

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

TO ALL SHAREHOLDERS:

Please be informed that the Annual Shareholders' Meeting of PHINMA CORPORATION will be held on Tuesday, 23 April 2024, at 10:00 a.m., at The Fifth at Rockwell, R5 Level, Power Plant Mall, Rockwell Center, Makati City, physically and and through remote communication via www.asm.phinmacorp.ph with the following agenda:

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Minutes of Previous Meeting
4. Annual Report of Management
5. Ratification of all acts of the Board of Directors, Committees and Management
6. Election of Directors
7. Renewal of Management Contract
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 25, 2024.



PHINMA Corporation

Votes of all stockholders attending by remote communication may only be cast through ballots/proxies submitted on or before April 17, 2024. 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 17, 2024 physically or by email to phncorpsec@phinma.com.ph.

Validation of proxies is set on April 17, 2024 starting at 9:00 a.m.



TROY A. LUNA
Corporate Secretary

PHINMA CORPORATION
ANNUAL SHAREHOLDERS MEETING
Tuesday, April 23, 2024, 10:00 am

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 25, 2024 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-person at the venue of the meeting stated in the Notice or by remote communication. Stockholders attending remotely must inform the Corporation of their attendance by email to phncorpsec@phinma.com.ph on or before April 17, 2024. Stockholders present at the venue of the meeting and attending remotely, subject to the procedure set forth in Annex "F" 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 either in person, physically or remotely, or by proxy with the proxy attending physically or remotely, 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 be cast at the meeting on each item of the agenda either by *viva voce* or raising of hands or, when balloting is deemed necessary, by ballots to be distributed at the meeting.

Stockholders attending remotely may cast their votes only through ballots/proxies actually submitted on or before April 17, 2024. A sample of the Ballot/Proxy will be included in the Information Statement.

Stockholders attending physically by proxy must also submit their Ballot which should be received by the Corporate Secretary on or before April 17, 2024 physically or by email to phncorpsec@phinma.com.ph.

- ii) All the items in the agenda for approval by the stockholders, except the election of directors, will need the affirmative vote of stockholders, in person or by proxy, representing at least a majority of the shares of stock present or represented at the meeting. Each of the proposed resolutions will be shown on the screen as the same is taken-up at the meeting.

- iii) Election of directors will be based on the number of votes cast by each stockholder present at the meeting, as described below.
- iv) The Committee of Inspectors of Proxies and Ballots will tabulate all votes cast and received by Ballot/Proxies, and an independent third party will validate the results.
- v) Stockholders attending remotely may email to phncorpsec@phinma.com.ph questions or comments on matters that are relevant and of general concern to them on or before April 17, 2024. These will be answered during the meeting or via email to the stockholder sending the question, subject to appropriateness, relevance and time limits.
- vi) Stockholders attending the meeting physically may raise questions on matters relevant and of general concern to them during the meeting, at the appropriate time based on the agenda of the meeting, and as determined by the Chairman.

3. Minutes of Previous Meeting

The minutes of the Annual Shareholders' Meeting held on April 11, 2023 are available at the Company website, 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 2023 and other matters deemed relevant to the stockholders.

The Audited Financial Statements as of December 31, 2023 and management's report will be included in the Information Statement.

5. 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.

6. 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.

In the event that only fifteen (15) are nominated to fill the 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.

7. Renewal of Management Contract

The stockholders will be requested to vote on the renewal of the management contract with the Philippine Investment-Management (PHINMA), Inc. Details will be provided in the Information Statement

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.