

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 held on **26 April 2019 (Friday) at 9:00 am** at Ballrooms 1 and 2, Crimson Hotel Filinvest City, Manila, Entrata Urban Complex, 2609 Civic Drive, Filinvest City, Alabang, Muntinlupa City, 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 04 May 2018
- V. Presentation of the President's Report
- VI. Ratification of the Audited Financial Statements for the year ended 31 December 2018
- 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 26 April 2019
- VIII. Election of the Members of the Board of Directors, including three (3) Independent Directors for 2019-2020
- IX. Appointment of the External Auditor
- X. Approval by the stockholders of the grant of authority to the Board of Directors to conduct an equity offering by FDC (such as, but not limited to, a placing and subscription transaction and in such instance, waiver by all its stockholders of the Philippine Stock Exchange (PSE) requirement to conduct a rights or public offering for shares issued by FDC pursuant to such equity offering) under such terms and conditions that the Board of Directors may determine, inclusive of: (i) authority to fix the number of shares for such equity offering in such number of shares as may be required by FDC for funding its projects; (ii) delegation of authority to the President to appoint advisers, consultants, underwriters, lead managers, arrangers, global coordinators, stabilization agent, and other relevant parties for the equity offering; (iii) determination of the offering price based on generally accepted pricing formulas such as but not limited to publicly traded comparables (e.g. Enterprise Value/ EBITDA/ Price/ Earnings), discounted cash flow or net asset value, and any discount/premium thereto, as may be appropriate or relevant per prevailing market conditions; and (iv) authority to list the shares issued in connection with the equity offering with the PSE.

XI. Other Matters

XII. Adjournment

Stockholders who will not, are unable to, or do not expect to attend the meeting in person may, at their option, designate their authorized representatives by means of Proxy. The Proxy instrument must be duly notarized and must be submitted to Atty. Sharon P. Pagaling-Refuerzo at the Office of the Corporate Secretary, located at Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila, or Stock Transfer Service, Inc. at 34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City on or before **12 April 2019**.

Only Stockholders of Record as of 5:00 PM of **20 March 2019** shall be entitled to vote at this meeting.

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 **05 March 2019**.

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.

Please be guided accordingly.

SHARON P. PAGALING-REFUERZO
Corporate Secretary