stockholders of CPGI on June 27, 2022)
	Upon motions duly seconded, the following resolutions as resolved by the Board of Directors during its May 6, 2022 Board Meeting was approved and ratified by the Stockholders present in person or by proxy owning at least two thirds (2/3) of the outstanding capital stock of the Corporation: "RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of Article III under the Amended Articles of Incorporation to read as follows: THIRD: That the place where the principal office of the corporation, is to be located shall be in 35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City, but it may establish branches in some foreign countries. (As amended by the Board of Directors on May 6, 2022 and approved by the Majority Stockholders of CPGI on June 27, 2022) IX. ADJOURNMENT There being no other matter to discuss and business to transact, the meeting was adjourned at 10:58 a.m.
June 27, 2022	Official Press release entitled: CENTURY PROPERTIES TO LAUNCH NEW IN-CITY PROJECTS, CONTINUE PPHI EXPANSION IN 2022
August 8, 2022	Results of the Board Meeting held last August 8, 2022
	The following were were passed:

	I. APPROVAL OF THE COMPANY'S 2ND QUARTER FINANCIAL REPORT FOR QUARTER ENDING JUNE 30, 2022 The Chairman informed the Board that there is a need to approve the Second Quarter Financial Report of the Company for the Quarter ended June 30, 2022. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board: "RESOLVED, That the Board of Directors of Century Properties Group Inc. (the "Corporation") be authorized, as it is hereby authorized to approve the Second Quarter Financial Report of the Company for the quarter ended June 30, 2022 and the release of the same." II. PRESENTATION OF KEY BUSINESS UPDATES The Management presented the Company's Key Business Updates which the Board duly noted.
August 11, 2022	Results of the Special Board Meeting held on August 11, 2022 the declaration of cash dividends for the PREFERRED SHARES and the payment date thereof were unanimously approved as follows:
	SHARES RECORD DATE PAYMENT DATE DIVIDEND RATE CPGP October 5, 2022 October 10, 2022 6.7177%
October 27, 2022	Official Press release entitled: CENTURY PROPERTIES EXPANDS BUSINESS WITH LAUNCH OF 'CENTURY NULIV'
August 11, 2022	Official Press release entitled: CENTURY PROPERTIES GROUP POSTS PHP5.3Bn IN REVENUES IN 1H2022, UP BY 20% Affordable housing business contributes P2.6Bn
November 11, 2022	Results of the Board Meeting held last November 11, 2022
	The following were were passed:
	I. APPROVAL OF THE COMPANY'S 3rd QUARTER FINANCIAL REPORT FOR QUARTER ENDING SEPTEMBER 30, 2022 The Chairman informed the Board that there is a need to approve the Third Quarter Financial Report of the Company for the Quarter ended September 30, 2022. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board: "RESOLVED, That the Board of Directors of Century Properties Group Inc. (the "Corporation") be authorized, as it is hereby authorized to approve the Third Quarter Financial Report of the Company for the quarter ended September 30, 2022 and the release of the same." II. PRESENTATION OF KEY BUSINESS UPDATES The Management presented the Company's Key Business Updates which the Board duly noted. III. RESIGNATION OF INDEPENDENT DIRECTOR The Board has accepted the Resignation of Mr. David L. Almirol, Jr as Independent Director for the company effective today, November 11, 2022. Mr. David Almirol has been appointed to a government position as Undersecretary for EGovernment at the Department of Information and Communications (DICT). The Company is currently in search for his replacement as an Independent Director. The Company shall advise the Exchange as soon as a replacement is named.
November 15, 2022	Official Press release entitled: CENTURY PROPERTIES GROUP 9M2022 REVENUES SURGE BY 35% TO P8.7B Affordable housing business contributes P4.2B
December 1, 2022	Official Press release entitled: CENTURY PROPERTIES TO OPEN NOVOTEL SUITES MANILA ON DECEMBER 15

December 6, 2022	Results of the Special Board Meeting held on December 6, 2022 the declaration of cash dividends for the PREFERRED SHARES and the payment date thereof were unanimously approved as follows:
	SHARES RECORD DATE PAYMENT DATE DIVIDEND RATE CPGP January 5, 2023 January 10, 2023 6.7177%
December 15, 2022	Official Press release entitled: CENTURY PROPERTIES' NOVOTEL SUITES MANILA OPENS
January 16, 2023	Results of the Special Board Meeting held on January 16, 2023, the following resolutions were passed:
	1. Resolution on the approval for CPGI's Second Tranche Offer of Fixed Rate Retail Bonds of in the principal amount of Two Billion Pesos (₱2,000,000,000.00), with an oversubscription option of up to One Billion Pesos (₱1,000,000,000.00) consisting of Series A 3-Year Bonds due 2026, Series B 5-Year Bonds due 2028 and Series C 7-Year Bonds due 2030, under its Six Billion Pesos (₱6,000,000,000.00) Debt Securities Program Shelf Registration 2. Resolution on the authority of the Company to apply for (i) the registration and licensing of the Bonds with the Philippines Securities and Exchange Commission and (ii) the listing of the Bonds with the Philippine Dealing and Exchange Corporation. 3. Resolution on the approval of the redemption of the Company's ₱3,000,000,000.00 Preferred Shares (CPGP Preferred Shares) on redemption date, July 10, 2023, at a redemption price of ₱100.00 per share, together withany unpaid cash dividends. The Company shall issue a separate Notice of Redemption by publication and by mail accordingly. Upon redemption, the CPGP Preferred Shares shall not be considered retired and may be re-issued by the Company. 4. Resolution on the ratification of the disclosures contained in the Registration Statement and Offer Supplement to be filed by the Corporation with the Securities and Exchange Commission in connection with the registration of the unsecured bonds to be offered by the Corporation to the public; and 5. Resolution further authorizing the Company to implement all necessary corporate and other actions to proceed with the offering and issuance of the Bonds;
February 23, 2023	Official Press release entitled: CENTURY PROPERTIES GROUP BOLSTERS FIRST HOME BUYER MARKET COVERAGE UNDER NEW SUBSIDIARY, CENTURY PHIRST CORPORATION
March 8, 2023	Results of the Special Board Meeting held on March 8, 2023 the declaration of cash dividends for the PREFERRED SHARES and the payment date thereof were unanimously approved as follows:
	SHARES RECORD DATE PAYMENT DATE DIVIDEND RATE CPGP April 3, 2023 April 11, 2023 6.7177% CPGP July 5, 2023 July 10, 2023 6.7177%
March 17, 2023	CPGI would like to inform the Honorable Exchange that the Company's Second Tranche Offer of Fixed Rate Retail Bonds consisting of up to Two Billion Pesos (P2,000,000,000.00) with an Over-subscription Option of up to One Billion Pesos (P1,000,000,000.00), worth of Fixed Rate Bonds comprising of 6.5760% per annum three (3) year fixed rate bonds ("Series A Bonds"), 7.4054% per annum five (5) year fixed rate bonds ("Series B Bonds") and 7.6800% per annum seven (7) year fixed rate bonds ("Series C Bonds"), under its Six Billion Pesos (₱6,000,000,000.00) Debt Securities Program Shelf Registration have been listed at the Philippine Dealing & Exchange Corp. ("PDEx) today, March 17, 2023.
March 28, 2023	Results of the Board Meeting held on March 28, 2023
	The following resolutions were passed:

	I. APPROVAL OF THE COMPANY'S ANNUAL FINANCIAL REPORT FOR THE YEAR ENDING DECEMBER 31, 2022 The Chairman informed the Board that there is a need to approve the Annual Financial Report of the Company for the Year ended December 31, 2022. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board: "RESOLVED, That the Board of Directors of Century Properties Group Inc. (the "Corporation") be authorized, as it is hereby authorized to approve the Annual Financial Report of the Company for the year ended 31 December 2022 and the release of the same." II. PRESENTATION OF KEY BUSINESS UPDATES The Management presented the Company's Key Business Updates which the Board duly noted and approved.
May 5, 2023	Results of the Board Meeting held on May 5, 2023
	The following resolutions were passed:
	I. APPROVAL OF THE COMPANY'S FINANCIAL REPORT FOR THE QUARTER ENDING MARCH 31, 2023 The Chairman informed the Board that there is a need to approve the Financial Report of the Company for the Quarter ending March 31, 2023. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board: "RESOLVED, That the Board of Directors of Century Properties Group Inc. (the "Corporation") be authorized, as it is hereby authorized to approve the Financial Report of the Company for the Quarter ending March 31, 2023 and the release of the same." II. PRESENTATION OF KEY BUSINESS UPDATES The Management presented the Company's Key Business Updates which the Board duly noted and approved.
May 11, 2023	Results of the Special Board Meeting held last May 11, 2023
	The following resolutions were passed:
	I. ANNUAL STOCKHOLDERS' MEETING The Chairman discussed the need to set and approve the details of the Annual Stockholders' Meeting of the Company on JUNE 30, 2023 . The Board unanimously approved the following resolutions: "RESOLVED, to set and approve the date of the Annual Stockholders' Meeting on JUNE 30, 2023, Friday at 10:00 a.m., to be conducted virtually and attendance at the meeting will be via remote communication only. RESOLVED, FURTHER, that the record date is set on MAY 26, 2023, thus, only common stock shareholders as of MAY 26, 2023 shall be entitled to notice and to vote at the said meeting;
	"RESOLVED, FURTHER, that the agenda for the said meeting shall be as follows: 1. Call to order 2. Certification of notice and the existence of a quorum 3. Approval of the minutes of the Annual Stockholders' Meeting held on JUNE 27, 2022 4. Annual Report of the President 5. Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers 6. Approval of the 2022 Audited Consolidated Financial Statements of the Corporation 7. Election of Members of the Board of Directors and three Independent Directors 8. Appointment of External Auditor for 2023 9. Other Matters i. Amendment of Article 1 of the Amended By-Laws of the Corporation to change the principal place of business of the Company – from: 21/F Pacific Star Bldg., Sen, Gil Puyat Avenue corner Makati Avenue, Makati City to: 35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City 10. Adjournment

	In light of the increase in COVID-19 cases and in support of the measures to prevent the further spread thereof, there will be no physical meeting. Stockholders may only attend and participate in the meeting by remote communication. Stockholders may vote electronically in absentia, subject to validation procedures. Stockholders who intend to attend by remote communication are required to REGISTER via https://www.century-properties.com/asm2022/ on or before June 23, 2023. The instructions, procedures and requirements for electronic voting in absentia and participation by remote communication shall be sent to the email address provided in the stockholder's registration from. The link through which the Meeting may be accessed shall be sent to the email address of the registered stockholder after validation. The procedures for participating in the meeting through remote communication and for casting of votes in absentia will be set forth and discussed in details in the Company's Definitive Information Statement (SEC Form 20-IS). The Definitive Information Statement, Management Report, Audited Financial Statements, Quarterly Report/s and other documents relative to the Annual Stockholders' Meeting, including the Procedures and Guidelines on the participation by remote communication and voting in absentia may be accessed, beginning on MAY 29, 2023 through any of the following:
	1. Go to the Corporation website via this link: https://www.centuryproperties.com/ 2. Go to the PSE EDGE portal via https://edge.pse.com.ph/ or; 3. Request for a copy by sending an email to icsales@centuryproperties.com or danny.bunyi@divinalaw.com RESOLVED, FINALLY, that the Corporate Secretary or the Assistant Corporate Secretary or other responsible officers of the Corporation is hereby authorized to issue this notice of meeting to stockholders and to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution."
	II. RISK MANAGEMENT AND CORPORATE GOVERNANCE COMMITTEE ENDORSEMENT FOR THE SELECTION AND NOMINEES FOR INDEPENDENT DIRECTORS AND REGULAR DIRECTORS The Chairman of the Risk Management and Corporate Governance Committee discussed the selection and qualification of the Independent Directors and Regular Directors based on the SRC Rules and Corporate Governance Code. After discussion and upon motion made and duly seconded by majority of the committee body and board members, the following resolutions were both approved by majority of the Committee members and the Board of Directors: "RESOLVED, That the Board of Directors of Century Properties Group Inc. (the Corporation) upon endorsement of majority of the Risk Management and Corporate Governance Committee hereby approves the selection and nomination of the following Independent Directors and Regular Directors for the year 2022-2023

	Independent Directors: CARLOS C. EJERCITO - nominated by CPI STEPHEN T. CuUNJIENG - nominated by CPI JOSE L. CUISIA Jr. - nominated by CPI AILEEN CHRISTEL U. ONGKAUKO – nominated by CPI Regular Directors: Jose E. B. Antonio John Victor R. Antonio Jose Marco R. Antonio Jose Carlo R. Antonio Ricardo P. Cuerva – Non Executive Rafael G. Yaptinchay Hilda R. Antonio – Non Executive "RESOLVED, FINALLY, that the Corporate Secretary or the Assistant Corporate Secretary or other responsible officers of the Corporation is hereby authorized to issue the notice of meeting to stockholders and to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution.
	III. AMENDMENT OF THE BY-LAWS OF THE CORPORATION The Chairman informed the Board that there is a need to amend ARTICLE 1 of the Company's By-Laws to change the principal place of business of the Company. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted by the Board: "RESOLVED that the Board of Directors of Century Properties Group Inc. hereby approves the amendments of Article 1 under the Amended By-Laws of Century Properties Group Inc. to read as follows: ARTICLE I Office The principal office of the Corporation shall be located at the 35/F Century Diamond Tower, Century City, Kalayaan Avenue, Makati City. The Corporation may have offices at such other places of business in the Philippines or in foreign countries as the Board may, from time to time, designate. (As amended by the Board of Directors on its special meeting on May 11, 2023 and subject to the approval of the Majority Stockholders of CPGI on June 30, 2023).
	"RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to execute and file the proper certificates of the proceedings of this meeting, to execute, sign, and file any and all documents which may be required by the Securities and Exchange Commission, Philippine Stock Exchange, and other government agencies and to do all actions and things as may be necessary to comply with the provisions of the Corporation Code of the Philippines, Securities Regulation Code and other regulations relating to the subject matter of this resolution." "RESOLVED FINALLY", that a copy of this resolution be furnished the entity concerned".

	IV. ENDORSEMENT OF EXTERNAL AUDITOR FOR 2023 The Chairman of the Audit Committee discussed the selection of External Auditors for the year 2023 and recommended to the Board the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2023. After discussion and upon motion made and duly seconded by majority of the committee body and board members, the following resolutions were both approved by majority of the Committee members and the Board of Directors: "RESOLVED, That the Board of Directors of Century Properties Group Inc. (the "Corporation") be authorized, as it is hereby authorized to endorse for approval of the Stockholders the firm of Sycip, Gorres, Velayo and Co. as external auditor for the year 2023."

Other Proposed Action

No other action is proposed to be taken with respect to any matter not specifically referred to in the foregoing items.

No action is to be taken with respect to any matter which is not required to be submitted to a vote of the stockholders. In case an action not required to be submitted to the stockholders is taken up but a negative vote is achieved, the matters shall be noted and recorded in the minutes of the stockholders' meeting.

Voting Procedures

(a) Vote Required

All matters subject to vote during the shareholder's meeting on June 30, 2023 shall require the vote of majority of the shareholders, either in absentia or by proxy, and entitled to vote thereat, provided that a quorum is present except for the (a) amendments to the Amended By-laws for the change in date of annual meeting which shall require the vote of at least two-thirds of the outstanding capital stock of the Company.

Each common share entitles the holder to one vote for each share of stock standing in his name in the books of the Company as of May 26, 2023.

(b) Electronic Voting in Absentia

In light of the current conditions and in support of the measures to prevent the spread of COVID-19, ***there will be no physical meeting***. Stockholders may only attend and participate in the meeting by remote communication. **Stockholders may vote electronically in absentia, subject to validation procedures.**

Stockholders who intend to attend by remote communication are required to REGISTER via https://www.century-properties.com/asm2022/ on or before JUNE 23, 2022.

The instructions, procedures and requirements for electronic voting in absentia and participation by remote communication shall be sent to the email address provided in the stockholder's registration from.

The link through which the Meeting may be accessed shall be sent to the email address of the registered stockholder after validation.

Stockholders as of MAY 26, 2023 ("Stockholders") have the option of electronic voting *in absentia* on the matters in the Agenda, after complete registration and successful validation. To access the Voting in Absentia link, stockholders are required to provide their active, primary electronic mail (e-mail) addresses to the Corporation by informing (a) the Corporation through the registration link provided: https://www.century-properties.com/asm2023/, or (b) the brokerage firm, or (c) the stock transfer office.

By registering to participate in the virtual meeting a stockholder or a proxy or representative of the stockholder agrees for the Company and its service providers to process their sensitive personal information necessary to verify their identity and authority. A stockholder who fails to comply with the registration requirement will not be able to participate in the virtual stockholders meeting and voting in absentia.

Important Matters to take note on registration and voting:

1. The deadline for registration to vote *in absentia* is on JUNE 23, 2023. Beyond this date, Stockholders may no longer avail of the option to vote *in absentia*.

2. After validation of the Stockholder's registration, a link for the voting in absentia as well as a link to the meeting will be sent to the Stockholder's registered e-mail address. Simply follow the instructions sent to the e-mail address provided. The Stockholders shall have the option to cast their votes ahead of the meeting or until 9:15 am of June 30, 2023

3. After the ballot has been submitted, Stockholders may no longer change their votes.

4. The following are needed for validation procedures (as will be stated in the instruction link to be provided):

   A. For individual Stockholders-

      1. A recent photo of the Stockholder, with the face fully visible (in JPG format). The file size should not exceed 2MB;
      2. A scanned-copy of the stockholder's valid government-issued ID showing photo and personal details, preferably with residential address (in JPG format). The file size should not exceed 2MB;
      3. A valid and active e-mail address;
      4. A valid and active contact number;

   B. For Stockholders with joint accounts-

      1. A scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account (in JPG format). The file size should not exceed 2MB.

   C. For Stockholders under Broker accounts-

      1. A broker's certification on the Stockholder's number of shareholdings (in JPG format). The file size should not exceed 2MB;
      2. A recent photo of the stockholder, with the face fully visible (in JPG format). The file size should not exceed 2MB;

3. A scanned copy of the Stockholder's valid government-issued ID showing photo and personal details, preferably with residential address (in JPG format). The file size should not exceed 2MB;
4. A valid and active e-mail address;
5. A valid and active contact number;

D. For corporate Stockholders-

1. A secretary's certificate attesting to the authority of the representative to vote for, and on behalf of the Corporation (in JPG format). The file size should not exceed 2MB;
2. A recent photo of the stockholder's representative, with the face fully visible (in JPG format). The file size should not exceed 2MB;
3. A scanned copy of the valid government-issued ID of the stockholder's representative showing photo and personal details, preferably with residential address (in JPG format). The file size should not exceed 2MB;
4. A valid and active e-mail address of the Stockholder's representative;
5. A valid and active contact number of the Stockholder's representative.

Incomplete or inconsistent information may result in an unsuccessful registration. As a result, Stockholders will not be allowed access to vote electronically in absentia, but may still vote through the Chairman of the meeting as proxy, by submitting a duly accomplished proxy form, on or before June 19, 2022.

Considering the extraordinary circumstances in relation to COVID-19, the Company shall allow electronic signature for the required documents, as applicable. Notarization requirement shall also be dispensed with at this time. However, the Company reserves the right to request additional information, and original signed and notarized copies of these documents at a later time.

E. All agenda items indicated in the Notice of the Meeting will be set out in the digital absentee ballot and the registered Stockholder may vote as follows:

1. 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.
2. 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.

F. Method by which Votes will be Counted

The Company's internal audit team will count and tabulate the votes cast in absentia together with the votes cast by proxy. The counting thereof shall be supervised and validated by the external auditor of the Company.

G. Questions of the Stockholders

All stockholders can send their questions before 10:30 a.m. through the CPG Shareholders website. Questions will be answered during the Q&A portion of the meeting. For questions that the Company will be unable to answer in this session due to time limitations will be responded to via e-mail.

PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on May 26, 2023

CENTURY PROPERTIES GROUP INC.
By:

ATTY. DANNY E. BUNYI
Corporate Secretary

CERTIFICATION

Upon written request of a stockholder, the Company undertakes to furnish said stockholder with a copy of the Company's Annual Report or SEC Form 17-A free of charge. Any written request for a copy shall be addressed to the following:

Atty. Isabelita Ching-Sales
Chief Compliance and Chief Information Officer
Email: icsales@century-properties.com

At the discretion of management, a charge may be made for exhibits, provided that such charge is limited to reasonable expenses incurred by the Company in furnishing such exhibits.

CENTURY PROPERTIES GROUP INC.
By:

ATTY. DANNY E. BUNYI
Corporate Secretary