

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" or the "Corporation") will be conducted virtually on **28 April 2023 (Friday) at 9:00 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 29 April 2022;
- V. Presentation of the President's Report;
- VI. Approval of Amendments to Articles of Incorporation and By-Laws;
- VII. Ratification of the Audited Financial Statements for the year ended 31 December 2022;
- VIII. 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 28 April 2023;
- IX. Election of the Members of the Board of Directors, including three (3) Independent Directors, to serve for 2023-2024 (with special approval required for the term extension of Atty. Val Antonio Suarez and 2 new nominees contingent on the approval of the amendment of Articles of Incorporation and By-Laws);
- X. Appointment of the External Auditor;
- XI. Other Matters; and
- XII. Adjournment

We have elected to conduct the meeting remotely for practical reasons and to implement redundant safety measures considering lingering health risks. 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.

Only Stockholders of Record as of 5:00 p.m. of 30 March 2023 shall be entitled to vote at this meeting. Votes cast remotely or *in absentia* should be received by the Corporation on or before 21 April 2023.

Stockholders who wish to vote by proxy shall submit the same on or before 19 April 2023 to the Office of the Corporate Secretary, through Attys. Lindeza R. Rogero-Gavino or Ma. Ruiza R. Hernane, located at Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila, or by email to FDCASM@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.

The nomination and election of the members of the Board of Directors should be in accordance with the nomination forms, procedures and requirements adopted by the Board of Directors. Any stockholder may obtain the required nomination form from, and must submit his nominations to, the Corporate Secretary at Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila, not later than 6 March 2023.

All nominations shall be in writing duly signed by the nominating stockholders or their duly authorized (in writing) representatives, with the written acceptance and conformity of their nominee. The nomination must indicate whether the nominees are intended to be independent directors. Further, all nominations should include (i) the curriculum vitae of the nominee, (ii) a statement that the nominee has all the qualifications and none of the disqualifications, (iii) information on the relationship of the nominee to the stockholder submitting the nomination, and (iv) all relevant information about the nominee's qualifications, such as the nominee's age, educational attainment, full disclosure of work and/or business experience and/or affiliations. The directors and independent directors shall be elected from among FDC's stockholders. All nominees for directors and independent directors must possess the minimum requirements/qualifications and none of the disqualifications prescribed by the Securities and Exchange Commission and in FDC's Revised Manual on Corporate Governance.

The Corporation's Information Statement, Management Report, and 2022 Audited Financial Statements 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 4 April 2023. 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.


MA. RUIZA R. HERNANE
Assistant Corporate Secretary