

EXPLANATION AND RATIONAL OF EACH ITEM IN THE AGENDA

1. Call to order

The Chairman of the Board (the "Board"), Mr. Monico V. Jacob, will call the meeting to order.

2. Certification of notice and quorum

The Corporate Secretary will certify that notices of the Annual Stockholders' Meeting ("ASM") were distributed to the stockholders of record at least ten (10) days before the date of the ASM. Atty. Val Espiritu of STI WNU shall issue a Certification attesting to the delivery of the ASM Notice. Copy of the ASM Notice was also posted at the Company's website.

The Corporate Secretary will further certify the presence of a quorum. The stockholders representing a majority of the outstanding voting capital stock of the Company, present in person or by proxy, shall constitute a quorum for the transaction of the business.

All the items in the Agenda requiring approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the outstanding voting capital stock of the Company present at the ASM. Each one (1) outstanding share of stock entitles the registered stockholders to one (1) vote.

3. Approval of the Minutes of the Annual Stockholders Meeting held on 16 December 2022.

A motion for the approval of the following resolution will be presented:

"RESOLVED, That the Minutes of the Annual Stockholders' meeting held on 16 December 2022 as appearing in the Minutes Book of the Corporation be approved."

The affirmative vote of stockholders representing at least a majority of the outstanding voting capital stock of the Company present at the ASM is necessary to approve the resolution.

4. The Management Report

The Executive Vice-President, Mr. Ryan Mark S. Molina, shall render the Management Report, which provides the highlights of the performance of the Company for FY 2022-2023 and the outlook of the Company for FY 2023-2024.

Mr. Molina shall also report on the significant operational and financial performance as well as the milestones and achievements of the Company for FY 2022-2023. The report will also include significant events affecting the Company's performance for FY 2022-2023.

A resolution noting the Management Report will be presented to the stockholders for adoption.

Below is the proposed resolution:

“RESOLVED, that that the Management Report for FY 2022-2023 be noted and approved.”

The affirmative vote of stockholders constituting at least a majority of the outstanding voting capital stock of the Company present at the ASM is necessary to approve the resolution.

5. Approval of Audited Financial Statements of the Company as at and for the fiscal year ended 30 June 2023

The approval of Audited Financial Statements (FS) of the Company as at and for the fiscal year ended 30 June 2023 prepared by SyCip Gorres Velayo & Co., will be presented to the stockholders.

A resolution approving the FS will be presented to the stockholders, who will be given opportunity to ask questions on the FS.

Below is the proposed resolution:

“RESOLVED, that the Audited Financial Statements of the Corporation as at and for the fiscal year ended 30 June 2023 be noted and approved.”

The affirmative vote of stockholders constituting at least a majority of the outstanding voting capital stock of the Company present at the ASM is necessary to approve the resolution.

6. Ratification of all legal acts, resolutions and proceedings of the Board of Directors and of Management since the 16 December 2022 Annual Stockholders’ Meeting up to 20 December 2023.

A motion for the approval of the following resolution will be presented:

“RESOLVED, that all acts, resolutions and proceedings of the Board of Directors and of Management, done in ordinary course of business, since the 16 December 2022 Annual Stockholders’ Meeting up to 20 December 2023 be approved, confirmed and ratified.”

The affirmative vote of stockholders constituting at least a majority of the outstanding voting capital stock of the Company present at the ASM is necessary to approve the resolution.

7. Election of Directors

The election of the directors shall be by plurality of votes. Every stockholder may vote the number of shares owned by him for as many persons as there are directors to be elected, or cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or distribute such votes on the same principle among as many candidates as he shall see fit. The seven (7) directors receiving the highest number of votes will be declared elected as directors of the Company.

8. Appointment of External Auditor

A resolution for the approval of the appointment of the Company's external auditor will be presented to the stockholders. The Board has approved the appointment of SyCip Gorres Velayo & Co. as the external auditor of the Company.

Below is the proposed resolution:

"RESOLVED, to approve the appointment of the firm of SyCip Gorres Velayo & Co. as external auditor of the Corporation for the FY 2023-2024."

The affirmative vote of stockholders representing at least a majority of the outstanding voting capital stock of the stock of the Company present at the ASM is necessary to approve the resolution.

9. Consideration of such other business as may properly come before the meeting

Any relevant questions or comments received by the Office of the Corporate Secretary via email shall be properly acknowledged, noted and addressed, accordingly.

10. Adjournment

Upon confirmation by the Corporate Secretary that there are no other matters to be considered, and on motion by a stockholder duly seconded, the Chairman will declare the meeting adjourned. The meeting proceedings shall be recorded in audio and video format to be safe kept by the Office of the Corporate Secretary and shall be made available in a secured manner to stockholders upon request by sending an email to accabrera@htc-law.com.ph.