

**NOTICE OF ANNUAL SHAREHOLDERS' MEETING**

TO ALL SHAREHOLDERS:

Please be informed that the Annual Shareholders' Meeting of PHINMA CORPORATION will be conducted through remote communication via [www.asm.phinmacorp.ph](http://www.asm.phinmacorp.ph) on Friday, 17 April 2026, at 10:00 AM with the following agenda:

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Approval of the Minutes of the Previous Meeting
4. Management Report and Audited Financial Statements
5. Amendment of By-Laws
6. Ratification of all acts of the Board of Directors, Committees and Management
7. Election of Directors
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

For the explanation of each agenda item, please refer to Annex "A" of this Notice.

The record date for the determination of the shareholders entitled to attend the meeting and to vote thereat is March 24, 2026.

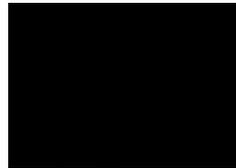


**PHINMA Corporation**

Duly accomplished proxies should be submitted on or before April 10, 2026 by email to [phncorpsec@phinma.com.ph](mailto:phncorpsec@phinma.com.ph). Validation of proxies is set April 10, 2026 starting at 9:00 a.m.

Stockholders who wish to participate by remote communication should notify the Corporation by email to [phncorpsec@phinma.com.ph](mailto:phncorpsec@phinma.com.ph) on or before April 10, 2026.

Procedures for participating in the meeting through remote communication and for voting will be included in the Information Statement to be disclosed on March 24, 2026.



**TROY A. LUNA**  
Corporate Secretary

**PHINMA CORPORATION**  
**ANNUAL SHAREHOLDERS MEETING**  
**Friday, April 17, 2026, 10:00 a.m.**

**Explanation of Each Item on the Agenda**

**1. Call to Order**

The Chairman, Mr. Ramon R. del Rosario, Jr., will formally begin the annual meeting of the stockholders of PHINMA Corporation (the "Corporation").

**2. Proof of Notice and Determination of Quorum**

The Corporate Secretary, Atty. Troy A. Luna, will certify the date when the notice of meeting and Information Statement were sent to the stockholders of record as of March 24, 2026 and to the Securities and Exchange (SEC) and Philippine Stock Exchange (PSE), as well as the date of publication of the notice in a newspaper of general circulation.

Stockholders may participate in the meeting only by remote communication. Stockholders who have informed the Corporation of their attendance by email to [phncorpsec@phinma.com.ph](mailto:phncorpsec@phinma.com.ph) on or before April 10, 2026, subject to the procedure set forth in Appendix 1 of the Information Statement to be posted on the Company's website, shall be considered present at the meeting.

The Corporate Secretary will likewise certify as to the existence of a quorum. Owners of shares constituting at least a majority of the issued and outstanding capital stock of the Corporation present or by proxy, shall constitute a quorum for the transaction of business at this meeting.

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

- i) Votes of all stockholders may cast their votes only through ballots/ proxies actually submitted on or before April 10, 2026. A sample of the Ballot/Proxy will be included in the Information Statement.

All Ballots/Proxies should be received by the Corporate Secretary on or before April 10, 2026 by email to [phncorpsec@phinma.com.ph](mailto:phncorpsec@phinma.com.ph).

- ii) Election of directors will be based on the number of votes cast by each stockholder present at the meeting, as described below.
- iii) The Committee of Inspectors of Proxies and Ballots will tabulate all votes cast and received by Ballots/Proxies, and an independent third party will validate the results.
- iv) Stockholders may email to [phncorpsec@phinma.com.ph](mailto:phncorpsec@phinma.com.ph) questions or comments on matters that are relevant and of general concern to them on or before April 10, 2026. These will be answered during the meeting or via email to the stockholder sending the question, subject to appropriateness, relevance and time limits.

**3. Minutes of Previous Meeting**

The minutes of the Annual Shareholders' Meeting held on June 5, 2025 are available at the Company website, [www.phinma.com.ph](http://www.phinma.com.ph) and will be presented for approval to the shareholders during the meeting.

**4. Annual Report of Management**

Management will deliver the report on the performance of the Company for 2025 and other matters deemed relevant to the stockholders.

The Audited Financial Statements as of December 31, 2025 and management's report will be included in the Information Statement.

Both Management Report and Audited Financial Statements will be presented for approval by the stockholders.

**5. Amendment of Articles of Incorporation and By-Laws**

The stockholders will be requested to vote for the (1) Amendment of Article IV, Section 1 to include the attendance requirement of at least fifty percent (50%) in Board meetings for nomination as Director for the following year and (2) Amendment of Article VI, Section 6 of the By-Laws to delete the General manager position and duties

**6. Ratification of all acts of the Board of Directors, Committees and Management**

The acts of the Board of Directors, Committees and Management of the Corporation since the last Annual Meeting of Shareholders will likewise be presented to the stockholders for confirmation, ratification and approval. Details will be provided in the Information Statement.

**7. Election of Directors**

The Corporate Secretary will present the nominees qualified for election to the Board of Directors, including the Independent Directors. A brief description of the qualifications and business experience of the nominees for election to the Board of Directors will be included in the Information Statement.

Each shareholder is entitled to one (1) vote per share multiplied by the number of board seats to be filled, and may cumulate his/her votes by giving as many votes as he/she wants to any candidate, provided that the total votes cast shall not exceed the total votes to which he/she is entitled. In the event the votes cast by a stockholder exceeds that to which he/she is entitled to vote, the Corporate Secretary in his discretion shall deduct such votes cast by the stockholder in favor of any nominee as may be necessary under the circumstances.

There are fifteen (15) seats on the Board of Directors to be filled.

In the event that only fifteen (15) are nominated to fill fifteen (15) seats in the Board, the Chairman shall direct the Corporate Secretary to cast all votes in favor of those nominated, except the votes of stockholders who wish to have their votes differently recorded.

**8. Appointment of External Auditors**

The stockholders will be requested to vote and ratify the selection by the Audit Committee and the Board of Directors of the external auditors for the current fiscal year. Details will be provided in the Information Statement.

**9. Other Matters**

The Chairman will open the floor for comments and questions from the stockholders. The Chairman will decide whether matters raised by any stockholder may be properly taken up in the meeting or in another forum.

**10. Adjournment**

The Chairman will adjourn the meeting when the scheduled order of business is completed.