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

   [] Definitive Information Statement

2.	Name of Registrant as specified in its charter	:	**PACIFICA HOLDINGS, INC.**
3.	Province, country or other jurisdiction of incorporation or organization	:	**Philippines**
4.	SEC Identification Number	:	**013039**
5.	BIR Tax Identification Number	:	**000-484-693-00000**
6.	Address of Principal Office	:	**China Bank Corporate Center, Lot 2, Samar Loop corner Road 5, Cebu Business Park, Mabolo, Cebu City**
	Postal Code	:	**6000**
7.	Registrant's telephone number, including area code	:	**(032) 260-0005**
8.	Date, time and place of the meeting of security holders	:	**9 December 2026, 4:00 p.m. to be conducted online via Zoom.** **The Chairman (or in his absence, the President) will conduct the online meeting from the principal place of business of the Company at China Bank Corporate Center, Lot 2, Samar Loop corner Road 5, Cebu Business Park, Mabolo, Cebu City.**
9.	Approximate date on which the Information Statement is first to be sent or given to security holders	:	**11 November 2026**
10.	*In case of Proxy Solicitations:* *Name of Person Filing the Statement/Solicitor:*	:	**Not applicable**
	Address and Telephone No.	:	**Not applicable**

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 Common Stock Outstanding or Amount of Debt Outstanding as of October 2026
Common Shares	**325,000,000**[1]

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

Yes [✓] No [ ]

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

The common shares of PACIFICA HOLDINGS, INC. are listed on the Philippine Stock Exchange.

1To be updated as of Record Date

PACIFICA HOLDINGS, INC.

China Bank Corporate Center,
Lot 2, Samar Loop corner Road 5
Cebu Business Park, Brgy. Mabolo, Cebu City

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Please be advised that a Special Meeting of Stockholders of PACIFICA HOLDINGS, INC. (the "**Company**") will be conducted **online** on **9 December 2026**, at **4:00 p.m.** Stockholders who wish to participate in the proceedings may do so by pre-registering at the following URL address: https://registration.pacifica.ph

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval and Ratification of the Private Placement of One Hundred Thirty One Million Two Hundred Fifty Thousand (131,250,000) Common Shares of the Corporation in favor of Unido Capital Holdings at an Issue Price of One Peso and Forty Centavos (Php1.40) per Share, for an Aggregate Subscription Price of One Hundred Eighty Three Million Seven Hundred Fifty Thousand Pesos (PhP183,750,000.00) **("Unido Subscription");**
4. Approval and Ratification of the Private Placement of Two Hundred Forty Three Million Seven Hundred Fifty Thousand (243,750,000) Common Shares of the Corporation in favor of certain subscribers at an Issue Price of One Peso (PhP1.00) per Share, for an Aggregate Subscription Price of (PhP243,750,000.00) **("Investors' Subscription"** and together with the "Unido Subscription", the "**Private Placement Transaction**");
5. Approval and Ratification of the Listing of the 375,000,000 Common Shares in relation to the Private Placement Transaction;
6. Approval of the amendments to the Seventh Article of the Corporation's Articles of Incorporation to increase in the Corporation's Authorized Capital Stock from Seven Hundred Million Pesos (Php700,000,000) divided into Seven Hundred Million (700,000,000) Common Shares at a Par Value of One Peso (Php1.00) per share to Ten Billion Pesos (PhP10,000,000,000.00) Divided into Ten Billion (10,000,000,000) Common Shares, with a Par Value of One Peso (PhP1.00) per share;
7. Delegation to the Board of Directors of the approval to issue shares out of the increase in capital stock to comply with requirements under the Revised Corporation Code of the Philippines, as well as to ensure maintenance of the minimum public ownership requirements of the Philippine Stock Exchange;
8. Approval of the Listing of Shares issued out of the increase in capital; and
9. Other Matters

The Board of Directors has set 9 November 2026, as the record date for the determination of stockholders entitled to notice of and to vote at the Special Stockholders' Meeting.

To allow a broader participation of the stockholders in various parts of the country, ensure the continuing safety of our stockholders and for administrative efficiency, the Company will dispense with the physical attendance of stockholders at the meeting. Consequently, attendance will only be by remote communication, with voting being accomplished in absentia through the Company's online voting system at URL address: https://registration.pacifica.ph/vote or through the Chairman of the meeting, as proxy. In compliance with Section 15 of SEC Memo. Circ. No. 6, Series of 2020, the Chairman or

relevant presiding officer of the meeting shall call the meeting in Cebu City where the principal office of the Company is located.

Stockholders intending to participate by remote communication should pre-register with the Company via the Company's electronic registration and online-voting system at URL address: https://registration.pacifica.ph during the given registration period and in any case, no later than 27 November 2026. Following such pre-registration and subject to validation procedures, stockholders may vote either: (i) electronically via the URL provided above, beginning 16 November 2026 and prior to the closing of the polls before the adjournment of the Special Stockholders' Meeting, or (ii) submit duly accomplished proxies on or before 18 November 2026 to the Office of the Corporate Secretary at Picazo Buyco Tan Fider & Santos Law Office, Penthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City and/or by email to cpalmagil@picazolaw.com or smvalle@picazolaw.com. Validation of proxies is set on 4 December 2026 at 2:00 pm.

The detailed rules and procedures for participating in the meeting through remote communication and for casting their votes in absentia are set forth in the Information Statement and Schedule 2 of this Notice.

Schedule 1
of Notice of PA Special Stockholders Meeting

AGENDA DETAILS AND RATIONALE

1. Call to Order

The Chairman of the Board of Directors, Mr. Christian Francis C. Reyes, will call the meeting to order.

2. Certification of Notice and Quorum

The Corporate Secretary, Atty. Cristina S. Palma Gil-Fernandez, will certify that copies of the Notice of Meeting were duly published in the business section of two (2) newspapers of general circulation, and will certify the number of shares represented in the meeting, for the purpose of determining the existence of quorum to validly transact business.

Pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020, the Corporation has set up a designated web address which may be accessed by the stockholders to participate and vote in absentia on the agenda items presented for resolution at the meeting. A stockholder who votes in absentia or who participates by remote communication shall be deemed present for purposes of quorum.

The following are the rules and procedures for the conduct of the meeting:

(i) Stockholders may register for and attend the meeting remotely through the Company's electronic registration and online-voting system. Stockholders may send their questions or comments prior to the meeting by e-mail at info@pacifica.ph. The Company's electronic registration and online-voting system shall include a mechanism by which questions may be posted live during the meeting. The Company will endeavor to answer all questions submitted prior to and in the course of the meeting, or separately through the Company's investor relations office.

(ii) Each of the Agenda items which will be presented for resolution will be shown on the screen during the live streaming as the same is taken up at the meeting.

(iii) Voting shall only be allowed for stockholders registered in the Company's electronic registration and online-voting system at https://registration.pacifica.ph or through the Chairman of the meeting as proxy.

(iv) All the items on the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock represented at the meeting.

(v) The Company's stock transfer agent and Corporate Secretary will tabulate and validate all votes received.

3. Approval and Ratification of the Private Placement of One Hundred Thirty One Million Two Hundred Fifty Thousand (131,250,000) Common Shares of the Corporation in favor of Unido Capital Holdings at an Issue Price of One Peso and Forty Centavos (Php1.40) per Share, for an Aggregate Subscription Price of One

Hundred Eighty Three Million Seven Hundred Fifty Thousand Pesos (PhP183,750,000.00) ("Unido Subscription")

The Corporation is seeking stockholder approval and ratification for the issuance of One Hundred Thirty One Million Two Hundred Fifty Thousand (131,250,000) Common Shares of the Corporation from the Corporation's authorized but unissued capital stock in favor of Unido Capital Holdings, Inc., the current controlling stockholder of the Corporation, at the price of One Peso and Forty Centavos (Php1.40) per share or the aggregate issue price of One Hundred Eighty Three Million Seven Hundred Fifty Thousand Pesos (PhP183,750,000.00).

4. **Approval and Ratification of the Private Placement of Two Hundred Forty Three Million Seven Hundred Fifty Thousand (243,750,000) Common Shares of the Corporation in favor of certain subscribers at an Issue Price of One Peso (PhP1.00) per Share, for an Aggregate Subscription Price of Two Hundred Forty Three Million Seven Hundred Fifty Thousand Pesos (PhP243,750,000.00) ("Investors' Subscription" and together with the "Unido Subscription", the "Private Placement Transaction");**

The Corporation is seeking stockholder ratification for the private placement of certain subscribers by way of subscription of Two Hundred Forty Three Million Seven Hundred Fifty Thousand (243,750,000) Common Shares of the Corporation, to be issued from its authorized but unissued capital stock in favor of certain specified subscribers at the price of One Peso (PhP1.00) per share or the aggregate issue price of Two Hundred Forty Three Million Seven Hundred Fifty Thousand Pesos (PhP243,750,000.00).

5. **Approval and Ratification of the Listing of the 375,000,000 Common Shares in relation to the Private Placement Transaction;**

The Corporation is seeking the approval of its stockholders for the listing on the Philippine Stock Exchange ("**PSE**") of 375,000,000 common shares to be issued pursuant to the proposed Private Placement Transaction.

6. **Approval of the amendments to the Seventh Article of the Corporation's, Articles of Incorporation to increase in the Corporation's Authorized Capital Stock from Seven Hundred Million Pesos (Php700,000,000) divided into Seven Hundred Million (700,000,000) Common Shares at a Par Value of One Peso (Php1.00) per share to Ten Billion Pesos (PhP10,000,000,000.00) Divided into Ten Billion (10,000,000,000) Common Shares, with a Par Value of One Peso (PhP1.00) per share**

For the Corporation's future expansion and business opportunities, stockholder approval is sought for the Amendment of the Seventh Article of the Corporation's Articles of Incorporation to increase the authorized capital stock from Seven Hundred Million Pesos (Php700,000,000) divided into 700,000,000 common shares at a par value of One Peso (Php1.00) per share to Ten Billion Pesos (PhP10,000,000,000.00) divided into Ten Billion (10,000,000,000) common shares at a par value of One Peso (PhP1.00) per share, and the issuance of at least Twenty-Five Percent (25%) thereof in compliance with applicable laws and regulations.

7. **Delegation to the Board of Directors of the approval to issue shares out of the increase in capital stock to comply with requirements under the Revised Corporation Code of the Philippines, as well as to ensure maintenance of the minimum public ownership requirements of the Philippine Stock Exchange;**

To ensure efficiency in the conduct of the Corporation's business and provide flexibility in responding to business opportunities that may require additional capital within limited timeframes, the Corporation is seeking stockholder approval for the delegation to the Board of Directors of the authority to approve the issuance of shares from the proposed increase in authorized capital stock, subject to compliance with the applicable requirements of the Revised Corporation Code of the Philippines and the maintenance of the minimum public ownership requirements prescribed by the PSE.

8. Approval of the Listing of Shares issued out of the increase in capital

The Corporation is seeking the approval of its stockholders for the listing on the PSE of such additional common shares as may be issued pursuant to the proposed increase in its authorized capital stock.

9. Other Matters

Stockholders may be requested to consider such other issues/matters as may be raised throughout the course of the meeting.

10. Adjournment

After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.

Stockholders who will not, are unable, or do not expect to attend the meeting in person but would like to be represented thereat may choose to execute and send a duly accomplished proxy to the Office of the Corporate Secretary (Atty. Cristina S. Palma Gil-Fernandez) at Picazo Buyco Tan Fider & Santos Law Office, Penthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City, on or before 2 December 2026. A sample proxy form is provided below. Stockholders may likewise email a copy of the accomplished proxy form to **cpalmagil@picazolaw.com** or **smvalle@picazolaw.com.**

Schedule 2
of Notice of PA Special Stockholders Meeting

VIRTUAL SPECIAL STOCKHOLDERS' MEETING AND REQUIREMENTS AND PROCEDURES FOR ELECTRONIC VOTING IN ABSENTIA

Please be advised that the Special Meeting of the stockholders of PACIFICA HOLDINGS, INC. (the "Company" or "PA") will be held on Wednesday, 9 December 2026, at 4:00 p.m.

In order to allow a broader participation of the stockholders in various parts of the country, ensure the continuing safety of our stockholders and for administrative efficiency the Company will dispense with the physical attendance of stockholders at the meeting and will allow attendance only by remote communication and by voting in absentia, or voting through the Chairman of the meeting as proxy.

Registration Period

Registration to vote in absentia or via an absentee ballot may be made through the Company's electronic registration and online-voting system at https://registration.pacifica.ph from 9:00 a.m. of 16 November 2026 **(**Monday) until 5:00 p.m. of 27 November 2026 (Friday). Beyond this time and date, a stockholder may no longer be allowed to register for the Special Meeting of the stockholders but may still vote through the Chairman of the meeting as proxy, by submitting a duly accomplished proxy form, on or before 2 December 2026.

Registration Requirements

The following are needed for the online registration:

A. For individual Stockholders

1. The unique Stockholder ID which the Stockholder should request from the stock transfer agent ("STA") of PA, Stock Transfer Services, Inc., before commencing with the online registration. Stockholders may reach the PA STA within the Registration Period, Monday to Friday from 9:00 a.m. to 5:00 p.m;
2. Full name of the Stockholder;
3. Valid and current email address;
4. Valid and current contact number, including the area code (landline or mobile number);
5. Citizenship/Nationality; and
6. Digital copy of the Stockholder's valid and unexpired government-issued ID (in JPG format).

B. For corporate Stockholders

1. Secretary's certificate or equivalent document (in case of a non-resident stockholder) attesting to the authority of the representative to vote for and on behalf of the corporation;
2. The unique Stockholder ID which the Stockholder should request from the PA STA before commencing with the online registration. Stockholders may reach the PA STA within the Registration Period, Monday to Friday from 9:00 a.m. to 5:00 p.m;
3. Full name of the Stockholder's Representative;
4. Valid and current email address of the Stockholder's Representative;
5. Valid and current contact number (landline or mobile number) of the Stockholder's Representative;

6. Citizenship/Nationality of the Stockholder's Representative; and
   Digital copy of the valid and unexpired government-issued ID of the Stockholder's Representative (in JPG format).

C. <u>For Stockholders with shares under Broker Accounts (PCD Nominees)</u>

In addition to the requirements specified in Item A or B above:

1. A certification from the stockholder's broker on the Stockholder's shareholdings in the Company as of the Record Date (in JPG format); and.
2. The unique Broker's ID assigned to the stockholder's broker by the PCD, together with sub-ID number assigned by such broker to the stockholder, which the stockholder should request from such broker before commencing with the online registration.

In all cases, 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 2 December 2026.

Online Registration Procedure

1. Prior to online registration:

   (a) For shareholders holding share certificates, contact the PA STA to secure your unique Stockholder ID. During the Registration Period, PA STA may be reached, Monday to Friday from 9:00 a.m. to 5:00 p.m. at:

   STOCK TRANSFER SERVICES INC.
   6784, Unit D 34F Rufino Pacific Tower
   Ayala Avenue, Makati, 1200 Metro Manila
   Telephone Number: (02) 5310 1351

   When contacting the PA STA, please be prepared to indicate your stock certificate number/s and corresponding number of shares.

   (b) For stockholders whose shares are lodged under broker accounts, please contact your respective brokers to secure the necessary requirements under Item C (Registration Requirements).

2. Log-in into the Company's electronic registration and online-voting using your unique individual Stockholder ID/Broker's ID. Please ensure that you have prepared the necessary information and requirements.

3. Read the Data Privacy Notice on the Website. If you agree to its terms, please check the box signifying your consent to the processing of your personal information which shall be used only for purposes of Special Stockholders' Meeting of PA.

4. Enter the information required in the respective fields and upload the digital copies of your valid government-issued photo ID. When all information and digital copies have been uploaded, please click the "Submit" button.

Reminders:

- Please take note of your Stockholder ID/Broker ID and Authentication Code and keep them in a safe place. While the Company shall endeavor to take all reasonable steps

to generate replacements, the Company cannot in any way guarantee that it will be able to do so in a timely manner.

- A Stockholder's online registration cannot be completed if any of the mandatory requirements are not submitted.
- Only Stockholders who submitted the complete requirements through the Website by 27 November 2026 5:00 P.M., are entitled to participate in the Special Stockholders' Meeting of PA.
- In any event, stockholders whose registration cannot be completed may still vote through the Chairman of the meeting as proxy, by submitting a duly accomplished proxy form, on or before 2 December 2026.
- In case of any issues relating to your registration on the Website, or in case you lose your Stockholder ID or Authentication Code, please send an email to info@pacifica.ph.

Verification of Stockholder Registrations

The Company or the PA STA shall verify the information and details submitted through the Electronic Voting in Absentia System.

After verification of complete submission of the required information and documents, the stockholder shall receive an e-mail confirming registration on the Website through the stockholder's e-mail address provided in such registration. Such e-mail confirmation shall include the stockholder's unique Authentication Code and detailed instructions on how to participate and cast votes in the Special Meeting of the stockholders of the Company.

In the event that you have not received such e-mail notification by 27 November 2026, please call or contact the Company or the PA STA.

Special Meeting of the Stockholders

The Special Meeting of the stockholders of PA shall be broadcasted online. The procedure for online voting, as well as the manner by which stockholders may bring up questions or concerns to the Board of Directors, shall be emailed to stockholders who successfully registered before the lapse of the Registration Period and whose registration has been verified.

Data Privacy

Each individual stockholder's (or that of the corporate stockholder's Authorized representative) data will be collected, stored, processed and used exclusively for the purposes of electronic registration in the Electronic Voting in Absentia System for Special Meeting of the stockholders. Personal information will be processed and retained in accordance with the Data Privacy Act of 2012 and applicable regulations. The detailed data privacy policy of the Company may be accessed through the Website.

PROXY

The undersigned stockholder of **PACIFICA HOLDINGS, INC.** (the "Company") hereby appoints the Chairman of the meeting, as attorney-in-fact or proxy, with power of substitution, to represent and vote _____ shares registered in his/her/its name as proxy of the undersigned stockholder, at the Special Stockholders' Meeting of the Company to be held on 9 December 2026**,** to be conducted online, and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval and Ratification of the Private Placement of One Hundred Thirty One Million Two Hundred Fifty Thousand (131,250,000) Common Shares of the Corporation in favor of Unido Capital Holdings at an Issue Price of One Peso and Forty Centavos (Php1.40) per Share, for an Aggregate Subscription Price of One Hundred Eighty Three Million Seven Hundred Fifty Thousand Pesos (PhP183,750,000.00) ("Unido Subscription");

   ❑ For ❑ Against ❑ Abstain

2. Approval and Ratification of the Private Placement of Two Hundred Forty Three Million Seven Hundred Fifty Thousand (243,750,000) Common Shares of the Corporation in favor of certain subscribers at an Issue Price of One Peso (PhP1.00) per Share, for an Aggregate Subscription Price of Two Hundred Forty Three Million Seven Hundred Fifty Thousand Pesos (PhP243,750,000.00) ("Investors' Subscription" and together with the "Unido Subscription", the "Private Placement Transaction");

   ❑ For ❑ Against ❑ Abstain

3. Approval and Ratification of the Listing of the 375,000,000 Common Shares in relation to the Private Placement Transaction;

   ❑ For ❑ Against ❑ Abstain

4. Approval of the amendments to the Seventh Article of the Corporation's Articles of Incorporation to increase in the Corporation's Authorized Capital Stock from Seven Hundred Million Pesos (Php700,000,000) divided into Seven Hundred Million (700,000,000) Common Shares at a Par Value of One Peso (Php1.00) per share to Ten Billion Pesos (PhP10,000,000,000.00) Divided into Ten Billion (10,000,000,000) Common Shares, with a Par Value of One Peso (PhP1.00) per share.

   ❑ For ❑ Against ❑ Abstain

5. Delegation to the Board of Directors of the approval to issue shares out of the increase in capital stock to comply with requirements under the Revised Corporation Code of the Philippines, as well as to ensure maintenance of the minimum public ownership requirements of the Philippine Stock Exchange;

   ❑ For ❑ Against ❑ Abstain

6. Approval of the Listing of Shares Issued Out of the Increase in Capital

   ❑ For ❑ Against ❑ Abstain

7. Other Matters

   ❑ For ❑ Against ❑ Abstain

Printed Name of the Stockholder	Signature of Stockholder/ Authorized Signatory	Date

WE ARE NOT ASKING OR SOLICITING YOU FOR A PROXY.

Instructions

This proxy should be received by the Corporate Secretary on or before **2 December 2026,** the deadline for submission of proxies.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction 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 properly come before the meeting in the manner described in the Information Statement.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy will also be considered revoked if the stockholder attends the meeting in person and expresses his intention to vote in person.

Notarization of this proxy is not required.

WE ARE NOT ASKING YOU FOR A PROXY.
YOU ARE NOT BEING REQUESTED TO SEND US A PROXY.

INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time, and Place of Meeting of Security Holders

The Special Meeting of the stockholders of PACIFICA HOLDINGS, INC. (the "**Company**") will be held on **9 December 2026, 4:00 p.m., to be conducted via remote communication**.

The Chairman (or in his absence, the President or other duly appointed substitute) will conduct the online meeting from the principal place of business of the Company at China Bank Corporate Center, Lot 2, Samar Loop corner Road 5, Cebu Business Park, Mabolo, Cebu City.

Attendance and voting in the Special Meeting by the stockholders shall be done only via remote communication by signing in through https://registration.pacifica.ph.

The mailing address of the Company is at the China Bank Corporate Center, Lot 2, Samar Loop corner Road 5, Cebu Business Park, Mabolo, Cebu City.

This Information Statement will be first sent or given to security holders (by posting on PSE Edge and the Company's website) on or around 11 November 2026.

Item 2. Dissenter's Right of Appraisal

Pursuant to the Revised Corporation Code, (1) in case of amendment to the articles of incorporation that 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 the Revised Corporation Code, (3) in case of merger or consolidation, and (4) in case of investment of corporate funds for any purpose other than the primary purpose of the corporation, any stockholder of the Company shall have the right to dissent and demand payment of the fair value of his shares.

As provided in Section 81 of the Revised Corporation Code, this appraisal right may be exercised by any stockholder who shall have dissented to such corporate action, by making a written demand on the Company within thirty (30) days after the date on which the vote was taken, for payment of the fair value of his shares. Failure to make the demand within such period shall be deemed a waiver of the appraisal right.

Within ten (10) days after demanding payment for his shares, a dissenting stockholder shall submit to the Company the certificate(s) of stock representing his shares for notation thereon that such shares are dissenting shares. His failure to do so shall, at the option of the Company, terminate his appraisal rights. No demand for payment as aforesaid may be withdrawn by the dissenting stockholder unless the Company consents thereto.

If the corporate action is implemented or effected, the Company shall pay to such dissenting 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 Company 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 Company, and the third by the two

(2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made. No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment. Upon payment by the Company of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the Company. The procedure to be followed in exercising the appraisal right shall be in accordance with Sections 80 to 85 of the Revised Corporation Code.

There are no matters or proposed actions as specified in the Notice of Special Stockholders' Meeting that will give rise to a possible exercise by shareholders of their appraisal rights as provided in the Corporation Code of the Philippines and summarized above.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

The approval and ratification of the Stockholders of the Corporation for the issuance of One Hundred Thirty One Million Two Hundred Fifty Thousand (131,250,000) common shares of the Corporation in favor of Unido Capital Holdings will be sought during the meeting. Atty. Lowell L. Yu, who is a director of the Corporation, holds 100% of the outstanding capital stock of Seventyseven Holdings, Inc. which in turn, owns 99.99% of the outstanding capital stock of Unido Capital Holdings. During the Board meeting approving the Private Placement Transaction, Atty. Lowell L. Yu recused himself from voting. In any case, no director has informed the registrant, in writing or otherwise, that he/she intends to oppose any action to be taken by the registrant at the Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of 30 September 2026[2], the number of shares issued and outstanding of PACIFICA HOLDINGS, INC. ("**PA**" or the "**Company**") is 325,000,000 shares with a par value of Php1.00 per share. As of 30 September 2026[3], a total of **1,836,813** shares or **0.57%** of the outstanding capital stock of the Company are owned by foreigners.

All stockholders of record at the close of business hours on 9 November 2026 (the "**Record Date**") are entitled to notice and to vote at the Special Stockholders' Meeting.

A stockholder entitled to vote at the Meeting shall have the right to vote in person or by proxy the number of shares registered in his name in the stock and transfer book of the Company as of the Record Date. With respect to the election of directors, said stockholder may vote such number of shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected.

For this special meeting, the Board of Directors had adopted a resolution to allow stockholders entitled to notice of, and to attend the meeting, to exercise their right to vote *in absentia.*

[2] To be updated as of Record Date
[3] To be updated as of Record Date

The following are the list of the top twenty (20) stockholders of the Company as of 30 September 2026[4]:

	Stockholders' Name	Nationality	Number of Shares	Ownership Percentage
1	PCD Nominee Corporation (Filipino)	Filipino	289,065,018	88.94%
2	Alexandra L. Laperal	Filipino	3,832,500	1.18%
3	Rosamaria Laperal	Filipino	3,199,000	0.98%
4	Oliverio L. Laperal, Jr.	Filipino	3,072,400	0.95%
5	Victorina Heras	Filipino	3,029,302	0.93%
6	Regina L. Concepcion	Filipino	3,000,000	0.92%
7	Desiderio L. Laperal	Filipino	2,772,500	0.85%
8	LMI Holdings, Corporation	Filipino	2,260,000	0.70%
9	PCD Nominee Corporation (Foreign)	Foreign	1,834,313	0.57%
10	Chiong & Company, Inc.	Filipino	477,650	0.15%
11	Oliverio G. Laperal	Filipino	476,192	0.15%
12	Ansaldo, Godinez & Co., Inc.	Filipino	379,300	0.12%
13	Benjamin Co Ca & Co., Inc.	Filipino	371,922	0.11%
14	Vicente Goquiolay & Co., Inc.	Filipino	348,150	0.11%
15	Industrial Horizons, Inc.	Filipino	266,000	0.08%
16	Nieves Sanchez, Inc.	Filipino	263,100	0.08%
17	Tiong Securities, Inc.	Filipino	259,050	0.08%
18	Manotoc, Rosenberg & Co., Inc.	Filipino	215,550	0.07%
19	Emma Laperal	Filipino	200,000	0.06%
20	D. Realon & Associates	Filipino	165,000	0.05%
		TOTAL	315,486,947	97.07%

Security Ownership of Certain Record and Beneficial Owners

The Company has no knowledge of any person who, as of 30 September 2026[5] was directly or indirectly the beneficial owner of more than five percent (5%) of the Company's outstanding shares of common stock or who has voting power of investment with respect to shares comprising more than five percent (5%) of the Company's outstanding shares of common stock except as stated below:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name, Address of Beneficial Owner and Relationship with Issuer	Citizenship	No. of Shares Held	Percentage
Common shares	PCD Nominee Corporation[6]	The participants of PCD are the beneficial	Filipino	289,043,268 Of which,	88.94%

[4] To be updated as of Record Date

[5] To be updated as of Record Date

[6] PCD Nominee Corporation ("PCNC") is a wholly owned subsidiary of Philippine Central Depository, Inc. ("PCD") and is registered owner of the shares in the books of the Company's transfer agent. PCD participants deposit eligible securities in PCD through a process of lodgment, where legal title to the securities is transferred and held in trust by PCNC. The participants of PCD and/or their clients are the beneficial owners of such shares.

	37/F Tower 1, The Enterprise Center, Makati City (Stockholder)	owners of such shares. Among said beneficial owners are: 1. **Unido Capital Holdings, Inc.**, which owns 60.94% of the Company; and 2. **iHoldings, Inc.** which owns 17.01% of the Company. [Christian Francis Reyes is expected to vote the shares of Unido Capital Holdings, Inc] [Luis Michael Yu III is expected to vote the shares of iHoldings, Inc.]		1. **198,048,420** shares is owned by Unido Capital Holdings, Inc.; and 2. **55,291,580** is owned by iHolding, Inc.	Of which, 1. **60.94%** pertains to Unido Capital Holdings, Inc.; and 2. **17.01%** pertains to iHolding, Inc.
			TOTAL	289,043,268	**77.95**

The respective Board of Directors of the following corporate stockholders of the Company are expected to authorize the person indicated opposite their respective names below to exercise, on behalf of their respective corporations, the voting power over their securities in the Company, to wit:

Name of Corporate Stockholder	Authorized Representative
Unido Capital Holdings, Inc.	Christian Francis Reyes
iHoldings, Inc.	Luis Michael Yu III

Security Ownership of Management

The following table shows the shareholdings beneficially held by the directors and executive officers of the Company as of **30 September 2026**:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	% of Total Outstanding Shares
		Direct	Indirect		
Common	Lowell L. Yu	500	0	Filipino	0.00
Common	Winglip K. Chang	1,000	0	Filipino	0.00
Common	Luis R. Yu III	500	0	Filipino	0.00
Common	Jose Carlos L. Alzona	0	1000	Filipino	0.00
Common	Gerry O. Huyo-a	0	1000	Filipino	0.00
Common	Richard N. Rocha	0	500	Filipino	0.00
Common	Christian Francis C. Reyes	0	500	Filipino	0.00
Common	Emmanuel G. Cuevas	0	1000	Filipino	0.00
Common	Greg Joseph S.J. Tiongco	0	500	Filipino	0.00
Common	Cristina S. Palma Gil-Fernandez	0	0	Filipino	0.00
Common	Steffi Martina S. Valle	0	0	Filipino	0.00
Common	Maria Elena E. Pocong	0	0	Filipino	0.00
	TOTAL	**2,000**	**4,500**		**0.00**

Voting Trust Holders of 5% or More

The Company is not aware of any voting trust or similar agreements involving the securities of the Company or of any person who holds more than five percent (5%) of a class of securities under a voting trust or similar agreements.

Change in Control

In the last five (5) years, there were no transactions that resulted in a change of control of the Company.

Item 5. Directors and Executive Officers

No directors or officers of the Corporation are connected and/or affiliated with any government agencies or instrumentalities. The certification attesting to the fact that none of the directors and officers of the Company holds any position in any capacity in any government agency or instrumentality is attached hereto as "**Annex A**".

Background Information

Directors and Officers

The following served as directors and principal officers of the Company for the year 2026:

Name	Age	Nationality	Position	Term
Winglip K. Chang	73	Filipino	Chairman, President and Chief Executive Officer	2015 – 27 October 2026

Christian Francis C. Reyes[7]	44	Filipino	Director	2017 - Present
Lowell L. Yu	48	Filipino	Director	2015-Present
Luis Michael R. Yu III	37	Filipino	Director	2017 - Present
Jose Carlos L. Alzona	46	Filipino	Director	2026 - Present
Gerry O. Huyo-a	40	Filipino	Director	2026 - Present
Richard T. Rocha	42	Filipino	Director	2017 - Present
Emmanuel G. Cuevas	46	Filipino	Independent Director	2026 - Present
Greg Joseph S.J. Tiongco	46	Filipino	Independent Director	2023 - Present
Cristina S. Palma Gil-Fernandez	58	Filipino	Corporate Secretary	2016 - Present
Steffi Martina S. Valle	29	Filipino	Assistant Corporate Secretary	2024 - Present
Maria Elena E. Pocong	47	Filipino	Treasurer	2015-Present

Information Required of Directors and Executive Officers
Business Experience and Other Directorships

Directors

The business experience of each of the incumbent directors and officers of the Company for the last five (5) years is as follows:

Winglip K. Chang
Chairman of the Board, President and Chief Executive Officer

Mr. Chang is the President of Ikitchen, Inc., Grand Majestic Convention City, Inc., and 101 Restaurant City, Inc. He earned his Bachelor's Degree in Electrical Engineering from the Silliman University in Dumaguete City.

Christian Francis C. Reyes
Director

Mr. Reyes is currently the Group Finance Officer of Unido Capital Holdings, Inc. He was the Vice President and Head of the Trade Division of Metropolitan Bank and Trust Company from 2014 to 2017. He also served as the Vice President of Citibank, N.A. from 2008 to 2014 and held various positions within the organization. From 2008 to 2009, Mr. Reyes was the Product Manager-Citi Transactions Service (Philippines) and Business Development-New Initiatives Lead (Philippines). He was a Regional Sales Associate-Citi Transaction Services (Hongkong) from 2012 to 2013 and was the Regional Supply Chain Product Manager-Citi Transaction

[7] Appointed as Chairman, President and Chief Executive Officer following the resignation of Mr. Winglip K. Chang on 27 October 2026.

Services (Hong Kong) from 2013 to 2014. He holds Bachelor's Degree in Computer Science Major in Information Technology from De La Salle University, and Master's in Business Administration from Asian Institute of Management.

Lowell L. Yu
Director

Mr. Yu is the Chairman and President of Southeastasia Retail, Inc. and Unido Capital Holdings Inc. Additionally, he also holds chairmanship positions at 77 Living Spaces, Inc, Grand Majestic Convention City Corp., 101 Restaurant City, Inc., iKitchen Inc., and MyMarket, Inc. He is also a founding partner of Dato and Yu Law offices. He previously worked as an AVP of Business Development of Earth+Style/Quantuvis Resources. Atty. Yu holds a Master's degree in Management from the Asian Institute of Management and a Bachelor of Laws from Siliman University.

Luis Michael R. Yu III
Director

Mr. Yu is currently a director of iHoldings. Inc., KuyaJ Group Holdings, Inc., Grand Majestic Convention City, Inc., 100Holdings Ventures, Inc., and 101Restaurant City, Inc., 8990 Holdings, Inc., among other companies.

Richard T. Rocha
Director

Mr. Rocha is currently the Executive Vice President of Camarines Sur Chamber of Commerce and Industry. He also currently serves as the Vice President for Operations of Naga Queenstown Realty & Development, Inc. and of Lyrr Realty Development Corporation. Mr. Rocha is also a director of Bicol-Habitat for Humanity, Inc. He was the Assistant Governor of Rotary International District 3820-Area 4 Group 2 from 2014 to 2015 and was the Club President of Rotary Club of Naga-Camarines Sur from 2011 to 2012. He served as a Director of Camarines Sur Chamber of Commerce and Industry from 2012 to 2013. Mr. Rocha earned his Bachelor's Degree in Business Administration, Major in Computer Applications from De La Salle-College of Saint Benilde and studied International Housing Finance (Executive Education) at Wharton School of Business in Pennsylvania. He also passed the examination for real estate broker in 2011.

Jose Carlos L. Alzona
Director

Mr. Alzona is a graduate of the University of the Philippines – Diliman with a degree of Bachelor of Science in Industrial Engineering. He also holds an MBA from the Asian Institute of Management. He is the Director for Corporate Strategy in Unido Capital Holdings Inc. since 2023 and was the Transnational Diversified Group – Senior Corporate Planning Manager from 2015-2025.

Gerry O. Huyo-a
Director

Mr. Huyo-a holds a Bachelor of Science in Accountancy from the University of San Carlos. He is the Finance Director of Unido Capital Holdings Inc. and Seventyseven Living Spaces, Inc. since 2017.

Greg Joseph S.J. Tiongco
Independent Director

Greg Joseph S.J. Tiongco is the co-managing partner of Tiongco Siao Bello and Associates Law Offices. He has been appointed as a Commissioner for the Integrated Bar of the Philippines since 2019. He is a professor at the Manuel L. Quezon Law School where he teaches Fintech law. He is an accredited Arbitrator of the Philippine Dispute Resolution Center, Inc.

He has been an Independent Director of Pacifica Holdings, Inc. since November 15, 2023. He is also a Director of Pont Neuf Asset Incorporated, Dao Cordoba Holdings, Inc., and Lido Holdings, Inc. He is currently a Director and Corporate Secretary of Las Ramblas Holdings, Inc., and Corporate Secretary of GAA Delgado Inc. He is also an Independent Director of Stock Transfer Service, Inc.

Emmanuel G. Cuevas
Independent Director

Mr. Cuevas is a graduate of Bachelor of Science in Management – Import, Export and International Relationships from ESERP Digital Business & Law School, Barcelona, Spain. He has served as the President and Chief Executive Officer of Cuevasville & Realty Development Corp. since 2014. Mr. Cuevas is also the President and Chief Executive Officer of EMNAC Consultancy Services Inc. since 2021.

Certifications of the independent directors are attached hereto as **Annexes "B-1" to "B-3".**

Officers

The business experience of each of the current principal officers of the Company for the last five (5) years is as follows:

Winglip K. Chang
Chairman of the Board, President and Chief Executive Officer
*(*See *description* above*)*

Christian Francis C. Reyes
Director[8]
(See description above)

Cristina S. Palma Gil-Fernandez
Corporate Secretary

Atty. Palma Gil-Fernandez assumed the position of Corporate Secretary of the Company in September 2015. Atty. Palma Gil-Fernandez graduated with a Bachelor of Arts degree, Major in History (Honors) from the University of San Francisco in 1989, and with a Juris Doctor degree, second honors, from the Ateneo de Manila University in 1995. She is currently a Partner at Picazo Buyco Tan Fider Santos & Dee Law Offices and has more than 30 years of experience in corporate and commercial law, with emphasis on the practice areas of banking, securities and capital markets (equity and debt), corporate reorganizations and restructurings and real estate. She currently serves as a Corporate Secretary of several large Philippine

[8] Mr. Reyes was appointed as Chairman, President and Chief Executive Officer following the resignation of Mr. Winglip K. Chang on 27 October 2026.

corporations, including three (3) other publicly-listed Philippine corporations, as well as Assistant Corporate Secretary to one of the largest infrastructure companies in the Philippines.

STEFFI MARTINA S. VALLE
Assistant Corporate Secretary

Atty. Valle graduated with a degree in Bachelor of Science in Management from the University of the Philippines Visayas in 2018, and with a Juris Doctor degree, second honors, from the Ateneo de Manila University in 2023. She is currently an Associate at Picazo Buyco Tan Fider Santos & Dee Law Offices.

Maria Elena E. Pocong
Treasurer

Ms. Pocong is a certified public accountant with more than 15 years of experience in audit and accounting, having extensively practiced accounting for construction, mining, restaurant, retail, and real estate development. She is currently the Finance and Accounting Head of iHoldings, Inc. and its subsidiaries, prior to which, she was an external auditor at SGV & Co. Ms. Pocong landed as Top 19 examinee during the 2000 CPA Board Exam.

Jose Carlos L. Alzona
Corporate Information Officer
*(*See *description* above*)*

Significant Employees

The Company is not dependent on the services of any particular employee. It does not have any special arrangements to ensure that any employee will remain with the Company and will not compete upon termination.

Family Relationships

Mr. Lowell L. Yu, Director, and Mr. Luis Michael R. Yu III, Director, are brothers.

Mr. Lowell L. Yu, Director, and Mr. Luis Michael R. Yu III, Director, are cousins of Mr. Richard N. Rocha, who is also a Director.

Other than the ones disclosed, none of the Directors or Executive Officers or persons nominated or chosen by the Company to become Directors or Executive Officers is related to the others by consanguinity or affinity within the fourth civil degree.

Involvement in Certain Legal Proceedings

The Corporation, as of 30 September 2026[9], is not aware of any legal proceedings involving the Company within the last five (5) years prior to the date of this report, except as stated herein. The case of *Olivero G. Laperal, Sr. v. Pacifica, Inc., Victorina L. Laperal, Rosamaria L. Laperal, Regina L. Concepcion, and Alexandra L. Laperal and Securities Transfer Services, Inc.*, docketed as Civil Case No. 09-122278 and filed in Branch 24 on 19 October 2009 of the Regional Trial Court of Manila, where the Company was impleaded solely to hold in abeyance any issuance of stock certificates in favor of any of the parties to the case pending litigation. A Judgment Based on Compromise Agreement has been rendered on 29 October 2024. The same decision was received by the Corporate Secretary on 19 December 2024. As of the date

[9] To be updated as of Record Date

hereof, the decision is still undergoing implementation. Further, the Corporation does not have any subsidiary or affiliate.

The Company has no subsidiary nor affiliate and at present, is not aware of any legal proceedings within the last five (5) years prior to the date of this report involving the Company and that are material to the evaluation of the ability or integrity of any director, any nominee for election as director, executive officer, underwriter, or control person of the Company nor is the Company aware of:

- Any bankruptcy petition filed by or against any business of which any incumbent member of the Board of Directors or senior management of the Company was a general partner or executive officer, either at the time of filing of the bankruptcy petition or within three (3) years prior to that time;
- Any conviction by final judgment in a criminal proceeding, domestic or foreign, pending against any of the incumbent directors or senior management of the Company;
- Any order, judgment, or decree, not subsequently reversed, suspended, or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting the involvement of any of the incumbent directors or senior management of the Company in any type of business, securities, commodities, or banking activities; and
- Any finding by a domestic or foreign court of competent jurisdiction (in civil action), the Securities and Exchange Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or said regulatory organization, that any of the incumbent directors or senior management of the Company has violated a securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Voting Rights

The Company's Shares have full voting rights. However, the Philippine Corporation Code provides that voting rights cannot be exercised with respect to shares declared by the board of directors as delinquent; treasury shares, or if the shareholder has elected to exercise his right of appraisal referred to below.

Certain Relationships and Related Transactions

Except as described below and other than those disclosed in the Company's Annual Report for 2025 and Audited Financial Statements of 31 December 2025, the Company has not had any transaction during the last two (2) years in which any Director or Executive Officer or any of their immediate family members had a direct or indirect interest.

For more discussion on Related Party Transactions, please see Notes 8 and 14 of the Financial Statements as of 31 December 2025, which Financial Statements are attached as "**Annex C**".

Appraisals and Performance Report of the Board

As of date, there is no formal appraisal or assessment process in respect of Board performance, although attendance by directors in board meetings are strictly monitored.

Resignation of Directors

No director has resigned from or declined to stand for re-election to the Board since the date of the 2026 Annual Stockholders' Meeting due to any disagreement with the Company relative to its operations, policies, and practices.

Item 6. Compensation of Directors and Executive Officers

Executive Compensation

The aggregate compensation paid or incurred in 2023, 2024, 2025 and estimated to be paid in 2026 to the Chief Executive Officer and senior executive officers of the Company are as follows:

Compensation Table of CEO and three (3) most highly compensated executive officers

	Year	Total [1] (₱)
CEO and the three most highly compensated executive officers Winglip K. Chang (President and CEO) Mr. Christian Francis C. Reyes (Chairman of the Board) Ma. Elena E. Pocong (Treasurer)		
	2023	n/a
	2024	10,000
	2025	10,000[2]
	2026(est.)	10,000
Aggregate compensation paid to all other officers as a group unnamed		
	2023	n/a
	2024	10,000
	2025	10,000
	2026 (est.)	10,000

Note:
(1) Includes salary, bonuses, and other income.
(2) Amounts indicated is per person.

The members of the Board of Directors do not receive fixed compensation but are given reasonable *per diem* which usually range from Php5,000 to Php10,000 for every attendance in any regular or special meetings of the Board of Directors. In 2025, 2024, and 2023, respectively, the CEO and the three (3) most highly compensated executive officers did not directly receive compensation from the Company. Prepared procedure for developing a policy on executive remuneration and for fixing the remuneration packages of individual directors and of officers is pending board review and approval.

Standard Arrangements

Other than payment of such reasonable *per diem* there are no standard arrangements pursuant to which directors of the Company are compensated, or were compensated, directly or indirectly, for any services provided as a director and for their committee participation or special assignments for 2013 up to the present.

Other Arrangements

There are no other arrangements pursuant to which any director of the Company was compensated, or to be compensated, directly or indirectly, for any service provided as a director.

Approval by the Board of any pension or retirement plan for the Company is pending until the Company becomes commercially operational.

Employment Contracts

The Company has no special employment contracts with the named executive officers.

Warrants and Options Outstanding

There are no outstanding warrants or options held by the President, the named executive officers, and all officers and directors as a group.

Item 7. Independent Public Accountants

The external auditor of the Company is the accounting firm of Isla Lipana & Co. The Board, upon the recommendation of the Company's Audit Committee, approved the appointment of Isla Lipana & Co. as the Company's independent auditor for 2026 based on their performance and qualifications. Isla Lipana & Co. has been the Company's external auditor since 2021.

The Audit Committee is composed of Mr. Emmanuel G. Cuevas (independent director) as Chairman, and Mr. Christian Francis C. Reyes as member.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The financial statements of the Company as of and for the year ended 31 December 2025 were audited by Isla Lipana & Co. Sycip, Gorres, Velayo & Co. previously acted as the Company's independent public accountant until 2014, while Punongbayan & Araullo acted as the Company's independent public accountant from 2015 until 2020.

There was no event during the two most recent fiscal years where Punongbayan & Araullo and/or Isla Lipana & Co. had any disagreement with the Company with regard to any matter relating to accounting principles or practices or financial statements disclosure or auditing scope or procedure. There was no case of independent accountant to dismiss or to decline to stand for re-election after completion of the current audit.

To comply with the requirements of SRC Rule 68 (3)(b)(iv), the signing partners of Isla Lipana & Co. shall be rotated every five (5) years or earlier. The partner-in-charge for the years 2024 and 2025 is Mr. Paul Chester U. See. He was initially engaged as external auditor in 2021 and is likewise the recommended partner-in-charge for the ensuing year.

Further, Isla Lipana & Co. has neither shareholdings in the Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities of the Company. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

Apart from audit-related services, the independent auditors of the Company have not rendered tax, accounting, compliance, advice, planning, and other tax services for the Company within the last two (2) fiscal years.

Item 8. Compensation Plans

The Company has no stock options, warrants or rights plan. There is likewise no other type of compensation plan.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

On 23 October 2026, the Board of Directors approved the issuance of shares pursuant to the Private Placement Transaction and the subsequent listing thereof with the PSE, as well as the proposed amendment of the Seventh Article of the Company's Articles of Incorporation and the subsequent Listing of Shares issued out of the increase in capital. The following matters are hereby submitted to the stockholders of the Corporation for their approval and ratification:

1. The Private Placement of One Hundred Thirty One Million Two Hundred Fifty Thousand (131,250,000) Common Shares of the Corporation in favor of Unido Capital Holdings at an Issue Price of One Peso and Forty Centavos (Php1.40) per Share, for an Aggregate Subscription Price of One Hundred Eighty Three Million Seven Hundred Fifty Thousand Pesos (PhP183,750,000.00)
2. The Private Placement of Two Hundred Forty Three Million Seven Hundred Fifty Thousand (243,750,000) Common Shares of the Corporation in favor of certain subscribers at an Issue Price of One Peso (PhP1.00) per Share, for an Aggregate Subscription Price of Two Hundred Forty Three Million Seven Hundred Fifty Thousand (PhP243,750,000.00). These Subscribers are as follows:

Investor	Common Shares to be Subscribed
Raymund T. Pua	26,767,350
Gary A. Vargas	34,128,650
Jerry Sun	31,208,750
Anthony C. Gaw	28,524,900
Clinton L. Ang	33,975,450
Roan B. Torregoza	25,909,700
Alex C. Roleda	30,140,900
Roberto P. Balili II	33,094,300

Item 10. Modification or Exchange of Securities

There are no actions or matters to be discussed in the Special Stockholders' Meeting with respect to the modification of any class of securities of the Company, or the issuance or authorization for issuance of one (1) class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

(i) The Latest Quarterly Report for the period ended 30 September 2026 is attached hereto as Annex "**D**"

Item 12. Mergers, Consolidations, Acquisitions, and Similar Matters

There are no actions or matters to be discussed in the Special Stockholders' Meeting with respect to mergers, consolidations, acquisitions, sales, or other transfers of all or any substantial part of the assets of the Company, liquidation or dissolution of the Company, and similar matters.

Item 13. Acquisition of Disposition of Property

There are no actions or matters to be discussed in the Special Stockholders' Meeting with respect to the acquisition or disposition of any significant Company property.

Item 14. Restatement of Accounts

There are no actions or matters to be discussed in the Special Stockholders' Meeting with respect to the restatement of any asset, capital, or surplus account of the Company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

There are no reports that will require the vote of the stockholders as of the record date.

Item 16. Matters Not Required to be Submitted

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, By-Laws, or Other Documents

On 23 October 2026, the Board of Directors approved the amendment of the Seventh Article of the Company's Articles of Incorporation to increase its authorized capital stock. The following matters are hereby submitted to the stockholders of the Corporation for their approval and ratification:

1. Approval of the amendments to the Seventh Article of the Corporation's Articles of Incorporation to increase in the Corporation's Authorized Capital Stock from Seven Hundred Million Pesos (Php700,000,000) divided into Seven Hundred Million (700,000,000) Common Shares at a Par Value of One Peso (Php1.00) per share to Ten Billion Pesos (PhP10,000,000,000.00) Divided into Ten Billion (10,000,000,000) Common Shares, with a Par Value of One Peso (PhP1.00) per share.
2. Delegation to the Board of Directors of the approval to issue shares out of the increase in capital stock to comply with requirements under the Revised Corporation Code of the Philippines, as well as to ensure maintenance of the minimum public ownership requirements of the Philippine Stock Exchange;

Item 18. Other Proposed Actions

The following additional proposed actions are to be submitted for approval during the Special Stockholders' Meeting:

1. Approval and Ratification of the Listing of the 375,000,000 Common Shares in relation to the Private Placement Transaction;

2. Delegation to the Board of Directors of the approval to issue shares out of the increase in capital stock to comply with requirements under the Revised Corporation Code of the Philippines, as well as to ensure maintenance of the minimum public ownership requirements of the Philippine Stock Exchange; and

3. Approval of the Listing of Shares issued out of the increase in capital.

Item 19. Voting Procedures

Manner of Voting

In all items for approval, each share of stock entitles its registered owner to one vote.

Voting may only be done *in absentia* or through the submission of a duly executed proxy.

Stockholders as of Record Date who have successfully registered their intention to participate in the Special meeting via remote communication and to vote *in absentia,* duly verified and validated by the Company shall be provided with unique log-in credentials to securely access the voting portal and participate and watch the online meeting of the stockholders of the Company. A stockholder voting electronically in absentia shall be deemed present for purposes of quorum.

The requirements and procedure for participating and voting are set forth in **Annex "E"**. Detailed procedure for registration and voting through the Company's online registration and voting system is attached hereto and made an integral part hereof as Schedule 2 of the Notice of Meeting.

The Corporate Secretary and stock transfer agent will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies.

The Chairman shall ensure that at least two (2) seats shall be allotted for the election of independent directors as required by the Securities Regulations Code and the Code of Corporate Governance.

Vote Required

With respect to the issuance of shares in relation to the Private Placement, the issuance of shares out of the increase in the authorized capital stock for a cash consideration and the listing of the shares issued, the vote of majority of the outstanding capital stock entitled to vote and represented in the meeting is required to approve such matters.

With respect to the delegation to the Board of Directors of approval to issue shares out of the increase in the authorized capital stock (other than for a cash consideration) as well as the increase in the authorized capital stock of the Corporation, the vote of at least two-thirds (2/3) of the outstanding capital stock entitled to vote and represented in the meeting is required to approve such matters.

Method of Counting Votes

The Corporate Secretary and stock transfer agent will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the Special Meeting of the stockholders.

Voting may only be done by remote communication, *in absentia* or by proxy.

All votes received shall be tabulated by the Office of the Corporate Secretary with the assistance of the Company's stock transfer agent. The Corporate Secretary shall report the partial results of voting during the meeting. The actual voting results shall be reflected in the minutes of the meeting.

The detailed instructions for participation through remote communication are set forth in Schedule 2 to the Notice of Meeting.

UNDERTAKING

UPON WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. SUCH WRITTEN REQUEST SHOULD BE ADDRESSED TO:

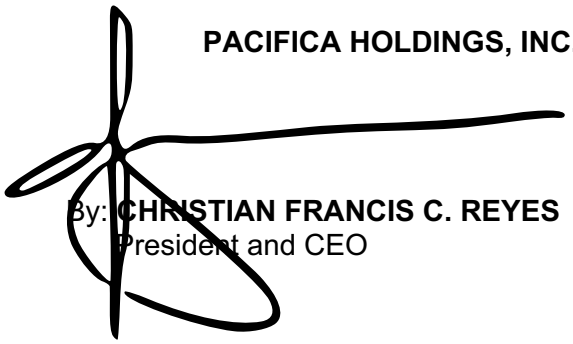
THE OFFICE OF THE CORPORATE SECRETARY
Penthouse, Liberty Center,
104 H.V. dela Costa Street,
Salcedo Village, Makati City

[Remainder of this page intentionally left blank. Signature page follows.]

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 on **30 October 2026**.

PACIFICA HOLDINGS, INC.



By: **CHRISTIAN FRANCIS C. REYES**
President and CEO