

FILINVEST DEVELOPMENT CORP.

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NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of **FILINVEST DEVELOPMENT CORPORATION** ("FDC") will be conducted virtually on **22 June 2020 (Monday) at 10:00 a.m.**, at which meeting the following matters shall be taken up:

- I. Call to Order
- II. Proof of Notice of Meeting
- III. Certification of Quorum
- IV. Approval of the Minutes of the Annual Stockholders' Meeting held on 26 April 2019
- V. Presentation of the President's Report
- VI. Ratification of the Audited Financial Statements for the year ended 31 December 2019
- VII. Ratification of the Acts and Resolutions of the Board of Directors, Board Committees and Management from the Date of the Last Annual Stockholders' Meeting up to 22 June 2020
- VIII. Election of the Members of the Board of Directors, including three (3) Independent Directors, to serve for 2020-2021
- IX. Appointment of the External Auditor
- X. Other Matters
- XI. Adjournment

A brief explanation on each agenda item which requires approval and/or ratification by the stockholders is provided herein. The Information Statement to be provided to the stockholders shall contain more details regarding the rationale and explanation.

In view of the current circumstances and in support of the efforts to contain the outbreak of COVID-19, stockholders may attend and participate in the meeting only by remote communication, voting *in absentia* and/or appointing the Chairman of the meeting as their proxy. The procedure and requirements for online registration for remote communication and voting *in absentia* are explained in the Information Statement.

Stockholders who wish to vote by proxy shall submit the same on or before 15 June 2020 to the Office of the Corporate Secretary, through Atty. Sharon P. Pagaling-Refuerzo, located at Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila, or by email to FDCASM2020@filinvestgroup.com. A proxy submitted by a corporation should be accompanied by a Corporate Secretary's certificate quoting the board resolution designating a corporate officer to execute the proxy. In addition to the above requirement for corporations, a proxy form given by a broker or custodian bank in respect of shares of stock carried by such broker or custodian bank for the account of the beneficial owner must be accompanied by a certification under oath stating that the broker or custodian bank has obtained the written consent of the account holder.

PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES.

Only Stockholders of Record as of 5:00 p.m. of 1 June 2020 shall be entitled to vote at this meeting. Votes cast remotely or *in absentia* should be received by the Corporation on or before 15 June 2020.

The Corporation's Information Statement, Management Report, SEC Form 17A and other relevant documents will be made available in the company website at <https://www.filinvestgroup.com/> and in the Philippine Stock Exchange EDGE disclosure system no later than 29 May 2020. Pursuant to SEC Memorandum Circular No. 6, Series of 2020, please be informed that there will be a visual and audio recording of the meeting.

Please be guided accordingly.



SHARON P. PAGALING-REFUERZO
Corporate Secretary

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS’ APPROVAL AND/OR RATIFICATION

Call to Order

The Chairman will formally commence the meeting at approximately 10:00 a.m. on 22 June 2020.

Proof of Notice and Certification of Quorum

The Corporate Secretary will certify that notice of the meeting was duly sent to the stockholders and that a quorum exists for the valid transaction of business.

Pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020 which provide for remote attendance and voting *in absentia* in stockholders’ meetings, the Company has set up a system and process to allow stockholders to vote online *in absentia* on the matters in the agenda. Only stockholders who successfully registered in the stockholder registration system, together with those who voted *in absentia* or by proxy, will be included in determining the existence of a quorum.

The following are the procedures for the meeting:

- Stockholders who wish to appoint the Chairman as proxy may submit the same on or before 15 June 2020 to the Office of the Corporate Secretary through Atty. Sharon P. Pagaling-Refuerzo, located at Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila, or by email to FDCASM2020@filinvestgroup.com.
- Stockholders who wish to attend the meeting *via* remote communication and/or vote *in absentia* online must register at the following web address: https://shareholders.filinvest.com.ph/FDC_SHAREHOLDERSYSTEM. After validation, the stockholders will receive an email with instructions on how to access the voting ballot and the meeting. The details of the process are provided in the Information Statement.
- The votes will be tabulated by the Office of the Corporate Secretary and the stock transfer agent. The results will be reported in the meeting.
- Any comments and questions on the agenda should be emailed to FDCASM2020@filinvestgroup.com on or before 15 June 2020. The Board of Directors and/or officers will endeavor to answer these questions during the meeting. Due to time constraints, any questions that will not be addressed during the meeting may be answered by email.
- There will be an audio and visual recording of the meeting.

Approval of the Minutes of the Annual Stockholders’ Meeting held on 26 April 2019

The minutes of the meeting held on 26 April 2019 can be viewed at the Company website, <https://www.filinvestgroup.com/>. A copy of the minutes is also attached as Annex “E” of the Information Statement.

Presentation of the President's Report

The President & CEO, Mrs. Lourdes Josephine Gotianun-Yap, will report on the Company's performance for the year 2019 and the outlook for 2020.

Ratification of the Audited Financial Statements for the year ended 31 December 2019

The audited financial statements refer to the financial operations, balance sheet and income statement of FDC as of and for the year ended 31 December 2019. The Company's audited financial statements for 2019 is attached as Annex "C" of the Information Statement and will be made available on the Company website.

Ratification of the Acts and Resolutions of the Board of Directors, Board Committees and Management from the Date of the Last Annual Stockholders' Meeting up to 22 June 2020

The acts of the Board of Directors and its committees, officers and management of the Company since the last annual meeting up to the present, as duly recorded in the corporate books, include the approval of contracts and agreements, application for government permits and licenses, renewal and availment of bank services and credit facilities, approval for the transfer, conveyance or lease of real properties, and other transactions in the general conduct of business. The summary of the major resolutions approved and adopted by the Board and the Board Committees (including the Executive Committee) are discussed in the Information Statement.

Election of the Members of the Board of Directors, including three (3) Independent Directors, to serve for 2020-2021

In accordance with the Company's Revised Manual on Corporate Governance and By-Laws, the stockholders must elect the members of the Board of Directors of the Company comprised of seven (7) directors, including three (3) independent directors, who shall hold office for a term of one (1) year, or until their successors shall have been duly elected and qualified. There will be an election of the members of the Board during the annual stockholders' meeting to serve for the year 2020 to 2021.

The Nominations Committee evaluated the nominees for the Board, including three (3) nominees for independent directors, and determined that they have all the qualifications and none of the disqualifications to serve in the Board of Directors. The Final List of Candidates and the qualifications of each nominee director are discussed in the Information Statement.

Appointment of the External Auditor

The Audit and Risk Management Oversight Committee and the Board endorsed to the stockholders the re-appointment of SGV & Co. as the external auditor for the ensuing year. The details of the external auditor are provided in the Information Statement.