

FILINVEST DEVELOPMENT CORP.

6th Floor, The Beaufort
5th Avenue corner 23rd Street
Bonifacio Global City
1634 Taguig City, Philippines
Trunk line: (632) 798-3977
www.filinvestgroup.com

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 **26 April 2024 (Friday)** at **9:00 a.m.**, at which meeting the following matters shall be taken up:

Agenda to follow after the Board meeting on 26 March 2024.

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 29 March 2024 shall be entitled to vote at this meeting. Votes cast remotely or *in absentia* should be received by the Corporation on or before 19 April 2024.

Stockholders who wish to vote by proxy shall submit the same on or before 17 April 2024 to the Office of the Corporate Secretary, through Attys. Lindeza R. Rogero-Gavino or Ma. Ruiza R. Hernane, located at The Beaufort, 5th Avenue corner 23rd Street, Bonifacio Global City, Taguig 1634, 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 The Beaufort, 5th Avenue corner 23rd Street, Bonifacio Global City, Taguig 1634, Metro Manila, not later than 5 March 2024.

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 2023 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 2024. 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.



LINDEZA R. ROGELIO-GAVINO
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its charter: **Filinvest Development Corporation**

3. Province, country or other jurisdiction of incorporation or organization: **Philippines**

4. SEC Identification Number: **51048**

5. BIR Tax Identification Code: **000 - 053 – 167- 000**

6. Address of principal office: **The Beaufort, 5th Avenue corner 23rd Street, Bonifacio
Global City, Taguig City, Metro Manila**

Postal Code: **1634**

7. Registrant's telephone number, including area code: **(02) 7798 3959**

8. Date, time and place of the meeting of security holders:

Date: **26 April 2024**

Time: **09:00 a.m.**

Place: **No physical venue**

Online web address for registration for remote participation and voting:

FDC ASM Registration Form 2024

https://shareholders.filinvest.com.ph/FDC_SHAREHOLDERSYSTEM

FDC Ballot Form 2024

https://shareholders.filinvest.com.ph/FDC_ASMVOTING

9. Approximate date on which the Information Statement is first to be sent or given to security holders:

On or before 4 April 2024

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Common Shares of Stock Outstanding	Amount of Debt Outstanding
Common	8,648,462,987	
Bonds Payable (Consolidated)		47,365,239,722

11. Are any or all of registrant's securities listed in a Stock Exchange? **Yes**

Name of such Stock Exchange and the class of securities listed therein:

Philippine Stock Exchange / Common shares

WE ARE NOT ASKING FOR A PROXY AND YOU ARE NOT BEING REQUESTED TO SEND US A PROXY

PART I INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time and Place of the Annual Meeting of Stockholders

- (a) The annual stockholders' meeting of **FILINVEST DEVELOPMENT CORPORATION** (the "Company" or "FDC") for the year 2024 is scheduled on **26 April 2024, 09:00 a.m.** through virtual meeting.
- (b) The complete mailing address of the principal office of the Company is at The Beaufort, 5th Avenue corner 23rd Street, Bonifacio Global City, Taguig City 1634, Metro Manila.
- (c) This information statement shall be made available to the stockholders on or before **4 April 2024**.

Item 2. Dissenters' Right of Appraisal

A stockholder of the Company has the right to dissent and demand payment of the fair value of his shares in the following instances: (a) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares or any shares of any class, or of extending or shortening the term of corporate existence; (b) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code of the Philippines ("Revised Corporation Code"); (c) in case of investment of corporate funds in any other corporation or business or for any purpose other than the Company's primary purpose; and (d) in case of merger or consolidation.

The stockholder concerned must have voted against the proposed corporate action in order to avail himself of the appraisal right. As provided in the Revised Corporation Code, the procedure in the exercise of the appraisal right is as follows:

- a. The dissenting stockholder files a written demand within thirty (30) days after the date on which the vote was taken in which he registered a negative vote. Failure to file the demand within the 30-day period constitutes a waiver of the right. Within ten (10) days from demand, the dissenting stockholder shall submit the stock certificates to the corporation for notation that such shares are dissenting shares. From the time of the demand until either the abandonment of the corporate action in question or the purchase of the shares by the corporation, all rights accruing to the shares shall be suspended, except the stockholder's right to receive payment of the fair value thereof.
- b. If the corporate action is implemented, the Company shall pay the stockholder the fair value of his shares upon surrender of the corresponding certificate/s of stock. Fair value is determined by the value of the shares of the Company on the day prior to the date on which vote is taken on the corporate action, excluding any appreciation or depreciation in value in anticipation of the vote on the corporate action.

- c. If the fair value is not determined within sixty (60) days from the date of the vote, it will be determined by three (3) disinterested persons (one chosen by the Company, another chosen by the stockholder, and the third one chosen jointly by the two thus chosen). The findings of the majority of the appraisers will be final, and their award will be paid by the Company within thirty (30) days following such award, provided the Company has sufficient unrestricted retained earnings. Upon such payment, the stockholder shall forthwith transfer his shares to the Company. No payment shall be made to the dissenting stockholder unless the Company has unrestricted retained earnings sufficient to cover such payment.
- d. If the stockholder is not paid within thirty (30) days from such award, his voting and dividend rights shall be immediately restored.

There is no matter to be taken up at the annual meeting on 26 April 2024 which would entitle a dissenting stockholder to exercise the right of appraisal.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- (a) No director or executive officer of the Company or nominee for election as such director or officer has any substantial interest, direct or indirect, in any matter to be acted upon at the annual stockholders' meeting, other than election to office (in the case of directors).
- (b) Likewise, none of the directors has informed the Company of his opposition to any matter to be taken up at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) As of **29 February 2024**, the total number of shares outstanding and entitled to vote in the annual stockholders' meeting is 8,648,462,987 common shares. Each share is entitled to (1) one vote in accordance with the By-laws of the Company.
- (b) The record date for purposes of determining the stockholders entitled to notice of and to vote at the annual stockholders' meeting is **29 March 2024**.
- (c) A stockholder may vote such number of shares for as many persons as there are directors to be elected. He may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle among as many candidates as he shall see fit: *Provided*, That the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Company multiplied by the whole number of directors to be elected. The stockholder must be a stockholder of record as of **29 March 2024** in order that he may exercise cumulative voting rights. There are no conditions precedent to the exercise of the stockholders' cumulative voting right.
- (d) Security Ownership of Certain Record and Beneficial Owners and Management

The names, addresses, citizenship, number of shares held, and percentage to total of persons owning more than five percent (5%) of the outstanding voting shares of the Company as of 29 February 2024 are as follows:

Title of Class of Securities	Name and Address of Record Owner/ Relationship with FDC	Name of Beneficial Owner/ Relationship with Record Owner	Citizenship	No. of Shares Held	% Held
Common	A. L. Gotianun, Inc. ("ALGI") ¹ (formerly ALG Holdings Corporation) 32 nd Floor, Parkway Corporate Center, Corporate Avenue, Filinvest City, Alabang, Muntinlupa City Majority Owner of the Company	Michael Edward T. Gotianun	Filipino	7,587,823,501 (Direct) 61,976,540 (Indirect)	87.74% (Direct) 0.72% (Indirect)
Common	PCD Nominee Corporation (Filipino) G/F, Philippine Stock Exchange Tower Ayala Avenue, Makati City		Filipino	903,703,464	10.45%

Except as stated above, the Board of Directors and Management of the Company have no knowledge of any person who, as of the date of the annual report, was directly or indirectly the beneficial owner of more than five percent (5%) of the Company's outstanding shares or who has voting power or investment power with respect to shares comprising more than five percent (5%) of the Company's outstanding common stock.

As of 29 February 2024, 0.43% of the total outstanding voting shares of FDC is owned by foreigners.

The names, citizenship, number of shares held and percentage to total of persons forming part of the Management of the Company as of 29 February 2024 as shown in the Public Ownership Report are as follows:

¹ Ms. Lourdes Josephine Gotianun-Yap is typically named by ALGI as its proxy to vote the shares owned and held by it at the annual meeting of stockholders.

Title of Class of Securities	Name	Amount and Nature of Ownership	Citizenship	Percentage of Ownership
Common	Jonathan T. Gotianun	12 (D) 263,925 (I)*	Filipino	Negligible
Common	Lourdes Josephine Gotianun-Yap ²	6,187,402 (D) 9,395,522 (I)	Filipino	0.07% 0.11%
Common	Michael Edward T. Gotianun	50,501,501 (D) 0 (I)	Filipino	0.58%
Common	Rhoda A. Huang	1 (D) 0 (I)	Filipino	Negligible
Common	Francis Nathaniel C. Gotianun	1 (D) 0 (I)	Filipino	Negligible
Common	Virginia T. Obcena	1 (D) 0 (I)	Filipino	Negligible
Common	Val Antonio B. Suarez	1 (D) 0 (I)	Filipino	Negligible
N.A.	Ysmael V. Baysa	211,000 (I)	Filipino	Negligible
N.A.	Brian T. Lim	0	Filipino	N.A.
N.A.	Millette Asuncion-Arnedo	0	Filipino	N.A.
N.A.	Renato Rex Xavier G. Marzan	0	Filipino	N.A.
N.A.	Ven Christian S. Guce	3,400 (I)	Filipino	Negligible
N.A.	Sheriben Marie D. M. Paraguas	0	Filipino	N.A.
N.A.	Susana Martha P. Naval	0	Filipino	N.A.
N.A.	Andrew Gerard D. Gotianun III	0	Filipino	N.A.
N.A.	Maria Chiara D. Miraflores	0	Filipino	N.A.
N.A.	Patricia Carmen Pineda	0	Filipino	N.A.
N.A.	Michael Louie T. Garado	0	Filipino	N.A.
N.A.	Mark Tom Q. Mulingbayan	3,000 (I)	Filipino	Negligible
N.A.	Rommel Anthony Reyes	0	Filipino	N.A.
N.A.	Lindeza R. Rogero-Gavino	0	Filipino	N.A.
N.A.	Ma. Ruiza R. Hernane	0	Filipino	N.A.

* Includes shares of stock in Filinvest Development Corporation under the names of Berit Holdings Corp., Jabberwock Holdings, Inc. and Chriszen Holdings, Inc.

Total ownership of all directors and officers as a group as of 29 February 2024 is 66,565,766 shares or 0.77% of total outstanding common shares.

No person holds more than 5% of the common stock under a voting trust or similar agreement. There has been no change in control of FDC since the beginning of last year. There were no matters submitted to a vote of the security holders during the fourth quarter of the calendar year covered by this report.

² Composed of 12 direct shares registered under the name L. Josephine Gotianun-Yap; 6,187,390 direct shares registered under the name Joseph M. Yap &/or L. Josephine Gotianun-Yap; and 9,395,522 indirect shares registered under the name Joseph M. Yap &/or L. Josephine Gotianun-Yap.

Item 5. Directors and Principal Officers

The members of the Board serve for a term of one (1) year and until their successors shall have been duly elected and qualified. The business experience of the directors and officers of the Company named below covers at least the past five (5) years.

The following are the current directors and executive officers of FDC:

<p>Jonathan T. Gotianun <i>Chairperson of the Board and Director</i></p>	<p>Mr. Gotianun, 70, Filipino, was first elected as Director of FDC on 09 July 1993. He also serves as Chairman of the Board and Directors of Filinvest Land, Inc. and East West Banking Corporation, both publicly-listed companies. He is also the Chairman of the Board of Davao Sugar Central Co., Inc.; Cotabato Sugar Central Co., Inc., and FDC Utilities, Inc. (“FDCUI”) and its subsidiary power companies. He previously served as Director and Senior Vice President of Family Bank & Trust Co. (“Family Bank”) until 1984. He obtained his Master’s Degree in Business Administration from Northwestern University in 1976.</p>
<p>Lourdes Josephine Gotianun-Yap <i>Vice-Chairperson and Director</i></p>	<p>Mrs. Yap, 68, Filipino, a seasoned business professional with over three decades of experience, was first elected as Director of FDC on March 30, 1990. She holds several prominent positions within the Filinvest group, including Director, President and CEO of Filinvest Land, Inc., Chairperson of the Board of Filinvest REIT Corp., and Director in Filinvest Alabang, Inc. and FDC Utilities, Inc., among others. Mrs. Yap is a trailblazer in the real estate industry, making history as the first female recipient of the Real Estate Personality award at Property Guru's Philippines Property Awards. Her expertise in the field have earned her recognition as a prominent figure who sets the bar high for women in the real estate industry. She holds a Master's Degree in Business Administration from the University of Chicago, which she obtained in 1977.</p>
<p>Rhoda A. Huang <i>President, Chief Executive Officer and Director</i></p>	<p>Ms. Huang, 61, Filipino, was elected Director of FDC and member of the Executive Committee on July 26, 2023. She was subsequently appointed as President & CEO of the Company effective August 1, 2023. She was the former President of BPI Capital Corporation. Prior to joining BPI Capital Corporation, Ms. Huang was Credit Suisse Philippines Branch Head of Investment Banking, with responsibility for coverage of Philippine corporates, financial institutions, and the sovereign. Her experience also includes 19 years with JPMorgan Chase and its predecessor institutions with responsibility of the firm’s major corporate relationships. She brings more than thirty (30) years of experience in investment banking. She completed her bachelor’s degree in business administration and accountancy at the University of the Philippines and is a Certified Public Accountant.</p>

<p>Michael Edward T. Gotianun <i>Vice-President and Director</i></p>	<p>Mr. Gotianun, 66, Filipino, was first elected as a Director of FDC on 24 October 2017. He is also a Director of Filinvest Land, Inc., a publicly-listed company, Filinvest Hospitality Corporation, FDC Utilities Inc. and Filinvest Alabang Inc. He served as the general manager of Filinvest Technical Industries from 1987 to 1990 and as loans officer at Family Bank from 1979 to 1984. He obtained his Bachelor's degree in Business Management from the University of San Francisco in 1979.</p>
<p>Francis Nathaniel C. Gotianun <i>First Senior Vice President and Director</i></p>	<p>Mr. Gotianun, 40, Filipino, is the First Senior Vice-President of Filinvest Hospitality Corporation, a subsidiary of FDC, the primary purpose of which is to evaluate, plan, develop and optimize potential and current hospitality investments of the Filinvest Group. He serves as a director of Filinvest Mimosa, Inc. and as the President and CEO of The Palms Country Club, Inc. He also serves as a Director of Filinvest REIT Corp., and Filinvest Land, Inc., both publicly-listed companies. He obtained his Bachelor's Degree in Commerce from the University of Virginia in 2005 and his Master's in Business Administration degree in IESE Business School – University of Navarra in 2010.</p>
<p>Virginia T. Obcena <i>Lead Independent Director</i></p>	<p>Ms. Obcena, 76, Filipino, was first elected as an independent director of FDC on 29 April 2016. She is also an Independent Director of Filinvest REIT Corp. She was a former member of the Panel of Conciliators of the International Centre for Settlement of Investment Disputes of the World Bank. She served as independent director and head of the Audit Committee of the Capital Markets Integrity Corporation. She was a former partner, member of the management committee and head of quality and risk management at SGV. She obtained her Bachelor of Science in Business Administration degree, Magna cum Laude, at the University of the East and her Master in Business Administration degree at the University of the Philippines. She is a certified public accountant.</p>
<p>Val Antonio B. Suarez <i>Independent Director</i></p>	<p>Mr. Suarez, 65, Filipino, is an independent director of FDC, having been first elected on 30 May 2014. He is the Managing Partner of the Suarez & Reyes Law Offices and was the former President and Chief Executive Officer of the Philippine Stock Exchange. Mr. Suarez is also an independent director of Filinvest Land, Inc., Filinvest REIT Corp. and Lepanto Consolidated Mining Company, all publicly-listed companies. He is a member of the Integrated Bar of the Philippines (Makati Chapter) and New York Bar. He obtained his Bachelor of Laws degree from the Ateneo de Manila University Law School and a Master of Laws degree from Georgetown University Law Center.</p>

<p>Claire L. Huang* <i>Independent Director</i></p> <p>* resigned effective 26 July 2023</p>	<p>Ms. Huang, 59, Filipino, was first elected as an independent director of FDC on 26 April 2019. She is a member of the board of directors for PODS and Prosper Marketplace. She also served as a director in various U.S. -based companies such as Mirador and Scottrade. She was Chief Marketing Officer for J.P. Morgan Chase and Company until 2014. She obtained her Bachelor of Arts degree from De La Salle University in 1983 and finished the Advanced Management Program in IESE Business School in 2016. She resigned as Independent Director effective 26 July 2023.</p>
<p>Ysmael V. Baysa <i>Chief Operating Officer</i></p>	<p>Mr. Baysa, 68, has worked in the consumer sector in the fields of Accounting and Finance. He has a wealth of experience working on the local and international operations of Procter & Gamble (P&G) and Jollibee Foods Corporation (JFC). At P&G, he occupied various local and regional positions, the most notable of which was as Head of its Finance function for the Philippines, Malaysia and Singapore. More recently, he was the Chief Finance Officer of JFC, one of Asia's largest restaurant companies. He graduated with a degree in Bachelor of Science in Business Administration (Accountancy) from Manuel S. Enverga University Foundation in 1976.</p>
<p>Brian T. Lim <i>Treasurer and Chief Finance Officer</i></p>	<p>Mr. Lim, 38, was the Group Financial Controller of Prime Infrastructure Holdings, Inc. and former Chief Financial Officer of D.M. Consunji, Inc., as well as VP for Finance of DMCI Holdings Inc. He was also a former audit manager in SGV & Co. Mr. Lim has over 16 years of experience and proficiency in accounting, taxation, corporate finance, treasury and audit. A Certified Public Accountant, he graduated from the University of St. La Salle in Bacolod City as <i>summa cum laude</i> and class valedictorian with a Bachelor's degree in Accountancy. He placed first in the 2007 CPA Board exams. He completed the Executive Program in General Management of MIT Sloan Executive Education in 2022.</p>
<p>Millette Asuncion-Arnedo <i>Senior Vice-President, General Counsel and Compliance Officer</i></p>	<p>Ms. Arnedo, 50, Filipino, is the Senior Vice-President, General Counsel and Compliance Officer of the Company. Prior to joining FDC, she has over 25 years of experience as a Chief Counsel for multinational companies performing various legal functions for markets covering Asia, Latin America, Africa, and the Middle East. Before joining Filinvest, she was the Vice President, International Legal Lead for Asia Pacific and China of Pfizer Inc. and thereafter, Vice President, Chief Counsel for Emerging Markets of Viatrix Inc., a spin off company of Pfizer Ms. Arnedo graduated Cum Laude at De La Salle University where she took up AB Political Science. She pursued her Juris Doctor in Ateneo De Manila University where she received second honours. In 2014 and 2023, she was awarded as one of Legal 500's Top 100 Lawyers in Asia.</p>

<p>Renato Rex Xavier Marzan <i>Group Chief Digital Officer & Chief Innovation Officer/ President and Chief Executive Officer of f(dev) Digital Innovations and Ventures, Inc.</i></p>	<p>Mr. Marzan, 48, Filipino, is the Company's Group Chief Digital Officer & Chief Innovation Officer/ President and Chief Executive Officer of f(dev) Digital Innovations & Ventures, Inc. ("FDEV"), Prior to joining FDC, Mr. Marzan served as Board Director and President of True Money Philippines, a part of Ascend Corporation. He also served as Head of Strategy & Corporate Development for Globe Consumer Business and Chief Executive Officer for G-Xchange, Inc. (GCash) of Globe Telecom, Inc. He holds a Bachelor of Science degree, major in Management Engineering from Ateneo de Manila University, and a Master's Degree in Business Administration from the Fuqua School of Business of Duke University in North Carolina, USA.</p>
<p>Ven Christian S. Guce <i>Senior Vice-President/ Group Strategy, Strategic Finance, and Special Projects Head</i></p>	<p>Mr. Guce, 46, Filipino, is the Senior Vice-President for the Group Strategy, Strategic Finance, and Special Projects Head. Prior to joining FDC, Ven was the CFO of Growsari which is the Philippines' leading B2B e-commerce company. He led the completion of Growsari's most recent fund raise which was recognized as the largest fund raise so far for a Philippine start-up. He previously worked with Jollibee Foods Corporation where he led the group's corporate finance, corporate planning, financial planning & analysis, M&A and global treasury functions. Ven successfully led and completed JFC's maiden US dollar bond and Philippine Peso preferred shares issuances. Ven holds post-graduate degrees/certificates in Economics, Supply Chain Management and Finance. Ven finished his Master of Science in Industrial Economics Degree From the University of Asia and the Pacific (Salutatorian), his Bachelor of Arts degree in Economics, with specialization in Quantitative Economics from the same university and a Post Graduate Diploma in Purchasing and Supply Chain Management from the De La Salle University and the Philippine Institute for Supply Management. Ven is currently taking courses in advanced finance and strategy from the Wharton School of the University of Pennsylvania.</p>
<p>Susana Martha P. Naval <i>Vice- President and Corporate Communications Head</i></p>	<p>Ms. Naval, 54, Filipino, is the Vice-President and Corporate Communications Head of the Company starting November 2022. Prior to joining Filinvest Development Corporation, Suzette worked as Corporate Communications Manager of Ayala Land Inc. where she handled reputation management initiatives since 2008. She grew her communications experience and practice in her previous work managing corporate brand narratives, reputational risks, internal publications, and the company's online channels. She graduated from St. Scholastica's College with a Bachelor of Arts degree in Mass Communication. She is also a member of the Public Relations Society of the Philippines and a certified Digital Marketing Professional.</p>

<p>Andrew G. Gotianun III <i>Vice President - Supply Chain Management Head</i></p>	<p>Mr. Gotianun III, 47, Filipino, is the Vice-President and Head of Filinvest's Supply Chain Management which covers the group's Real Estate, Hospitality, Banking, Power, and Sugar Business. In May 2008, he was appointed as a Special Assistant to the President under Filinvest Development Corporation. In January 2011, he was promoted to Assistant Vice President. He obtained his Bachelor of Arts Degree in Management from Concordia University Irvine.</p>
<p>Mark Tom Q. Mulingbayan <i>Chief Sustainability Officer</i></p>	<p>Mr. Mulingbayan, 51, Filipino, is the Chief Sustainability Officer of the Company. He has over 26 years of experience in environmental and sustainability work. Before joining FDC, Mr. Mulingbayan was the Chief Sustainability Officer and Enterprise Risk Management Department Head of Manila Water Company. During his tenure in Manila Water, he was also involved in wastewater treatment operations, environmental compliance and sustainability, regulatory advocacy and technical support services. Mr. Mulingbayan previously served as co-chairman of the Environment and Climate Change Committee of the Philippine Chamber of Commerce and Industry, being involved in advocacy for policies that support climate-resilient and environmentally responsible businesses. He also worked in the construction sector and served a local government unit in Batangas as its municipal environment and natural resources officer. Mr. Mulingbayan holds an undergraduate degree in civil engineering and a master's degree in environmental engineering, both from the University of the Philippines at Diliman. He has attended technical and management courses at the Association for Overseas Technical Cooperation and Sustainable Partnerships (AOTS) in Tokyo, UNESCO IHE Institute for Water Education in Delft, Asian Institute of Management (AIM) and the Asian Risk Management Institute (AriMI). He also was in the pioneering class of the Temasek Foundation Water Leadership Programme at the Lee Kuan Yew School of Public Policy.</p>
<p>Sheriben Marie D. Paraguas <i>First Vice President for HR Strategy & Center of Excellence</i></p>	<p>Ms. Paraguas, 47, is the First Vice-President for HR Strategy and Center of Excellence since October 2021. Ms. Paraguas brings with her 26 years of experience in various HR areas such as Strategic HR Business Partnership, Organization Development, Leadership Development, Talent Management, and Learning. Before joining FDC, she held key HR leadership roles in multinational and local companies in the financial services, technology, business process outsourcing, and telco industries. She was previously Head of HR of IBM, Head of HR of Accenture Technology, Director for Country Talent Strategy of Accenture, and Director & HR Business Partner Lead for Globe Telecom. Ms. Paraguas has also been part of the academe since 2004, teaching Human Resources courses at the Ateneo De Manila University's John Gokongwei School of Management.</p>

	<p>She obtained her Bachelor of Science degree in Legal Management (Cum Laude) from the Ateneo De Manila University.</p>
<p>Patricia Carmen D. Pineda <i>Senior Assistant Vice-President/ Group Investor Relations Head</i></p>	<p>Ms. Pineda, 51, Filipino, is the Senior Assistant Vice-President and Group Investor Relations Head of the Company. Prior to joining FDC in April 2019, Ms. Pineda served as the Head of Investor Relations for Metropolitan Bank & Trust Company. She also served as the Head of Investor Relations Concurrent Head of Controllershship and Analysis for Manila Water Company, Inc. and Investor Relations Manager for Ayala Land, Inc. She holds a Bachelor of Science degree, major in Economics from the University of the Philippines, and a Master of Science degree in Finance from the same university.</p>
<p>Michael Louie T. Garado <i>Assistant Vice-President for Audit and Chief Audit Executive</i></p>	<p>Mr. Garado, 42, Filipino, was appointed by the Board of Directors as Chief Audit Executive on 21 May 2018. Prior to joining FDC, he served as an Internal Control Area Manager for Coca-Cola FEMSA Philippines, Inc., Statutory Reporting Manager for Coca-Cola Bottlers Phils., Inc. and Internal Auditor – Corporate Audit of Coca Cola Far East Limited. Mr. Garado is a certified public accountant and earned his degree in Accountancy from San Beda University.</p>
<p>Maria Chiara D. Miraflores <i>Vice-President for FDC Shared Services</i></p>	<p>Ms. Miraflores, 51, Filipino, was appointed as the Vice-President for Shared Services in August 2022. Her main function is to manage financial operations, reporting and control of specific FDC subsidiaries namely, SharePro, Inc., Corporate Technologies, Inc. and Countrywide Water Services, Inc. She joined FDC in May 2021 as VP for Special Projects & Quality Assurance, and prior to that, she had been in the practice of accounting profession holding various positions in different industries. She is a certified public accountant and earned her bachelor's degree from Assumption Sapang Palay College in 1993.</p>
<p>Lindeza R. Rogero-Gavino <i>Corporate Secretary, Corporate Information Officer, Corporate Governance Lead</i></p>	<p>Ms. Rogero-Gavino, 54, Filipino, was appointed as FDC's Corporate Secretary and Corporate Information Officer on January 25, 2023. Prior to joining FDC, she served as the Corporate Secretary & Compliance Officer of the Philippine Postal Corporation. She was previously the Director of the Cebu Extension Office of the Securities & Exchange Commission. She obtained her Bachelor of Arts degree major in Economics from the University of San Carlos in Cebu and her Bachelor of Laws degree from the University of the Philippines Diliman.</p>
<p>Ma. Ruiza R. Hernane <i>Assistant Corporate Secretary, Corporate Tax Legal Lead</i></p>	<p>Ms. Hernane, 42, Filipino, was appointed as FDC's Assistant Corporate Secretary on January 25, 2023. Prior to joining Filinvest in January 2020, Ruiza was the legal counsel, acting corporate secretary and acting compliance officer of Leisure &</p>

	Resorts World Corporation. She has more than ten (10) years of experience in the practice of corporate and tax laws. Ruiza graduated at University of Philippines in 2001 where she took up BA History and thereafter pursued her law degree in Ateneo De Davao University in 2007.
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A certification that none of the above-named directors and officers works in the government is attached hereto as **Annex “A”**.

The members of the board committees, pursuant to appointments made during the organizational meeting of the Board of Directors of the Company on 28 April 2023, are as follows:

Executive Committee	Chairman: Jonathan T. Gotianun Members: Lourdes Josephine Gotianun-Yap Michael Edward T. Gotianun Francis Nathaniel C. Gotianun Rhoda A. Huang (elected as director and appointed to the Committee on 26 July 2023)
Audit and Risk Management Oversight Committee	Chairman: Virginia T. Obcena (Independent Director) Members: Val Antonio B. Suarez (Independent Director) Lourdes Josephine Gotianun-Yap Jonathan T. Gotianun
Compensation Committee	Chairman: Val Antonio B. Suarez (Independent Director) Members: Lourdes Josephine Gotianun Yap Jonathan T. Gotianun Virginia T. Obcena (Independent Director)
Corporate Governance Committee	Chairman: Val Antonio B. Suarez (Independent Director) Members: Claire L. Huang (Independent Director, resigned on 26 July 2023) Virginia T. Obcena (Independent Director) Jonathan T. Gotianun
Related-Party Transaction Committee	Chairman: Val Antonio B. Suarez (Independent Director) Members: Virginia T. Obcena (Independent Director) Claire L. Huang (Independent Director, resigned on 26 July 2023)
Digital Committee	Chairman: Claire L. Huang (Independent Director, resigned on 26 July 2023) Members:

	Lourdes Josephine Gotianun-Yap Jonathan T. Gotianun
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There will be an election of the members of the Board during the annual stockholders' meeting. The stockholders of FDC may nominate individuals to be members of the Board of Directors. The deadline for submission of nominees was on 05 March 2024.

All nominations for directors, including the independent directors, shall be addressed to and received by:

THE NOMINATIONS COMMITTEE
c/o THE CORPORATE SECRETARY
FILINVEST DEVELOPMENT CORPORATION
The Beaufort, 5th Avenue corner 23rd Street, Bonifacio Global City, Taguig 1634,
Metro Manila

and signed by the nominating stockholder/s together with the acceptance and conformity by the nominees. 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.

The Corporate Governance Committee, acting as the Nomination Committee, shall endorse nominees to the Board of Directors, including nominees for independent directors for election at the upcoming annual stockholders' meeting, in accordance with the qualifications and disqualifications set forth in FDC's Revised Manual, as follows:

Qualifications

1. He is a holder of at least one (1) share of stock of FDC;
2. He shall be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education;
3. He shall be at least twenty-one (21) years old;
4. He shall have proven to possess integrity and probity; and
5. He shall be assiduous.

Permanent Disqualifications

The following shall be permanently disqualified for election as director:

1. Within five (5) years prior to the election or appointment, the director, trustee, or officer was convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years;
2. Within the tenure, the director, trustee, or officer was convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years;
3. Within five (5) years prior to the election or appointment, the director, trustee, or officer was convicted by final judgment for violating the Revised Corporation Code;

4. Within the tenure, the director, trustee, or officer was convicted by final judgment for violating the Revised Corporation Code;
5. Within five (5) years prior to the election or appointment, the director, trustee, or officer was convicted by final judgment for violating the Securities Regulation Code;
6. Within the tenure, the director, trustee, or officer was convicted by final judgment for violating the Securities Regulation Code;
7. Within five (5) years prior to the election or appointment, the director, trustee, or officer was found administratively liable, by final judgment, for any offense involving fraudulent acts punishable under Republic Act No. 11232, otherwise known as the Revised Corporation Code of the Philippines, Republic Act No. 8799, otherwise known as the Securities Regulation Code, and other laws, rules or regulations enforced or implemented by the Commission;
8. Within the tenure, the director, trustee, or officer was found administratively liable, by final judgment, for any offense involving fraudulent acts punishable under Republic Act No. 11232, otherwise known as the Revised Corporation Code of the Philippines, Republic Act No. 8799, otherwise known as the Securities Regulation Code, and other laws, rules or regulations enforced or implemented by the Commission;
9. Within five (5) years prior to the election or appointment, the director, trustee, or officer was convicted or found administratively liable by a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) of Section 26 of the RCC;
10. Within the tenure, the director, trustee, or officer was convicted or found administratively liable by a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) of Section 26 of the RCC; or
11. Within five (5) years prior to the election or appointment, or within the tenure, the director, trustee or officer was found administratively liable, by final judgment, for refusal to allow the inspection and/or reproduction of corporate records.

Temporary Disqualifications

The following shall be grounds for the temporary disqualification of a director:

1. Refusal to fully disclose the extent of his business interests as required under the Securities Regulation Code and its Implementing Rules and Regulations. This disqualification shall be in effect as long as his refusal persists;
2. Absence or non-participation for whatever reason/s in more than fifty percent (50%) of all meetings, both regular and special, of the Board of Directors during his incumbency, or any twelve (12)-month period during said incumbency. This disqualification applies for purposes of the succeeding election;
3. Dismissal/termination from directorship in another listed corporation for cause. This disqualification shall be in effect until he has cleared himself of any involvement in the alleged irregularity;
4. Being under preventive suspension by the Company;
5. If the independent director becomes an officer or employee of FDC, he shall be automatically disqualified from being an independent director; and
6. Conviction that has not yet become final referred to in the grounds for the disqualification of directors.

Nominated Directors for 2024-2025

The Corporate Governance Committee, acting as the Nomination Committee of the Board of Directors of FDC has determined that the following individuals possess all the qualifications and none of the disqualifications for directorship set out in FDC's Revised Manual on Corporate Governance. The list of the nominees for directors as determined by the Corporate Governance Committee shall be final and no other nominations shall be entertained or allowed after the final list of nominees is prepared.

Below is the final list of candidates prepared by the Corporate Governance Committee and the following individuals have been nominated for election/re-election as directors, including independent directors, at the Annual Stockholders' Meeting on 26 April 2024:

1. Jonathan T. Gotianun
2. Lourdes Josephine Gotianun-Yap
3. Rhoda A. Huang
4. Francis Nathaniel C. Gotianun
5. Michael Edward T. Gotianun
6. Isabelle Therese G. Yap
7. Virginia T. Obcena (Independent Director)
8. Marievic G. Ramos-Añonuevo (Independent Director)
9. Mina C. Figueroa (Independent Director)

Except for Isabelle Therese G. Yap, Marievic G. Ramos- Añonuevo and Mina C. Figueroa, whose qualifications are provided below, the qualifications of the nominees for the Board of Directors of FDC are discussed on pages 7 to 13 of this Information Statement.

Isabelle Therese G. Yap	Ms. Yap, 34, Filipino, is being nominated to be part of FDC's Board for the technology and business expertise that she brings. She is currently and Executive Director and the Vice President for Special Projects of East West Banking Corporation and the Chairperson for f(dev) Digital Innovations and Ventures, Inc. These are the banking and digital venture arms of the Filinvest Group, an area of focus for FDC in the coming years. Prior to working with these Filinvest companies, Ms. Yap was in the Management Associate Program at Singapore Telecommunications (SingTel) and worked as a Consultant for McKinsey and Co. She graduated cum laude from the Singapore Management University where she obtained her Bachelor of Business Management degree. She further obtained an MBA Degree from Harvard Business School.
Marievic G. Ramos-Añonuevo	Atty. Añonuevo, 66, Filipino, is nominated as an independent director to replace Atty. Val Antonio B. Suarez, who has reached the maximum nine (9)-year term and was extended for the year 2023-2024. Atty.

	<p>Añonuevo was a senior partner at SyCip Salazar Hernandez & Gatmaitan, until her retirement in August 2022. With 40 years of law practice, she has acquired substantial experience advising major local and foreign clients in the fields of banking, project finance, privatization, infrastructure, power and energy, foreign investments, mergers and acquisitions, corporate rehabilitation and restructuring, securities and land acquisition and development. Ms. Añonuevo serves as Corporate Secretary, Trustee and Vice President of Marubeni Scholarship Foundation, Inc. from 1989 to present. She also served as Corporate Secretary and Trustee of Friends of Hope, Inc. from 2012 to 2020. She is also the Corporate Secretary and Trustee of Breaking Free Foundation Inc., whose advocacy is to assist women and children who are victims of domestic violence. She received her Bachelor of Science in Business Economics and Bachelor of Laws degrees from the University of the Philippines and was admitted to the Bar in 1983.</p>
<p>Mina C. Figueroa</p>	<p>Ms. Figueroa, 67, Filipino, is being nominated to sit as a third independent director. Ms. Figueroa started her career in Sycip, Gorres, Velayo, and Co. in 1977. She worked from 1979 to 1989 for the treasury department of the Central Bank of the Philippines (now Bangko Sentral ng Pilipinas). She joined the Bureau of Treasury as Deputy Treasurer in 2001, and was appointed Treasurer of the Philippines in 2004 where she was responsible for the daily operations of the Philippine Treasury. After her stint with the government, Ms. Figueroa served as consultant to USAID and Credit Suisse (Hongkong), Ltd. in various projects of the government. She served as an independent director of Equicom Savings Bank until 2021. She is currently an independent director for Philippines Ratings Services Corp. and for Credit Suisse Securities (Phils.) Inc. which has ceased operations and is undergoing liquidation. She received her Bachelor of Science in Commerce, Major in Accounting, from the University of Santo Tomas in 1976. She is a Certified Public Accountant.</p>

There are 5 non-independent directors being nominated and an application for amendment of Article Sixth of FDC's Articles of Incorporation increasing the number of Board of Directors

from seven (7) to nine (9) is currently being processed by the Securities and Exchange Commission (“SEC”).

The additional two nominees, Ms. Isabelle Therese G. Yap and Ms. Mina C. Figueroa, shall only be considered as elected after the SEC approval of the amended Articles of Incorporation and By-Laws.

Independent Directors

The Corporate Governance Committee, upon nomination by Mr. Luis L. Fernandez and following the guidelines provided under FDC’s Revised Manual on Corporate Governance and pursuant to SEC Memorandum Circular No. 09, Series of 2011, named Ms. Virginia T. Obcena, Atty. Marievic G. Ramos-Añonuevo, and Ms. Mina C. Figueroa as nominees for re-election/election as independent directors for this year’s annual meeting. Mr. Fernandez is not related, whether by affinity or consanguinity, to any of these nominees.

The Corporate Governance Committee has determined that these nominees for independent directors possess all the qualifications and have none of the disqualifications for independent directors as set forth in the Revised Manual on Corporate Governance and SEC Memorandum Circular No. 09, Series of 2011. In accordance with SEC Memorandum Circular No. 5, Series of 2017, the Certifications of Independent Directors executed by the aforementioned candidates for independent directors of the Company are attached hereto as **Annexes “B”, “B-1” and “B-2”**.

Before the annual meeting, a stockholder of the Company may nominate individuals to be independent directors, taking into account the following guidelines set forth in the Company’s Revised Manual on Corporate Governance:

“Independent director” means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any corporation that meets the requirements of Section 17.2 of the Securities Regulation Code and includes, among others, any person who:

1. Is not a director or officer or substantial stockholder of the Company or of its related companies or any of its substantial shareholders (other than as an independent director of any of the foregoing);
2. Is not a relative of any director, officer or substantial stockholder of the Company, any of its related companies or any of its substantial stockholders. For this purpose, “relative” includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
3. Is not acting as a nominee or representative of a substantial stockholder of the Company, any of its related companies or any of its substantial stockholders;
4. Has not been employed in any executive capacity by the Company, any of its related companies or by any of its substantial stockholders within the last two (2) years;
5. Is not retained as professional adviser by the Company, any of its related companies or any of its substantial stockholders within the last two (2) years, either personally or through his firm;

6. Has not engaged and does not engage in any transaction with the Company or with any of its related companies or with any of its substantial stockholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial stockholder, other than transactions which are conducted at arm's length and are immaterial or insignificant.

When used in relation to FDC subject to the requirements above:

“Related company” means another company which is: (a) its holding company, (b) its subsidiary, or (c) a subsidiary of its holding company; and

“Substantial shareholder” means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

An Independent Director of FDC shall have the following qualifications:

1. He shall have at least one (1) share of stock of FDC;
2. He shall be at least a college graduate or he shall have been engaged in or exposed to the business of FDC for at least five (5) years;
3. He shall possess integrity/probity; and
4. He shall be assiduous.

An independent director shall be disqualified during his tenure under the following instances or causes:

1. He becomes an officer or employee of FDC, or becomes any of the persons enumerated under item (A) hereof;
2. His beneficial security ownership exceeds 10% of the outstanding capital stock of FDC;
3. He fails, without any justifiable cause, to attend at least 50% of the total number of board meetings during his incumbency unless such absences are due to grave illness or death of an immediate family member; and
4. If he becomes disqualified under any of the grounds stated in FDC's Revised Manual on Corporate Governance.

Pursuant to SEC Memorandum Circular No. 9, Series of 2011, as amended by SEC Memorandum Circular No. 04, Series of 2017, the following additional guidelines on the term limit of independent directors shall be observed in the qualification of individuals to serve as independent directors:

1. There shall be no limit in the number of covered companies that a person may be elected as independent director, except in business conglomerates where an ID can be elected to only five (5) companies of the conglomerate, i.e., parent company, subsidiary or affiliate;
2. An independent director shall serve for a maximum cumulative term of nine (9) years;
3. After which, the independent director shall be perpetually barred from re-election as such in the same company, but may continue to qualify as non-independent director;

4. In the instance that a company wants to retain an independent director who has served for nine (9) years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting; and
5. The reckoning of the cumulative nine-year term is from 2012.

Ms. Obcena was first elected as an independent director of FDC in 2016. Therefore, she is qualified to be nominated and elected as independent director until 2025. Both Marievic G. Ramos-Añonuevo and Ms. Mina C. Figueroa are new nominees for independent directors and qualified to be nominated and elected as independent directors for the year 2024 to 2025.

The Corporate Governance Committee receives nominations for independent directors as may be submitted by the stockholders. Only nominees whose names appear in the Final List of Candidates shall be eligible for election as independent directors. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the annual meeting.

The conduct of the election of independent directors shall be in accordance with the provisions of the Company's Revised Manual and the Amended By-laws consistent with Rule 38 of the Securities Regulation Code. SEC approved the Amended By-laws of the Company incorporating the provisions of SRC Rule 38, as amended, on 14 May 2010.

It shall be the responsibility of the Chairperson of the annual meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure that independent directors are elected during the annual meeting. Specific slots for independent directors shall not be filled up by unqualified nominees. In case of failure of election for independent directors, the Chairperson of the meeting shall call a separate election during the same meeting to fill up the vacancy.

Other Significant Employees

FDC considers all its employees significant to the growth of the Company.

Family Relationships

Mr. Jonathan T. Gotianun, Mr. Michael Edward T. Gotianun, and Ms. Lourdes Josephine Gotianun-Yap are siblings. Mr. Francis Nathaniel C. Gotianun is the son of Mr. Jonathan Gotianun and the nephew of Mr. Michael Edward T. Gotianun and Ms. Lourdes Josephine Gotianun-Yap. Ms. Isabelle Therese G. Yap is the daughter of Ms. Lourdes Josephine Gotianun-Yap and the niece of Messrs. Jonathan T. Gotianun and Mr. Michael Edward T. Gotianun. All of them are current members of the Board of Directors of the Company.

Other than the foregoing, there are no other family relationships known to the Company.

Item 6. Compensation of Directors and Executive Officers

The aggregate compensation paid or incurred during the last two (2) fiscal years and the estimate for this year are as follows:

Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation	TOTAL
Rhoda A. Huang** (President and Chief Executive Officer)					
Jonathan T. Gotianun (Chairperson of the Board)					
Lourdes Josephine Gotianun-Yap* (Vice Chairperson of the Board)					
Ysmael V. Baysa*** (Executive Vice President – Chief Operating Officer)					
Ven Christian S. Guce (Senior Vice President – Strategy, Strategic Finance & Special Projects Head)					
CEO and top four (4) highest compensated officers	2024 (estimate)	₱97.14M	₱8.10M	₱0.00M	₱105.24M
	2023	₱71.16M	₱16.19M	₱3.22M	₱90.57M
	2022	₱56.30M	₱9.56M	₱2.07M	₱67.93M
All officers and directors as a group unnamed	2024 (estimate)	₱73.37M	₱6.11M	₱0.00M	₱79.48M
	2023	₱68.50M	₱11.86M	₱2.44M	₱82.79M
	2022	₱37.55M	₱5.98M	₱0.66M	₱44.19M
All officers and directors as a group	2024 (estimate)	₱170.51M	₱14.21M	₱0.00M	₱184.72M
	2023	₱139.66M	₱28.05M	₱5.66M	₱173.36M
	2022	₱93.85M	₱15.54M	₱2.73M	₱112.13M

NOTES:

1. This report includes levels VPs and higher
2. Compensation data is based on FDC nationality
3. Retirement of 1 key officer for 2023
4. Legends

* In the capacity as President & CEO until July 31, 2023; as Vice Chairman starting August 1, 2023

**Starting August 1, 2023

***Starting June 1, 2023

Non-executive directors and/or independent directors receive a per diem of Php100,000.00 for every Board meeting attended and Php50,000.00 for every Board committee meeting attended.

For the year 2023, the total per diem for each of the non-executive directors and/or independent directors is as follows:

Name of Director	Amount (in PhP)
Jonathan T. Gotianun*	--
Lourdes Josephine Gotianun-Yap*	--
Michael Edward T. Gotianun*	--
Francis Nathaniel C. Gotianun*	--

Rhoda A. Huang* (elected as Director on 26 July 2024)	--
Val Antonio B. Suarez (Independent Director)	1,050,000.00
Virginia T. Obcena (Independent Director)	1,050,000.00
Claire L. Huang (Independent Director, resigned on 26 July 2023)	550,000.00
Total	PhP2,650,000.00

* These directors do not receive per diem in their capacity as directors of the Company.

Other than as discussed in the Information Statement, there are no other existing arrangements for the payment of compensation or remuneration to the directors in their capacity as such, but the Company may, without any obligation, grant additional compensation if certain performance driven goals are met, subject to such approvals as may be required by law.

Board Evaluation and Assessment

To ensure board effectiveness and optimal performance, the Board shall conduct annual performance evaluations of the Board of Directors, its individual members and board committees. Through the self-assessment and evaluation process, directors identify areas for improvement, such as:

1. Diversity of the board composition;
2. The frequency and conduct of meetings;
3. The timeliness and completeness of materials and information provided to them;
4. Directors' access to Management;
5. Orientation for new directors and continuing education and training for existing directors.

The criteria for Board self-assessment are:

1. Collective Board Rating
 - a. Board Composition
 - b. Board Meetings and Participation
2. Individual Self-Assessment
 - a. Individual Performance
 - b. Attendance of Board and Committee Meetings (please see **Annex "C"**)
3. Board Committees Rating
 - a. Executive Committee
 - b. Corporate Governance Committee
 - c. Audit and Risk Management Committee
 - d. Compensation Committee
 - e. Related Party Transaction Committee
 - f. Digital Committee
4. Comments and Suggestions

Involvement in Certain Legal Proceedings

The Company is not aware of any legal proceedings where its directors or executive officers have been impleaded in their capacity as such directors or executive officers of the Company.

The Company is not aware of the occurrence of any of the following events within the past five (5) years up to the date of this information statement: (a) any bankruptcy petition filed by or against any business in which any of its directors or officers was a general partner or officer either at the time of the bankruptcy or within two (2) years prior to that time; (b) any conviction by final judgment in a criminal proceeding, domestic or foreign, of, or any criminal proceeding, domestic or foreign, pending against, any of its directors or officers in his capacity as such director or officer of the Company; (c) any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any of its directors or officers in his/her capacity as director or officer of the Company in any type of business, securities, commodities or banking activities, and (d) any finding by a domestic or foreign court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization that any of its directors or officers has violated a securities or commodities law, and the judgment has not been reversed, suspended or vacated, which occurred during the past five (5) years.

Certain Relationships and Related Transactions

The Group has entered into various transactions with related parties. Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions or the parties are subject to common control or common significant influence (referred to as 'Affiliates'). Related parties may be individuals or corporate entities.

The approval process for all Related Party Transactions ("RPTs") are embodied in the Related Party Transaction Policy (the "Policy") approved and adopted by the Board on 25 October 2019.

All RPTs, as may be deemed necessary by Management, shall be subject to the presentation and approval by the Related Party Transaction and Corporate Governance Committee (the "Committee").

The transactions with related parties for the year ended December 31, 2023 shall be discussed in the Company's 2023 Audited Financial Statements.

Item 7. Independent Public Accountants

The auditing firm of Sycip, Gorres, Velayo & Co. ("SGV & Co.") is the current independent auditor of the Company. The Company has not had any disagreement with SGV & Co. on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

The Company, in compliance with SRC Rule 68(3)(b)(iv) relative to the seven-year rotation requirement of its external auditors has designated Mr. Michael C. Sabado as its engagement partner starting CY 2018. Thus, Mr. Sabado is qualified to act as such until the year 2025. The same external auditor will be recommended for re-appointment at the scheduled annual stockholders' meeting. The representatives of SGV shall be present at the annual meeting

where they will have the opportunity to make a statement if they desire to do so. They are expected to be available to respond to appropriate questions at the meeting.

The Audit and Risk Management Oversight Committee recommends to the Board of Directors the appointment of the external auditor and the fixing of the audit fees. The Board and the stockholders approve the Audit and Risk Management Oversight Committee's recommendation.

Under the Charter of the Audit and Risk Management Oversight Committee, the Committee reviews the external auditor's proposed audit scope and approach, including coordination of audit effort with internal audit. The Revised Manual on Corporate Governance provides that the Committee shall pre-approve all audit plans, scope and frequency before the conduct of external audit.

The Committee also evaluates the performance of the external auditors and exercises final approval on the appointment or discharge of the auditors. The Committee further reviews the independence of the external auditors and meets with the latter separately to discuss any matters that either party believes should be discussed privately.

The Audit and Risk Management Oversight Committee will discuss the re-appointment of SGV as the Company's external auditor for the year 2024-2025 in its next meeting and will thereafter endorse the same for the approval of the Board of Directors and shareholders.

Item 8. Compensation Plan

There is no action to be taken at the annual stockholders' meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities other than for Exchange

No matters or actions concerning authorization or issuance of securities will be taken up during the meeting.

Item 10. Modification or Exchange of Securities

There are no matters or actions to be taken up at the annual stockholders' meeting with respect to the modification of the Company's securities or the issuance or authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

(a) Information Required

(1) Financial Statements

The audited financial statements of FDC for the year ended 31 December 2023 will be made available and will be incorporated in the Definitive Information Statement.

FDC's external auditors, SGV & Co. are expected to be present at the 26 April 2024 stockholders' meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to questions.

(2) Management's Discussion and Analysis, or Plan of Operations

The Management's Discussion and Analysis, or Plan of Operations will be made available and will be incorporated in the Definitive Information Statement.

(3) Legal Proceedings

The Company is subject to lawsuits and legal actions in the ordinary course of its real estate development and other allied activities. However, the Company does not believe that any such lawsuits or legal actions will have a significant impact on the financial position³ or result of operations of the Company. Noteworthy is the following case involving the Company's subsidiary, FDC Misamis Power Corporation ["FDCMPC"]:

FDCMPC v. First Bukidnon Electric Cooperative ("FIBECO")
Civil Case No. 897, RTC Taguig City, Br. 153

On 18 November 2022, FDCMPC filed a civil case for collection of sum of money (with claims for attorney's fees and costs of suit) against FIBECO, in connection with the latter's failure to pay its obligations under the Electric Power Purchase Agreement (EPPA) dated 4 February 2013 (including subsequent amendments to the EPPA), amounting to Php1,370,504,141.71 as of 5 October 2022. Pre-Trial is scheduled on 18 April 2024, at 8:30 a.m.

FDCMPC is represented in this case by its external counsel, Tantoco Villanueva & De Guzman Law Offices.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action will be taken at the annual stockholders' meeting with respect to any merger or consolidation involving FDC, the acquisition by FDC of another entity, going business or of all of the assets thereof, the sale or other transfer of all or any substantial part of the assets of FDC, or the liquidation or dissolution of FDC.

Item 13. Acquisition or Disposition of Property

No action will be taken at the annual stockholders' meeting with respect to any acquisition or disposition of property by FDC requiring the approval of the stockholders.

Item 14. Restatement of Accounts

No action will be taken at the annual stockholders' meeting with respect to any restatement of any asset, capital or surplus account of FDC.

³ Materiality, for purposes of reporting cases and determining whether it will affect the Company's financial condition, is based on risk exposure with value to at least ten percent (10%) of the Company's total assets as reported in its latest available Audited Financial Statement (AFS).

- (1) There has been no change during the two most recent fiscal years or any subsequent interim period in the independent accountant who was previously engaged as principal accountant to audit FDC's financial statements.
- (2) There has been no disagreement with FDC's independent accountants on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

Information on Independent Accountant

(a) Audit and Audit-Related Fees

1. The aggregate fees billed to the Group, including associate and joint ventures, for professional services rendered by the external auditor for the examination of the annual financial statements amounted to Php21.6 million and Php16.9 million, net of VAT in 2023 and 2022, respectively.
2. In 2023, additional fees of the external auditor for one of FDC's subsidiaries' bond issuance and other advisory services amounted to Php8.2 million. In 2022, additional fees for one of FDC's subsidiaries' bond issuance, technology consulting and other advisory services amounted to Php5.3 million.

(b) Tax Fees

The fees billed to the Group for tax services which pertained to compliance review amounted to Php0.2 million and Php1.1 million in 2023 and 2022, respectively.

(c) All Other Fees

There are no other fees billed in each of the last 2 years for products and services provided by the external auditor, other than the services reported under items mentioned above.

The Audit and Risk Management Oversight Committee, based on the recommendation by the Internal Audit and Management, evaluates the need for such professional services and approves the engagement and the fees to be paid for the services.

(d) Approval Policies and Procedures of the Management / Audit and Risk Management Oversight Committee for Independent Accountant's Services

In giving its stamp of approval to the audit services rendered by the independent accountant and the rate of the professional fees to be paid, the Audit and Risk Management Oversight Committee, with inputs from the Management of the Company, makes a prior independent assessment of the quality of audit services previously rendered by the accountant, the complexity of the transactions subject of the audit, and the consistency of the work output with generally accepted accounting standards. Thereafter, the Audit and Risk Management Oversight Committee makes the appropriate recommendation to the Board of Directors of the Company.

Information on the General Nature and Scope of the Business of FDC and its Subsidiaries/Affiliates

Filinvest Development Corporation (FDC) was incorporated in the Philippines on April 27, 1973, building on businesses that the Gotianun Family had established since 1955. The company started by financing second-hand cars on a small scale but soon expanded into consumer finance in partnership with foreign institutions like Chase Manhattan Bank, Westinghouse Electric Corporation, and Ford Philippines. By the early 1980s, FDC's predecessor, Filinvest Credit Corporation, had become one of the top consumer finance companies in the Philippines. Over time, the Filinvest name became well-known not only in financing and banking but also in real estate development and other lines of business.

Established in Real Estate

In 1967, the Gotianun Family entered the real estate business with the establishment of Filinvest Realty Corporation, which developed residential subdivisions. In 1984, the family consolidated its real estate interests in FDC after divesting its shares in Family Bank and Trust Company and the Insular Bank of Asia and America. By 1990, FDC expanded its product line to include low-cost and medium-cost housing units' construction and sale. The product line was further expanded to include commercial districts, leisure projects like farm estates and sports clubs, and construction of residential and office condominiums.

Filinvest Land Inc. (FLI) was incorporated on November 24, 1989, as Citation Homes, Inc. and changed its name to FLI on July 12, 1993. It began commercial operations in August 1993 after FDC spun off its real estate operations and transferred all related assets and liabilities to FLI in exchange for shares of FLI. FLI shares were listed on the Philippine Stock Exchange (PSE) on October 25, 1993. FDC remains FLI's largest shareholder. Today, FLI is one of the largest property developers in the country. It has projects in various locations, including Metro Manila, Cebu, Davao, Iloilo, Batangas, Cavite, Laguna, and Pampanga, among others.

On August 25, 1993, Filinvest Alabang Inc. was incorporated to spearhead the joint development of Filinvest City in Alabang, Muntinlupa City. This marked a significant turning point for FDC and its subsidiaries as the group began to focus on central business district development. The successful development of Filinvest City enabled the Filinvest Group to venture into various sectors, including retail, office, high-rise residential, and leisure club development.

Back to Banking and Diversification

In 1994, the Group decided to re-enter the banking and financial services business based on the Philippine economy's strengthening fundamentals and the Gotianun family's prior experience in this business in the 1970s and 1980s. FDC incorporated East West Banking Corporation (EW or the Bank) in March 1994. On May 7, 2012, EW was publicly listed on the PSE. To diversify its business and position, FDC acquired 100% of the issued and outstanding shares of Pacific Sugar Holdings Corporation (PSHC) from A.L. Gotianun, Inc. (ALGI) on June 29, 2007. PSHC owns three (3) Mindanao-based sugar companies, Davao Sugar Central Company, Inc. (DSCC), Cotabato Sugar Central Company, Inc. (CSCC), and High Yield Sugar Farms Corporation (HYSFC).

In 2009, the Group re-entered the power generation business through FDC Utilities, Inc. (FDCUI), which operates a 405-megawatt power plant with circulating fluidized bed clean coal technology in the Philippine Veterans Investment Development Corporation (PHIVIDEC) Industrial Estate, Villanueva, Misamis Oriental, Mindanao.

The Group has also been involved in the water supply business since 2012 through its subsidiary Countrywide Water Services, Inc. (CWSI), which provides water and wastewater services. Its water services include the supply and distribution of potable water to domestic, commercial and industrial users while its wastewater services include the treatment of domestic and commercial sewage.

The Group also signed a joint venture agreement with Japanese company HAQT to establish Filinvest-Hitachi Omni Waterworks, Inc. (FLOW) to tap into the latest developments in water technology such as desalination.

Promoting Filipino Hospitality

The Filinvest Group is a diversified conglomerate that also specializes in the development, operation, and management of hotels and resorts to cater to a diverse range of market segments. In 2008, FDC entered a joint venture with Archipelago International Pte. Ltd (AIPL) and established Chroma Hospitality, Inc. (Chroma) to oversee and operate the Group's hospitality projects. FDC owns 60% and AIPL owns 40% of Chroma. In August 2011, FDC formed Filinvest Hospitality Corporation (FHC), which is now a wholly owned subsidiary. FHC serves as the primary owners' representative of the Group-owned properties.

In April 2018, the Philippine Amusement and Gaming Corporation (PAGCOR) awarded a provisional gaming license to Mimosa Cityscapes, Inc. (MCI). As a result, the Filinvest Group plans to expand its hospitality offerings by including an integrated resort and casino within the Filinvest Mimosa+ Leisure City development.

Contributing to Progress

As part of its commitment to be an active partner in nation-building, FDC entered into a 25-year concession agreement for the operations and maintenance of Clark International Airport in January 2019. The project was awarded to Luzon International Premier Airport Development (LIPAD), a consortium composed of FDC, JG Summit Holdings Inc., Philippine Airport Ground Support Solutions Inc., and Changi Airports Philippines (I) Pte. Ltd., a wholly owned subsidiary of Changi Airports International. With vast experience in property development, FDC is expected to leverage its expertise to contribute to the development of the airport's surrounding areas.

In October 2019, FAI signed a joint venture agreement with Japanese company Mitsubishi Corporation (MC) for the development of a P15-billion multi-tower mixed-use complex within Filinvest City. Mitsubishi will have a 40% stake in the development of a 1.7-hectare prime lot that is seen to bolster mixed-use GLA by approximately 183,000 square meters.

With more than 50 years of experience in industries that have weathered financial crises, market downturns, and political upheavals, the Filinvest Group has proven to be a robust and resilient business. The Group has carefully built and nurtured a distinguished performance record in the real estate development and banking and financial services, which was recognized

by international bankers, fund managers, other global institutional investors, and the international financial community.

FDC's consolidated revenues are generated from real estate development and leasing, hospitality operations, banking and financial services, power and utility operations, sugar cane farming, milling and sugar trading, from subsidiaries, associate, and jointly controlled entities engaged in various business activities, namely:

Real Estate	Date of Incorporation
Filinvest Land, Inc. (FLI)	November 24, 1989
Filinvest Alabang, Inc. (FAI)	August 25, 1993
Filinvest Asia Corporation (FAC)	January 22, 1997
Festival Supermall, Inc. (FSI)	March 21, 1997
Home Pro Realty Marketing, Inc. (Homepro)	March 25, 1997
Property Maximizer Professional Corp. (Promax)	October 3, 1997
SJR Developers Inc.	February 16, 1998
FSM Cinemas, Inc. (FSM Cinemas)	April 23, 1998
Northgate Convergence Corporation	October 14, 1999
Filinvest REIT Corp. (formerly, Cyberzone Properties, Inc.)	January 14, 2000
Proplus, Inc.	February 16, 2000
Pro-Excel Property Managers, Inc. (Pro-Excel)	November 28, 2001
Property Specialist Resources, Inc. (Prosper)	June 10, 2002
Leisurepro, Inc. (Leisurepro)	April 21, 2004
Timberland Sports and Nature Club, Inc. (TSNC)	May 12, 2004
Niyog Property Holdings, Inc.	September 13, 2005
Gintong Parisukat Realty and Development, Inc. (GPRDI)	August 18, 2006
Filinvest AII Philippines, Inc. (FAPI)	September 25, 2006
Cajel Realty Corporation	February 29, 2008
Filinvest Cyberparks, Inc. (FCI)	February 4, 2014
Philippine DCS Development Corporation (PDDC)	July 31, 2015
FCGC Corporation (FCGCC)	February 11, 2016
Filinvest BCDA Clark, Inc. (FBCI)	March 16, 2016
Filinvest Mimosa, Inc. (FMI)	March 31, 2016
ParkingPro, Inc. (PPI)	July 15, 2016
Filinvest Lifemalls Corporation (FLC)	July 26, 2016
Dreambuilders Pro, Inc. (DPI)	January 11, 2017
Filinvest Clark Mimosa, Inc. (FCMI)	January 23, 2017
Filinvest Lifemalls Mimosa, Inc. (FLMI)	January 23, 2017
Property Leaders International Limited (BVI) (PLIL)	February 7, 2017
Proleads Philippines, Inc. (Proleads)	March 29, 2017
Realpros Philippines, Inc. (RPI)	August 3, 2017
Filinvest Lifemalls Tagaytay, Inc. (FLTI)	November 20, 2017
Nature Specialists, Inc. (NSI)	August 24, 2018
ProOffice Work Services, Inc. (PWSI)	March 18, 2019
ProMixers Aggregates Corp. (PMAC)	October 11, 2019
Spectrum Alabang Properties, Inc. (SAPI)	December 16, 2019
FREIT Fund Managers, Inc. (FREITFM)	April 13, 2021
Co-Living Pro Managers Corp. (CPMC)	August 2, 2021
SouthGate Alabang Land, Inc.	August 2, 2021

OurSpace Solutions, Inc. (OSSI)	May 26, 2022
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Hospitality Operations	Date of Incorporation
Filinvest Hospitality Corporation (FHC)	November 08, 2008
Mactan Seascapes Services, Inc. (MSSI)	July 17, 2009
Chroma Hospitality, Inc.	August 22, 2011
Quest Restaurants, Inc. (QRI)	March 12, 2012
Entrata Hotel Services, Inc. (EHSI)	November 28, 2012
Boracay Seascapes, Inc. (BSI)	December 28, 2012
Chinatown Cityscapes Hotel, Inc. (CCHI)	March 22, 2013
Duawon Seascapes Resort, Inc. (DSRI)	April 12, 2013
Mimosa Cityscapes, Inc. (MCI)	May 13, 2016
Baker J Concepts, Inc. (formerly Cubao Cityscapes, Inc.)	February 09, 2017
Princesa Seascapes, Inc. (PSI)	June 6, 2017
Dumaguete Cityscapes, Inc. (DCI)	November 27, 2017
Fora Services, Inc. (FOSI)	August 24, 2018
Fora Restaurants, Inc. (FRI)	August 24, 2018
Zamboanga Cityscapes, Inc. (ZCI)	January 21, 2019
Dauin Seascapes, Inc. (DSI)	September 09, 2019
Baguio Mountainscapes, Inc. (BMI) (formerly, Cebu IT Park Cityscapes, Inc.)	March 12, 2020
Gensan Cityscapes, Inc. (GCI)	March 12, 2020
Hospitality Enterprise Resources Corporation (HERC)	June 3, 2022

Banking and Financial Services	Date of Incorporation
EWBC	March 22, 1994
East West Rural Bank, Inc. (EWRB)	November 05, 1997
FDC Ventures, Inc. (formerly, FDC Forex Corporation)	February 17, 1997
Quest Marketing and Integrated Services, Inc. (QMIS)	July 17, 2007
Assurance Solutions Insurance Agency, Inc. (ASIA)	February 29, 2012
East West Insurance Brokerage, Inc. (EWIB)	July 06, 2015
East West Ageas Life Insurance Corporation (EW Ageas Life)	October 20, 2015
East West Leasing and Finance Corporation (EWLFC)	October 06, 2016

Power Operations	Date of Incorporation
FDC Utilities, Inc.	December 04, 2009
FDC Retail Electricity Sales Corporation	November 16, 2009
FDC Misamis Power Corporation	November 16, 2009
FDC Water Utilities, Inc.	March 10, 2011
FDC Green Energy, Corp. (FDC Camarines Power Corporation)	March 23, 2011
FDC Casecnan Hydro Power Corporation	March 23, 2011
FDC Negros Power Corporation	May 22, 2012
FDC Renewables Corporation	July 17, 2012
Filinvest-ENGIE Renewable Energy Enterprise, Inc. (FREE)	November 22, 2018

Water Operations	Date of Incorporation
FDC Water Utilies, Inc.	March 10, 2011
FDC Water-FLOW Marigondon, Co. Inc.	September 14, 2021
FDC Water-FLOW SRP, Co. Inc.	September 14, 2021
FDC Water-FLOW Talisay, Co. Inc.	September 14, 2021
Countrywide Water Services, Inc. (CWSI)	May 18, 2012
Filinvest-Hitachi Omni Waterworks, Inc. (FLOW)	October 29, 2019

Sugar Operations	Date of Incorporation
Davao Sugar Central Company, Inc. (DSCCI)	October 04, 1968
Pacific Sugar Holdings Corporation (PSHC)	June 05, 1989
High Yield Sugar Farms Corporation (HYSFC)	June 08, 1990
Cotabato Sugar Central Company, Inc. (CSCCI)	March 13, 2002

Others	Date of Incorporation
Corporate Technologies Incorporated	September 11, 1998
Filinvest Development Cayman Islands (FDCI)	March 12, 2013
Luzon International Premiere Airport Development Corp. (LIPADC)	February 11, 2019
Professional Operations and Maintenance Experts Incorporated (PROMEI)	July 4, 2019
Investree Philippines Inc.	March 6, 2020
Filinvest International Pte. Ltd. (formerly, Halo Halo Hospitality Pte. Ltd.)	May 4, 2020
f(dev) Digital Innovations and Ventures, Inc.	October 19, 2020
SharePro, Inc.	November 10, 2020
Qwote Marketplace Technologies, Inc.	July 8, 2021
Corptech Network Communities, Inc.	August 13, 2021
ProActive Professionals Corp.*	August 9, 2023
Filinvest Infra-Solutions Ventures, Inc.*	January 13, 2024
*new corporation	

D. OTHER MATTERS

Item 15. Action with Respect to Reports

*(1) Approval of the minutes of the annual meeting of stockholders held on 28 April 2023, hereto attached as **Annex “D”***

Rationale: To allow the stockholders to confirm that the proceedings during the ASM were recorded accurately and truthfully.

The minutes of the meeting held on 28 April 2023 can be viewed at the Company website, <https://www.filinvestgroup.com/wp-content/uploads/2024/02/fdc-minutes-2023-annual-stockholders-meeting-28april2023.pdf>. A copy of the minutes is also attached as **Annex “D”** of the Information Statement.

(2) Presentation of the President's Report

Rationale: To present to the stockholders the Company's operating performance, financial condition and outlook.

The President & CEO, Ms. Rhoda A. Huang, will report on the Company's 2023 performance and the outlook for this year.

(3) Ratification of the Audited Financial Statements for the year ended 31 December 2023

Rationale: To apprise the stockholders of the financial results of the Company's operations in 2023.

The audited financial statements refer to the financial operations, balance sheet and income statement of FDC as of and for the year ended 31 December 2023. The Company's audited financial statements for 2023 will be incorporated in the Definitive Information Statement and will be made available on the Company website.

The items above will be part of the agenda of the annual stockholders' meeting of the Company to be held on 26 April 2024 and are subject to the approval by the stockholders.

Item 16. Action to be Taken on Matters Not Required to be Submitted

There is no action to be taken at the annual stockholders' meeting with respect to any matter which is not required to be submitted to a vote of the stockholders.

Item 17. Other Proposed Actions

- (1) General ratification of the acts of the Board of Directors, Board Committees (including the Executive Committee) and the management from the date of the last annual meeting up to the date of the upcoming meeting.

Rationale: To ratify the actions and resolutions of the Board of Directors and management in the regular course of business.

The major acts of the Board of Directors and Officers include –

- (a) Appointment of the members of the board committees
- (b) Appointment of officers
- (c) Approval of audited financial statements
- (d) Declaration of cash dividends
- (e) Approval of the schedule of Board and Board Committee meetings for 2024
- (f) Approval of the date of annual stockholders' meeting, record date, the agenda of the meeting, and the mechanics for participation in the meeting through remote communication and voting in absentia
- (g) Appointment of authorized representatives and signatories for various transactions, contracts and legal proceedings

- (h) Authority to enter into bank transactions needed for its business and appointment of authorized representatives
 - (i) Renewal/availment of bank services and credit facilities
 - (j) Appointment and/or updating of bank signatories
 - (k) Authority to transfer/convey /lease out real property; and
 - (l) Authority for applications for government registration, clearance, permits and licenses
- (2) Election of the Members of the Board of Directors, including three (3) Independent Directors for 2024-2025.

Rationale: To allow stockholders to elect the Company's Board of Directors for the ensuing year.

In accordance with the Company's Revised Manual on Corporate Governance and By-laws, the stockholders must elect the members of the Board of Directors of the Company composed of nine⁴ (9) directors, including three (3) independent directors, who shall hold office for a term of one (1) year, or until their successors shall have been duly elected and qualified. There will be an election of the members of the Board during the annual stockholders' meeting to serve for the year 2024 to 2025.

(3) Appointment of External Auditor

Rationale: To appoint an auditing firm to provide assurance on the integrity, objectivity and independence in the preparation of the Company's financial statements.

The Audit and Risk Management Oversight Committee and the Board shall endorse to the stockholders the re-appointment of SGV & Co. as the external auditor for the ensuing year. The details of the external auditor are provided in the Information Statement.

Item 18. Voting Procedures

(a) *Vote required for approval.*

The approval of the minutes of the annual stockholders' meeting held on 28 April 2023 and the audited financial statements for the year ended 2023, the ratification of corporate acts, the election of the directors and the appointment of external auditors for 2024 shall be decided by the majority vote of the stockholders present in person or by proxy and entitled to vote thereat, a quorum being present. A stockholder voting electronically *in absentia* shall be deemed present for purposes of quorum.

In the election of the members of the Board of Directors, the candidates garnering the seven (7) highest number of votes shall be declared elected as directors of the Company to serve as such for the year 2024-2025. The additional nominees mentioned in pages 16-17 shall be deemed elected after the amendments to FDC's Articles of Incorporation and By-Laws are fully approved.

(b) *Method by which votes will be counted.*

⁴ Number of seats is subject to SEC approval.

A stockholder may vote by appointing the Company's Chairman as proxy or electronically *in absentia* by registering at the online web addresses:

FDC ASM Registration Form 2024

https://shareholders.filinvest.com.ph/FDC_SHAREHOLDERSYSTEM

FDC Ballot Form 2024

https://shareholders.filinvest.com.ph/FDC_ASMVOTING

After validation, the stockholder will receive an email with instructions to access the ballot. The ballots submitted shall then be counted by the Corporate Secretary, with the assistance of representatives of the Company's stock transfer agent, Stock Transfer Service, Inc., which is an independent party. The results of the voting shall be announced during the meeting.

Item 19. Participation of Stockholders by Remote Communication

In order for the Company to properly conduct validation procedures, stockholders who wish to participate in the meeting via remote communication and/or vote *in absentia* must register at below online links on or before **17 April 2024**:

FDC ASM Registration Form 2024

https://shareholders.filinvest.com.ph/FDC_SHAREHOLDERSYSTEM

FDC Ballot Form 2024

https://shareholders.filinvest.com.ph/FDC_ASMVOTING

Details of the requirements and process are provided in **Annex "E"**.

Item 20. Market for Issuer's Common Equity and Related Stockholder Matters

The shares of the Company are traded on the PSE under the symbol "FDC." The shares were listed on the PSE on 22 December 1982.

The following table shows, for the periods indicated, the high, low and period end closing prices of the shares as reported in the PSE.

	Period	High	Low	End
2023	4th Quarter	5.60	4.99	5.35
	3rd Quarter	5.80	4.86	5.22
	2nd Quarter	5.89	5.18	5.20
	1st Quarter	6.64	5.12	5.50
2022	4th Quarter	6.93	6.40	6.42
	3rd Quarter	7.08	6.60	6.84
	2nd Quarter	7.19	6.74	7.02
	1st Quarter	7.90	6.62	6.97
2021	4th Quarter	8.12	7.50	7.97
	3rd Quarter	8.30	7.40	7.75
	2nd Quarter	8.90	7.85	8.06

	1st Quarter	9.65	7.99	8.67
2020	4th Quarter	10.10	8.51	9.44
	3rd Quarter	9.12	7.80	8.60
	2nd Quarter	9.88	7.62	7.90
	1st Quarter	13.48	6.50	8.40

As of 29 February 2024, FDC's shares closed at the price of Php5.79 per share. The number of shareholders of record as of said date was 3,978. Common shares outstanding as of 29 February 2024 is 8,648,462,987.

The top 20 stockholders of FDC's common shares as of 29 February 2024 are as follows:

	NAME	NO. OF SHARES	% TO TOTAL
1	A. L. Gotianun, Inc.	7,587,823,501	87.74%
2	PCD Nominee Corporation (Filipino)	903,703,464	10.45%
3	Michael Edward T. Gotianun	50,501,501	0.58%
4	PCD Nominee Corporation (Non-Filipino)	36,697,406	0.42%
5	Ricardo Alonzo	28,627,534	0.33%
6	Andrew T. Gotianun., Jr.	3,371,995	0.04%
7	Lourdes Josephine G. Yap	3,370,091	0.04%
8	Helen Reyes	2,692,544	0.03%
9	Emily Benedicto	2,466,400	0.03%
10	Joseph Del Mar Yap & or Lourdes Josephine G. Yap	2,083,000	0.02%
11	H.K. Hedinger	2,023,508	0.02%
12	Santiago Go	1,707,066	0.02%
13	Executive Optical, Inc.	1,023,556	0.01%
14	Joseph M. &/or Lourdes Josephine G. Yap	734,311	0.01%
15	AMA Rural Bank of Mandaluyong, Inc.	616,600	0.01%
16	Manuel Benipayo	527,141	0.01%
17	Salud Borromeo	501,655	0.01%
18	Francisco Benedicto	493,280	0.01%
19	Edan Corporation	387,224	0.00%
20	Ma. Consuelo R. Medrano &/or Victoriano S. Medrano	308,300	0.00%
	Total	8,629,660,077	99.78%

Recent Sale of Unregistered Securities

No securities were sold by the Company in the past three (3) years, which were not registered under the Code.

Declaration of Dividends

On 28 April 2023, the Board of Directors of FDC approved the declaration and payment of cash dividends of Php 0.06534 per share or a total of Php 565.1 million to all shareholders of record as of 22 May 2023, payable on 14 June 2023.

On 29 April 2022, the Board of Directors of FDC approved the declaration and payment of cash dividends of Php 0.07014 per share or a total of Php606.6 million to all shareholders of record as of 20 May 2022, payable on 14 June 2022.

On 30 April 2021, the Board of Directors of FDC approved the declaration and payment of cash dividends of Php 0.098 per share or a total of Php847.5 million to all shareholders of record as of 21 May 2021, payable on 15 June 2021.

On 22 June 2020, the Board of Directors of FDC approved the declaration and payment of cash dividends of Php0.1384 per share or a total of Php1,196.9 million to all shareholders of record as of 22 July 2020, payable on 17 August 2020.

The declaration of cash dividends depends upon the Company's earnings, cash flow, financial condition, capital investment requirements and other factors (including certain restrictions on dividends imposed by the terms of loan agreements).

Pursuant to the loan agreements entered into by the Company and certain financial institutions, the Company needs the lenders' prior consent in cases of cash dividend declaration if it is in default under such loan agreements.

COMPLIANCE WITH LEADING PRACTICES ON CORPORATE GOVERNANCE

The Company is in compliance with its Revised Manual for Corporate Governance as demonstrated by the following: (a) the election of sufficient number of independent directors to the Board; (b) the appointment of members of the Board Committees, namely the Executive Committee, the Audit and Risk Management Oversight Committee, the Related-Party Transaction Committee, the Corporate Governance Committee, Compensation Committee and the Digital Committee of the Company; (c) the conduct of regular quarterly board meetings and special meetings, the faithful attendance of the directors at these meetings and the proper discharge of the duties and responsibilities as such directors; (d) the adoption of Related-Party Transaction Policy; (e) the submission to the SEC of reports and disclosures required under the Securities Regulation Code; (f) the Company's adherence to national and local laws pertaining to its operations; (g) submission of Sustainability Report; (h) the observance of applicable accounting standards by the Company; and (i) Annual Board Assessment Survey (Self-Evaluation) aimed at measuring or determining the level of compliance of the Board of Directors and Top Level Management with its Manual of Corporate Governance.

In order to keep itself abreast with the leading practices on corporate governance, the Company encourages the members of top-level management and the Board to attend and participate at seminars on corporate governance conducted by SEC-accredited institutions.

The Company welcomes proposals, especially from institutions and entities such as the SEC, PSE, the Institute of Corporate Directors and SyCip Gorres Velayo & Co., to improve corporate governance.

There is no known material deviation from the Company's Revised Manual on Corporate Governance.

UNDERTAKING: The Company will provide without charge its Annual Report on SEC Form 17-A to its stockholders upon receipt of written request addressed to: Atty. Lindeza R. Rogero-Gavino and/or Atty. Ma. Ruiza R. Hernane, the Corporate Secretary and the Assistant Corporate Secretary, respectively, at the The Beaufort, 5th Avenue corner 23rd Street, Bonifacio Global City, Taguig 1634, Metro Manila. The Annual Report shall also be made available on the company website at <https://www.filinvestgroup.com/>.

--Signature page follows--

**PART II
SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct.

This report is signed in the City of Mandaluyong on the **13th day of March 2024**.

FILINVEST DEVELOPMENT CORPORATION

By:



LINDEZA R. ROGELIO-GAVINO
Corporate Secretary

FILINVEST DEVELOPMENT CORPORATION

SECRETARY'S CERTIFICATE

I, **LINDEZA R. ROGERO-GAVINO**, Filipino, of legal age, and with office address at the 14th Floor, San Miguel Properties Centre Building, St. Francis Square, Ortigas Center Mandaluyong City 1550, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. I am the Corporate Secretary of **FILINVEST DEVELOPMENT CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at The Beaufort, 5th Avenue corner 23rd Street, Bonifacio Global City, Taguig City 1634, Metro Manila.

2. Based on the records of the Corporation, none of its incumbent directors and executive officers named in the Corporation's Information Statement (SEC Form 20-IS) for the Annual Stockholders' Meeting to be held on 26 April 2024 is connected with and/or working in the government.

3. This Certification is being issued as an annex to the Information Statement (SEC Form 20-IS) of the Corporation in connection with its Annual Stockholders' Meeting for the year 2024.

IN WITNESS WHEREOF, I have hereunto set my hand this MAR 11 2024 day of March 2024 in Mandaluyong City, Metro Manila.


LINDEZA R. ROGERO-GAVINO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAR 11 2024 in Mandaluyong City, Metro Manila, affiant exhibiting to me her Passport No. P2326165C, as competent evidence of her identity, bearing her photograph and signature, issued by the Department of Foreign Affairs-Manila and valid until 09 November 2032.

Doc. No. 159 ;
Page No. 33 ;
Book No. 11 ;
Series of 2024.

JOVEN G. ZWILLANO
NOTARY PUBLIC FOR CITY OF MANDALUYONG
COMMISSION NO. 0285-23 UNTIL DECEMBER 31, 2024
IBP LIFETIME NO. 011302; 12-28-12; RIZAL
ROLL NO. 53970
PTR NO. 5420812; 1-3-24; MANDALUYONG
MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025
UG03 CITYLAND SHAW TOWER,
SHAW BLVD. MANDALUYONG CITY

CERTIFICATION OF INDEPENDENT DIRECTOR

I, VIRGINIA T. OBCENA, of legal age, Filipino, single, with postal address at 339 Beata Street, Ayala Alabang Village, Muntinlupa City, Metro Manila, after having been duly sworn in accordance with the law do hereby declare that:

1. I am a nominee for Independent Director of Filinvest Development Corporation for the year 2024-2025 and have been an independent director since April 29, 2016.
2. I am/was affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Filinvest REIT Corp.	Independent Director; Chairperson, Audit & Risk Management Oversight Committee; Member, Compensation Committee; Member, Corporate Governance Committee; Chairperson, Related-Party Transaction Committee	July 17, 2019 to Present
International Centre for Settlement of Investment Disputes (ICSID), World Bank	Member, Panel of Conciliators	2015 to June 2021

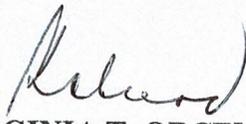
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Filinvest Development Corporation, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following directors/officers/substantial shareholders of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

Name of Director/Officer/ Substantial Shareholder	Company	Nature of Relationship
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the N/A to be an independent director in N/A, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and Other SEC issuances.
8. I shall inform the Corporate Secretary of Filinvest Development Corporation of any changes in the above-mentioned information within five days from its occurrence.

Done, this MAR 08 2024 at Mandaluyong City.


VIRGINIA T. OBCENA
Affiant

SUBSCRIBED AND SWORN to before me this MAR 08 2024 at Mandaluyong City, affiant personally appeared before me and exhibited to me her Passport No. P7582624A issued on 19 June 2018 by the Department of Foreign Affairs - NCR South.

Doc. No. h2 ;
Page No. 22 ;
Book No. n ;
Series of 2024.

JOVEN G. SEVILLANO
NOTARY PUBLIC FOR CITY OF MANDALUYONG
COMMISSION NO. 0285-23 UNTIL DECEMBER 31, 2024
IBP LIFETIME NO. 011302; 12-28-12; RIZAL
ROLL NO. 53970
PTR NO. 5420812; 1-3-24; MANDALUYONG
MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025
UG03 CITYLAND SHAW TOWER,
SHAW BLVD. MANDALUYONG CITY

ANNEX "B-1"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, MINA C. FIGUEROA, of legal age, Filipino, single, with postal address at 54 Scout Limbaga St., Diliman, Quezon City, Metro Manila, after having been duly sworn in accordance with the law do hereby declare that:

1. I am a new nominee for Independent Director of Filinvest Development Corporation for the year 2024-2025.
2. I am/was affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Philippine Ratings Services Corp.	Independent Director	August 2021 to present
Credit Suisse Securities (Phils.), Inc.*	Independent Director	May 2021 up to Present*
Equicom Savings Bank	Independent Director Chairman, Audit Committee Member, Corporate Governance Committee, Member, Risk Management Committee, Member, Related Party Transactions Committee	January 2008 to September 2021 July 2013 to September 2021 February 2016 to September 2021

*(ceased operations and undergoing liquidation)

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Filinvest Development Corporation, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following directors/officers/substantial shareholders of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

Name of Director/Officer/ Substantial Shareholder	Company	Nature of Relationship
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the N/A to be an independent

director in N/A, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and Other SEC issuances.
8. I shall inform the Corporate Secretary of Filinvest Development Corporation of any changes in the above-mentioned information within five days from its occurrence.

Done, this MAR 08 2024 at Mandaluyong City.



MINA C. FIGUEROA
Affiant

MAR 08 2024

SUBSCRIBED AND SWORN to before me this _____ at Mandaluyong City, affiant personally appeared before me and exhibited to me her Unified Multi-Purpose ID No. CRN-0003-4499178-1.

Doc. No. 100 ;
Page No. 2 ;
Book No. 11 ;
Series of 2024.

JOVEN G. REVILLANO
NOTARY PUBLIC FOR CITY OF MANDALUYONG
COMMISSION NO. 0285-23 UNTIL DECEMBER 31, 2024
IBP LIFETIME NO. 011302; 12-28-12; RIZAL
ROLL NO. 53970
PTR NO. 5420812; 1-3-24; MANDALUYONG
MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025
UG03 CITYLAND SHAW TOWER,
SHAW BLVD. MANDALUYONG CITY

ANNEX "B-2"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, MARIEVIC G. RAMOS-AÑONUEVO, of legal age, Filipino, with postal address at 24 First Street, St. Ignatius Village, Quezon City, Metro Manila, after having been duly sworn in accordance with the law do hereby declare that:

1. I am a new nominee for Independent Director of Filinvest Development Corporation for the year 2024-2025.

2. I am/was affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Marubeni Scholarship Foundation, Inc.	Corporate Secretary, Trustee and Vice President	1989 to present
Breaking Free Foundation, Inc.	Trustee and Corporate Secretary	2022 to present
Friends of Hope, Inc.	Corporate Secretary, Trustee	2012 to 2020

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Filinvest Development Corporation, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.

4. I am related to the following directors/officers/substantial shareholders of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

Name of Director/Officer/ Substantial Shareholder	Company	Nature of Relationship
N/A	N/A	N/A

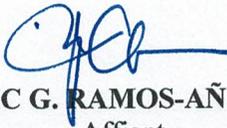
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the N/A to be an independent director in N/A, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and Other SEC issuances.

8. I shall inform the Corporate Secretary of Filinvest Development Corporation of any changes in the above-mentioned information within five days from its occurrence.

Done, this MAR 08 2024 at Mandaluyong City.


MARIEVIC G. RAMOS-AÑONUEVO
Affiant

MAR 08 2024

SUBSCRIBED AND SWORN to before me this _____ in Mandaluyong City, Metro Manila, affiant exhibiting to me her Passport No. P7409434A, as competent evidence of her identity, bearing her photograph and signature, issued by the Department of Foreign Affairs-Manila and valid until 31 May 2028.

Doc. No. 101 ;
Page No. 22 ;
Book No. 11 ;
Series of 2024.

JOVEN G. SIVILLANO
NOTARY PUBLIC FOR CITY OF MANDALUYONG
COMMISSION NO. 0285-23 UNTIL DECEMBER 31, 2024
IBP LIFETIME NO. 011302; 12-28-12; RIZAL
ROLL NO. 53970
PTR NO. 5420812; 1-3-24; MANDALUYONG
MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025
UG03 CITYLAND SHAW TOWER,
SHAW BLVD. MANDALUYONG CITY

ANNEX “C”

Members of the Board of Directors, Attendance and Committee Memberships

The following table lists down the members of the Board of Directors and their attendance in Board Meetings in 2023 and during the April 28, 2023 Annual Stockholders’ Meeting, and their memberships in the different Committees:

Name	Date of Election	Board Meetings Attended/Held	% Attendance	Attended Annual Stockholders’ Meeting	Committee Membership
Jonathan T. Gotianun (Chairman)	April 28, 2023	7/7	100%	Yes	Executive (Chairman) Audit & Risk Management Oversight (Member) Compensation (Member) Digital (Member) Corporate Governance (Member)
Lourdes Josephine Gotianun-Yap	April 28, 2023	7/7	100%	Yes	Executive (Member) Audit & Risk Management Oversight (Member) Compensation (Member) Digital (Member)
Michael Edward T. Gotianun	April 28, 2023	7/7	100%	Yes	Executive (Member)
Francis Nathaniel C. Gotianun	April 28, 2023	7/7	100%	Yes	Executive (Member)
Claire L. Huang (Independent Director)	April 28, 2023	5/5 Note: Ms. Huang resigned on July 26, 2023.	100%	Yes	Digital (Chairperson) Corporate Governance (Member) Related Party Transaction (Member)
Virginia T. Obcena (Lead Independent Director)	April 28, 2023	7/7	100%	Yes	Audit & Risk Management Oversight (Chairperson) Compensation (Member) Corporate Governance (Member) Related Party Transaction (Member)
Val Antonio B. Suarez (Independent Director)	April 28, 2023	7/7	100%	Yes	Compensation (Chairman) Corporate Governance (Chairman) Related Party Transaction (Chairman) Audit & Risk Management Oversight (Member)

Duties and Responsibilities of the Different Board Committees

Executive Committee

Committee Members

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	% Attendance	Length of Service in the Committee (*)
Chairman	Jonathan T. Gotianun	April 28, 2023	6	6	100%	1 year
Member (ED)	L. Josephine Gotianun-Yap	April 28, 2023	6	6	100%	1 year

Member (ED)	Michael Edward T. Gotianun	April 28, 2023	6	6	100%	1 year
Member (ED)	Francis Nathaniel C. Gotianun	April 28, 2023	6	6	100%	1 year
Member (ED)	Rhoda A. Huang	April 28, 2023 Note: Ms. Huang was elected on July 26, 2023.	3	3	100%	< 1 year

(*) The Committee members are elected annually.

Audit and Risk Management Oversight Committee

Committee Members

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	% Attendance	Length of Service in the Committee (*)
Chairperson (ID)	Virginia T. Obcena	April 28, 2023	3	3	100%	1 year
Member (ED)	L. Josephine Gotianun-Yap	April 28, 2023	3	3	100%	1 year
Member (NED)	Jonathan T. Gotianun	April 28, 2023	3	2	67%	1 year
Member (ID)	Val Antonio B. Suarez	April 28, 2023	3	3	100%	1 year

(*) The Committee members are elected annually.

Compensation Committee

Committee Members

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	% Attendance	Length of Service in the Committee (*)
Chairman (ID)	Val Antonio B. Suarez	April 28, 2023	1	1	100%	1 year
Member (ED)	L. Josephine Gotianun-Yap	April 28, 2023	1	1	100%	1 year
Member (NED)	Jonathan T. Gotianun	April 28, 2023	1	1	100%	1 year
Member (ID)	Virginia T. Obcena	April 28, 2023	1	1	100%	1 year

(*) The Committee members are elected annually.

Corporate Governance Committee

Committee Members

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	% Attendance	Length of Service in the Committee (*)
Chairman (ID)	Val Antonio B. Suarez	April 28, 2023	3	3	100%	1 year
Member (NED)	Jonathan T. Gotianun	April 28, 2023	3	3	100%	1 year
Member (ID)	Virginia T. Obcena	April 28, 2023	3	3	100%	1 year
Member (ID)	Claire L. Huang	April 28, 2023 Note: Ms. Huang resigned on July 26, 2023.	1	1	100%	< 1 year

(*) The Committee members are elected annually.

ANNEX "D"

For approval by the stockholders at their annual meeting in 2024

FILINVEST DEVELOPMENT CORPORATION

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

Held on 28 April 2023 at 9:00 a.m.
Conducted virtually *via* Microsoft Teams

I. ATTENDANCE

STOCKHOLDERS PRESENT/REPRESENTED:

Present by proxy	7,643,350,946	88.38%
Present by remote communication and voting <i>in absentia</i>	18	0%
Total Attendance	7,643,350,964	88.38%

ALSO PRESENT:

Board of Directors:

Name	Position / Board Committees
Mr. Jonathan T. Gotianun	Chairman of the Board Chairman– Executive Committee Member – Audit and Risk Management Oversight Committee Member – Compensation Committee Member – Corporate Governance Committee Member – Digital Committee
Ms. Lourdes Josephine Gotianun-Yap	President and Chief Executive Officer Member – Executive Committee Member – Audit and Risk Management Oversight Committee Member – Compensation Committee Member – Digital Committee
Mr. Francis Nathaniel C. Gotianun	Member – Executive Committee
Mr. Michael Edward T. Gotianun	Member – Executive Committee
Mr. Claire L. Huang	Independent Director Chairman – Digital Committee Member – Corporate Governance Committee Member – Related-Party Transaction

	Committee
Ms. Virginia T. Obcena	Independent Director Chairman – Audit and Risk Management Oversight Committee Member – Compensation Committee Member – Corporate Governance Committee Member – Related-Party Transaction Committee
Atty. Val Antonio B. Suarez	Independent Director Chairman – Compensation Committee Chairman – Corporate Governance Committee Chairman – Related-Party Transaction Committee Member – Audit and Risk Management Oversight Committee

Key Officers and Senior Management Officers of Filinvest Development Corporation (FDC)

Name	Position
Mr. Daniel L. Ang Tan Chai	Senior Vice President / Deputy Chief Finance Officer
Ms. Elsie D. Paras	Senior Vice-President, Treasurer and Chief Finance Officer
Atty. Millette Asuncion-Arnedo	Senior Vice President, General Counsel and Compliance Officer
Mr. Ven Christian S. Guce	Senior Vice-President/ Group Strategy, Strategic Finance, and Special Projects Head
Mr. Renato Rex Xavier Marzan	Senior Vice President. Group Chief Digital Officer & Chief Innovation Officer
Mr. Mark Tom Q. Mulingbayan	Vice President, Chief Sustainability Officer and Enterprise Risk Management Head
Ms. Melody Joyce Yapson	Vice President – Group Strategic Planning
Ms. Sheriben Marie D.M. Paraguas	Vice President – HR Strategy and Shared Service Centers of Excellence
Maria Chiara D. Miraflores	Vice President – Special Projects and Quality Assurance Head
Ms. Susana Martha P. Naval	Vice President and Corporate Communications Head
Ms. Arlene San Juan	Senior Assistant Vice President / Accounting & Finance Head
Ms. Patricia Carmen Pineda	Senior Assistant Vice President, Group Investor Relations Head

Mr. Michael Louie T. Garado	Assistant Vice President, Audit and Chief Audit Executive
Atty. Ma. Ruiza R. Hernane	Assistant Corporate Secretary, Corporate Tax Legal Lead

Subsidiary Heads and Senior Management Officers

Name	Position
Ms. Catherine A. Ilagan	President & COO, Filinvest Alabang, Inc.
Mr. Juan Eugenio L. Roxas	President and CEO, FDC Utilities, Inc. President and CEO, Pacific Sugar Holdings Corporation
Ms. Ana Venus A. Mejia	Executive Vice President, Chief Finance Officer, and Treasurer, Filinvest Land, Inc. and Filinvest REIT Corp.
Ms. Maricel B. Lirio	President and CEO, Filinvest REIT Corp.
Ms. Carolyn Cherie B. Fernandez	Chairperson, Dreambuilders Pro, Inc.
Mr. Francis Nathaniel C. Gotianun	Senior Vice President, Filinvest Hospitality Corporation
Ms. Isabelle Therese G. Yap	Executive Director and Vice President for Special Projects, East West Banking Corp.
Atty. Maria Victoria R. Beltran	Senior Vice President, General Counsel and Compliance Officer, Filinvest Land, Inc.
Mr. Raymond Castañeda	President, Corporate Technologies Incorporated

Representatives of the Independent External Auditor – SyCip Gorres Velayo & Co.:

Michael C. Sabado
Wilson P. Tan
Martin C. Guantes
Jane Carol U. Chiu

Representative of the Stock Transfer Agent – Stock Transfer Service, Inc.

John Kristofer Paulo L. Herrera

II. NATIONAL ANTHEM

The meeting started with the singing of the Philippine National Anthem.

III. PRESIDING OFFICER AND SECRETARY

The Chairman of the Board of Directors of Filinvest Development Corporation (the "Company" or "FDC"), Mr. Jonathan T. Gotianun, presided over the meeting, while the Assistant Corporate Secretary, Ms. Ma. Ruiza R. Hernane, recorded the minutes thereof.

IV. CALL TO ORDER

The Chairman called the meeting to order and introduced the members of the Board of Directors. The Chairman also noted that the Company's senior management officers, representatives of SGV & Co., the Company's external auditor, and representatives of Stock Transfer Service, Inc., FDC's stock transfer agent, are joining the meeting through the live webcast.

V. CERTIFICATION OF SERVICE OF NOTICE AND QUORUM

The Chairman then requested the Assistant Corporate Secretary to report on the service of notice of the meeting, and whether there was a quorum at the meeting. The Assistant Corporate Secretary confirmed that, in accordance with the Securities and Exchange Commission ("SEC") Notice dated 13 March 2023, the notice of the meeting, together with a copy of the Information Statement and the Audited Financial Statements, was posted on the Company's website and disclosed through PSE EDGE on April 3, 2023. The Notice of Meeting was also published in the business sections of Business Mirror and Malaya Business Insight, on April 4 and 5, 2023, respectively, both in print and online.

Based on the online registration and report on proxies received by the Office of the Corporate Secretary, with the assistance of the Company's stock transfer agent, Stock Transfer Service, Inc., the Assistant Corporate Secretary certified that out of the 8,648,462,987 common shares as of the record date or on 30 March 2023, 7,643,350,964 shares representing 88.38% of the total issued and outstanding shares of the Company were present at the meeting.

There being a quorum, the Chairman declared the meeting duly convened and open for business.

VI. INSTRUCTIONS ON THE RULES AND CONDUCT OF VOTING PROCEDURES

The Chairman noted that the Company is holding the meeting in virtual format

to continuously ensure the safety and welfare of all stakeholders; however, the Company endeavored to provide the stockholders the same opportunity to participate in the meeting. Mr. Gotianun then asked the Assistant Corporate Secretary to share the rules of conduct and voting procedures for the meeting.

The Assistant Corporate Secretary explained that the rules of conduct and voting procedures were set forth in the Information Statement and in the Explanation of Agenda Items, which form part of the Notice of the Annual Stockholders' Meeting. Ms. Hernane highlighted the following points:

1. Stockholders who successfully registered under the shareholder registration system were provided with the instructions to access the digital voting ballot as well as the virtual meeting.
2. The deadline for voting in absentia and through proxy was on 21 April 2023.
3. After the voting, the Office of the Corporate Secretary, together with the Company's stock transfer agent, tabulated all the votes cast in absentia as well as via proxy.
4. The results of the voting will be reported after each item is taken up during the meeting.
5. The stockholders were also given up to 21 April 2023 to submit any questions or comments they may have.

Ms. Hernane further informed all the participants of the meeting that there would be a visual and audio recording of the entire proceedings.

VII. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON 29 APRIL 2022

The Chairman inquired if copies of the minutes of the annual meeting of the stockholders held on 29 April 2022 were furnished to the stockholders.

The Assistant Corporate Secretary certified that an electronic copy of the minutes was included in the Information Statement of this year's annual stockholders' meeting and was made available on the Company's website. Ms. Hernane reported that the resolution below was unanimously approved by all the stockholders or total voting shares represented in the meeting. The tabulation of votes is included herein for reference:

“RESOLVED, That the minutes of the annual meeting of the stockholders of the Company held on 29 April 2022 is hereby approved.”

	FOR	AGAINST	ABSTAIN
Number of Shares Voted	7,643,350,946	-	-
Percentage of Votes	100%	-	-

VIII. PRESENTATION OF THE PRESIDENT'S REPORT

The President and Chief Executive Officer (“CEO”) of the Company, Mrs. Lourdes Josephine Gotianun-Yap, presented her pre-recorded report on the Company’s operations for the year ended 31 December 2022 and outlook for the year 2023.

Thereafter, Mrs. Yap announced to the stockholders that the Board of Directors approved during its special meeting held before the Annual Stockholders’ Meeting on 28 April 2023 the declaration of a cash dividend of P0.06534 per share. The record date of the said cash dividend is fixed on 22 May 2023, with payment date on 14 June 2023. The dividend constitutes a total cash declaration amounting to Php565.1 million, equivalent to 10% of the Company’s 2022 Consolidated Net Income Attributable to the Parent Company in the amount of P5.65 Billion.

The Chairman thanked the President for her report, then proceeded to the next item in the agenda which was Amendments to the Company’s Articles of Incorporation and By-Laws.

IX. AMENDMENTS TO THE COMPANY’S ARTICLES OF INCORPORATION AND BY-LAWS

The Chairman asked the Assistant Corporate Secretary to describe to the stockholders the amendments to the Company’s Articles of Incorporation (AOI) and By-Laws (BLs) for their approval.

The Assistant Corporate Secretary explained that there had been several developments in the corporate landscape during the past years, including the development of technologies that the SEC had recognized. Ms. Hernane further explained the need to update the Company’s AOI and BLs to allow the following:

REASONS	AFFECTED PROVISIONS IN THE AOI AND BLs
The use of technology in sending notices to stockholders and Board of Directors in the conduct of meetings and in voting.	Article III, Sections 4, 5, 7 and 8 (BLs) Article IV, Sections 5, 8 and 9 (BLs)
To improve provisions and/or remove certain requirements in the Company’s charter that appears no longer practicable at this time.	Article II, Section 3 (BLs) Article IV, Section 3 (BLs) Article VII, Section 3 (BLs)
Inclusion of a Compliance officer as a By-Laws Officer, and providing election, term of office and qualifications thereof.	Article IV Section 2 (BLs) Article VI Section 1, 2 and 13 (BLs)
A provision that provides for a reward/compensation policy that accounts for the performance of the Company beyond short-term financial measures.	Article VI Section 14 (BLs)

Increase in the number of Board Directors from 7 to 9 to enable us to invite more experts in the Company's Board that can help in accelerating the growth of the varying businesses of the Company; and	Article SIXTH (AOI) Article VI Section 2 (BLs)
Separation of the roles of the President and the CEO to give the Board more flexibility in appointing key officers, which strategy can help in ensuring that faster decision-making can be done in relation to the company's strategy and imperatives.	Article IV Section 2 (BLs) Article VI Section 1, 2, 7 and 8 (BLs)

The Assistant Corporate Secretary then reported that stockholders owning more than two-thirds of the total outstanding shares based on the following tabulation of votes had approved the amendments as presented:

	FOR	AGAINST	ABSTAIN
Number of Shares Voted	7,643,350,946	-	-
Percentage of Votes	88.38%	-	-

With this, the following resolution is deemed passed:

“RESOLVED, That the stockholders approved the amendments to the Company's *Articles of Incorporation* specifically *Article Sixth* and the following provisions of the *By-Laws* specifically:

Article II Section 3;
Article III Sections 4, 5, 7 and 8;
Article IV Sections 2 and 3, 5, 8 and 9;
Article VI Sections 1,2,7,8, 13 and 14; and
Article VII Section 3.”

X. RATIFICATION OF THE AUDITED FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2022

The Chairman asked the Assistant Corporate Secretary if the stockholders were furnished a copy of the 2022 Audited Financial Statements.

The Assistant Corporate Secretary confirmed that an electronic copy of the 2022 Audited Financial Statements was made available on the Company's website as well as attached to the Information Statement. Ms. Hernane reported that the resolution below was approved by at least a majority of the stockholders or total voting shares represented in the meeting, and the tabulation of votes is included below for reference:

“RESOLVED, That the Company's Audited Financial Statements as of and for the year ended 31 December 2022 be approved, confirmed and ratified.”

	FOR	AGAINST	ABSTAIN
Number of Shares Voted	7,642,835,213	-	515,733
Percentage of Votes	99.99%	-	0.01%

XI. RATIFICATION OF ALL THE ACTS, RESOLUTIONS AND PROCEEDINGS OF THE BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, BOARD COMMITTEES AND MANAGEMENT UP TO 28 APRIL 2023

The next item in the agenda was the ratification of all the acts, resolutions and proceedings of the Board of Directors, Executive Committee, Board Committees and Management from the date of the last annual stockholders' meeting until 28 April 2023, a summary of which was included in the Information Statement sent to all the stockholders of record prior to the annual stockholders' meeting.

The Assistant Corporate Secretary reported that the resolution below was approved by an overwhelming majority of the stockholders and/or total voting shares represented in the meeting and the tabulation of votes is herein included in the minutes for reference:

“RESOLVED, That all the acts, resolutions and proceedings of the Board of Directors, Executive Committee, Board Committees and Management from the date of the last annual stockholders' meeting until 28 April 2023 are hereby approved, confirmed and ratified.”

	FOR	AGAINST	ABSTAIN
Number of Shares Voted	7,642,835,213	-	515,733
Percentage of Votes	99.99%	-	0.01%

XII. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS INCLUDING THREE (3) INDEPENDENT DIRECTORS TO SERVE FOR 2023 TO 2024 (WITH SPECIAL APPROVAL REQUIRED FOR THE TERM EXTENSION OF ATTY. VAL ANTONIO SUAREZ AND 2 NEW NOMINEES CONTINGENT ON THE APPROVAL OF THE AOI AND BLs)

The Chairman announced that the next item in the Agenda is the election of seven (7) directors, including three (3) independent directors of the Company for the year 2023 to 2024.

As requested by the Chairman, the Assistant Corporate Secretary announced the names of the persons nominated for election as directors and/or independent directors of the Company and who were pre-screened by the Corporate Governance Committee, acting as the Nominations Committee, in accordance with the Company's Revised Manual on Corporate Governance and By-Laws, as follows:

Directors:

1. Mr. Jonathan T. Gotianun
2. Ms. Lourdes Josephine Gotianun-Yap
3. Mr. Francis Nathaniel C. Gotianun
4. Mr. Michael Edward T. Gotianun

Independent Directors:

5. Ms. Claire L. Huang
6. Ms. Virginia T. Obcena
7. Atty. Val Antonio B. Suarez

The Assistant Corporate Secretary explained that one of the nominees for Independent Directors, Atty. Val Antonio B. Suarez had reached the maximum term of nine (9) years as provided by the SEC rules. The Board approved that as an exception that is allowed by the laws, Atty. Suarez be further nominated for election as Director for another year given his ongoing projects with the Company, including those relating to the further enhancement on the Company's policies and procedures in line with its objective to heighten its corporate governance standards, working hand in hand with the Board and the Company's Chief Compliance Officer.

The Assistant Corporate Secretary reported that the resolution below was approved by at least a majority of the stockholders or total voting shares represented in the meeting. The tabulation of votes is included in the minutes as well for reference:

“RESOLVED, That the following persons are hereby declared as duly elected directors of the Company, to serve for a term of one (1) year or until their successors shall have been elected and qualified in accordance with the By-Laws of the Company:

1. Mr. Jonathan T. Gotianun
2. Ms. Lourdes Josephine Gotianun-Yap
3. Mr. Francis Nathaniel C. Gotianun
4. Mr. Michael Edward T. Gotianun

Independent Directors:

5. Ms. Claire L. Huang
6. Ms. Virginia T. Obcena
7. Atty. Val Antonio B. Suarez

RESOLVED, FURTHER, That the one (1) year term extension of Atty. Val Antonio B. Suarez as Independent Director of the Company is hereby approved, confirmed and ratified.”

Nominee	FOR	Percentage	AGAINST	Percentage	ABSTAIN
Jonathan T. Gotianun	7,642,827,346	100%	523,600	.007%	-

Lourdes Josephine Gotianun-Yap	7,643,259,446	100%	91,500	.001%	-
Francis Nathaniel C. Gotianun	7,643,350,946	100%	-	-	-
Michael Edward T. Gotianun	7,643,350,946	100%	-	-	-
Claire L. Huang	7,643,350,946	100%	-	-	-
Virginia T. Obcena	7,643,350,946	100%	-	-	-
Val Antonio B. Suarez	7,643,350,946	100%	-	-	-

Furthermore, the Chairman asked the Assistant Corporate Secretary if there are nominations received for the additional seats given that the stockholders approved the increase in the Board seats in FDC from 7 to 9.

The Assistant Corporate Secretary confirmed that the Company received nominations for the two (2) seats in the persons of Antonio C. Moncupa, Jr. and Isabelle Therese G. Yap. The Assistant Corporate Secretary further reported that the resolution below was approved unanimously by the stockholders or total voting shares represented in the meeting based on the tabulation of votes that follows:

“RESOLVED, That the following persons are hereby declared as duly elected directors of the Company, to serve for a term of one (1) year or until their successors shall have been elected and qualified and which shall be effective upon approval of the Securities and Exchange Commission of the Amended Articles of Incorporation and By-Laws of the Company increasing the number of the Board of Directors from seven (7) to Nine (9):

Antonio C. Moncupa, Jr.
 Isabelle Therese G. Yap”

Nominee	FOR	Percentage	AGAINST	ABSTAIN
Antonio C. Moncupa, Jr.	7,643,350,946	100%	-	-
Isabelle Therese G. Yap	7,643,350,946	100%	-	-

XIII. APPOINTMENT OF INDEPENDENT EXTERNAL AUDITOR

Upon the recommendation of the Company’s Audit and Risk Management Oversight Committee and confirmed by the Board of Directors, the stockholders

approved the reappointment of the accounting firm of SyCip Gorres Velayo and Co. (“SGV”) as the Company’s external auditor for the year 2023, as follows:

“RESOLVED, That the accounting firm of SyCip Gorres Velayo and Co. (SGV & Co.) be approved for reappointment as the Company’s external auditor for the year 2023.”

The tabulation of votes for this matter is included below for easy reference:

	FOR	AGAINST	ABSTAIN
Number of Shares Voted	7,642,835,213	515,733	-
Percentage of Votes	99.99%	0.01%	-

XIV. OTHER MATTERS

After confirming with the Assistant Corporate Secretary that there were no other matters that require consideration by the stockholders, the Chairman requested the Assistant Corporate Secretary to read questions and/or comments received from the stockholders and the President and CEO, Mrs. Lourdes Josephine Gotianun-Yap to respond.

The following questions were raised by the stockholders:

1. Does the group intend to invest in other sectors other than where it is today?

The President and CEO, Mrs. Yap, explained that the Company will continue to explore opportunities that are aligned with its portfolio and management strategy. The Company intends to pursue a two-pronged approach, exploring both external opportunities to expand and leveraging possible synergies within the Company’s existing core business to scale up faster. The Company’s investments, moving forward, must not only make sense from a financial standpoint but it must also have a clear potential for value creation to benefit all stakeholders.

2. During FLI’s Annual Stockholders’ Meeting, the focus on developing townships was mentioned. Why do you think this remains a good strategy for your real estate business?”

Mr. Yap responded that indeed, developing townships remains a good strategy for the Company. At present, the Company has an extensive residential and commercial land bank of almost 2,500 hectares that allows creation of integrated communities. This gives potential buyers the added value of being in an environment that promotes healthier and more sustainable living. However, apart from focusing on townships, the plan is to continue to develop mid-rise communities, as well as enhance the construction processes to deliver high-quality homes. Technology is also becoming increasingly important, and the Company plans to use new technology to elevate the customer experience. All these will support the Company’s growth plans in real estate.

3. With the recent appointment of a new leadership team in EastWest Bank, what are the key expectations of the Parent Company from this transition? How do these expectations align with the Company's overall strategy for the banking subsidiary?"

The new leadership team at EastWest Bank, Mrs. Yap replied, is expected to continue building upon the bank's strong foundation in consumer banking and to introduce new ways to serve the customers. She emphasized that customer needs and behaviors have changed in recent years, and the Company is looking to the new leadership team to develop innovative solutions that can help the bank stay ahead of industry trends evolving customer preferences.

4. Last year, Filinvest REIT announced the infusion of the Boracay property into its portfolio. Are there plans to infuse more assets owned by FDC?

Mrs. Yap responded that the infusion of Boracay property into Filinvest REIT's portfolio is a strategic move aimed at diversifying the REIT's asset base beyond office spaces. It is a critical first step in implementing the 3-year investment plan to generate higher dividend yields. The properties for infusion may or may not be owned by FDC, but the intention is to diversify and add premium commercial properties, including hotel, retail, and industrial properties, to boost attractive returns for the investors.

XV. ADJOURNMENT

There being no further business to transact, the Chairman declared the meeting adjourned. Mr. Gotianun conveyed his gratitude to the stockholders for attending the meeting and for their continued trust and confidence in the Company and the Management.

CERTIFIED CORRECT:

MA. RUIZA R. HERNANE
Assistant Corporate Secretary

ATTESTED BY:

JONATHAN T. GOTIANUN
Chairman of the Board

2024 ANNUAL STOCKHOLDERS MEETING

FILINVEST DEVELOPMENT CORPORATION

REQUIREMENTS AND PROCEDURE FOR ELECTRONIC VOTING *IN ABSENTIA* AND PARTICIPATION BY REMOTE COMMUNICATION

I. REGISTRATION

Filinvest Development Corporation (the “Company”) established a designated website in order to facilitate the registration of and voting *in absentia* by the stockholders at the annual meeting, as provided under Sections 23 and 57 of the Revised Corporation Code.

- a. Stockholders as of 29 March 2024 may access the stockholder registration system at the web address:

FDC ASM Registration Form 2024

https://shareholders.filinvest.com.ph/FDC_SHAREHOLDERSYSTEM

FDC Ballot Form 2024

https://shareholders.filinvest.com.ph/FDC_ASMVOTING

The deadline for registration is 17 April 2024.

- b. To register, the stockholders are required to provide the following supporting documents:
 - i. For Individual Stockholders:
 1. A scanned copy of the stockholder’s valid government-issued ID showing photo, signature and personal details, preferably with residential address (in JPG format). The file size should be no larger than 2MB;
 2. A valid and active e-mail address; and
 3. A valid and active contact number.
 - ii. For Individual Stockholders with Joint Accounts
 1. A scanned copy of an authorization letter signed by all stockholders, identifying who among them is authorized to cast the vote for the account;
 2. A scanned copy of the authorized stockholder’s valid government-issued ID showing photo, signature and personal details, preferably with residential address (in JPG format). The file size should be no larger than 2MB;
 3. A valid and active e-mail address; and
 4. A valid and active contact number.
 - iii. For Individual Stockholders under Broker Accounts –

1. A broker's certification on the stockholder's number of shareholdings.
2. A scanned copy of the stockholder's valid government-issued ID showing photo, signature and personal details, preferably with residential address (in JPG format). The file size should be no larger than 2MB;
3. A valid and active e-mail address; and
4. A valid and active contact number.

iv. For Corporate Stockholders

1. A secretary's certificate attesting to the authority of the representative to vote for, and on behalf of the corporation;
2. A scanned copy of a valid government-issued ID of the stockholder's representative showing photo, signature and personal details, preferably with residential address (in JPG format). The file size should be no larger than 2MB;
3. A valid and active e-mail address of the stockholder's representative; and
4. A valid and active contact number of the stockholder's representative.

Important Note: Incomplete or inconsistent information may result in an unsuccessful registration. As a result, stockholders will not be able to access to vote electronically in absentia, but may still vote through a proxy, by submitting a duly accomplished proxy form on or before 17 April 2024.

- c. After registration, the Company, together with its stock transfer agent, Stock Transfer Service, Inc. (STSI) will conduct the validation process. Upon validation, the Company will send an email to the stockholder, which shall be sent to the email address of the stockholder indicated in the registration form, containing instructions for voting *in absentia* and remote attendance for the meeting.

II. ELECTRONIC VOTING IN ABSENTIA

- a. Registered stockholders have until 19 April 2024, 11:59 PM (Philippine time) to cast their votes *in absentia*.
- b. All agenda items indicated in the Notice of Meeting will be set out in the digital absentee ballot and the registered stockholder may vote as follows:
 - i. For items other than the election of directors, the registered stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the stockholder's shares.
 - ii. For the election of directors, the registered stockholder has the option to:
 1. Distribute his votes equally among all the candidates;
 2. Abstain;
 3. Cast such number of votes for each nominee as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be

elected. Should the votes cast by the stockholder exceed the number of votes he is entitled to, the votes for each nominee shall be reduced in equal proportion, rounded down to the nearest whole number. Any balance shall be considered abstained.

Once voting on the agenda items is finished, the registered stockholder can proceed to submit the accomplished ballot by clicking the “Submit” button.

- c. The Office of the Corporate Secretary of the Company, with the assistance of representatives of the Company’s stock transfer agent, Stock Transfer Service, Inc. (STSI), will count and tabulate the votes cast *in absentia* together with the votes cast by proxy.
- d. During the meeting, the Corporate Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The total number of votes cast for each item for approval and/or ratification under the agenda will be shown on the screen.

III. PARTICIPATION BY REMOTE COMMUNICATION

- a. Prior to the meeting, the Company will send email instructions to those stockholders who have successfully registered, which shall be sent to the email address of the stockholder indicated in the registration form, on how they can attend the meeting through remote communication and have access to the livestream of the meeting.
- b. Only those stockholders who successfully registered in the stockholder registration system, together with the stockholders who voted *in absentia* or by proxy, will be included in determining the existence of a quorum.
- c. Stockholders may send any questions and/or comments relating to the agenda on or before 17 April 2024 to FDCASM@filinvestgroup.com. Questions or comments received on or before 17 April 2024 may be responded to during the meeting. Any questions not answered during the meeting may be answered *via* email.
- d. Stockholders who register and vote on the website for voting in absentia are hereby deemed to have given their consent to the collection, use, storing, disclosure, transfer, sharing and general processing of their personal data by the Company and by any other relevant third party for the purpose of electronic voting *in absentia* for the Annual Stockholders’ Meeting and for all other purposes for which the stockholder can cast his/her/its vote as a stockholder of the Company.

For any clarifications, please contact us through FDCASM@filinvestgroup.com.