



## NOTICE OF ANNUAL SHAREHOLDERS' MEETING

TO ALL SHAREHOLDERS:

Please be advised that the annual meeting of the shareholders of the Company will be held on Tuesday, 17 September 2019, at 9:00 A.M. at the Ballroom 2, Fairmont Hotel, 1 Raffles Drive, Makati Avenue, Makati City.

The agenda of the meeting is as follows:

### AGENDA

1. Call to order
2. Proof of notice and determination of quorum
3. Approval of minutes of the previous Annual Shareholders' Meeting
4. Annual Report of Management including the 2018 Audited Financial Statements and ratification of all acts of the Board of Directors and of Management since the last Annual Shareholders' Meeting
5. Amendment of articles of incorporation and by-laws
  - a. Change in corporate name
  - b. Change in address
  - c. Increase in authorized capital stock
6. Election of Directors (including Independent Directors)
7. Assignment of Management Contract from PHINMA, Inc. to AC Energy, Inc.
8. Appointment of external auditor
9. Other matters
10. Adjournment

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

The record date for the determination of the shareholders entitled to notice of said meeting and to vote thereat is on 16 August 2019.

Shareholders may attend in person or by proxy. Duly accomplished proxies shall be submitted on or before 12 September 2019 to the Office of the Corporate Secretary at 3<sup>rd</sup> floor, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City. Validation of proxies is set on 13 September 2019 at 9:00 a.m. at the Office of the Corporate Secretary.

Makati City, 23 July 2019.

Very truly yours,

A handwritten signature in black ink, appearing to read "S. M. Hermosura", is written over a horizontal line.

**SOLOMON M. HERMOSURA**  
*Corporate Secretary*

**PHINMA ENERGY CORPORATION**  
**ANNUAL SHAREHOLDERS’ MEETING**  
***17 September 2019, 9:00 A.M.***

**Explanation of each Item on the Agenda**

1. Call to Order

The Chairman, Mr. Fernando Miranda Zobel de Ayala, will formally open the Annual Shareholders’ Meeting of PHINMA Energy Corporation (the “Corporation”). He will also state that shareholders will be given an opportunity to ask questions or raise their concerns regarding each item on the agenda.

2. Proof of notice and determination of quorum

The Corporate Secretary, Mr. Solomon M. Hermosura, will certify the date when the notice of meeting and Information Statement were sent to the shareholders of record as of 16 August 2019 and to the Securities and Exchange Commission (“SEC”) and Philippine Stock Exchange (“PSE”).

Mr. Hermosura will likewise certify as to the existence of quorum. Owners of shares constituting at least a majority of the outstanding capital stock of the Corporation, present either in person or by proxy, shall constitute a quorum for the transaction of business at this meeting of shareholders.

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

- (i) Anyone who wishes to make a remark shall identify himself or herself after being acknowledged by the Chairman and shall limit his or her remarks to the item in the Agenda under consideration.
- (ii) On voting procedures, voting shall either be by electronic (if available) or manual voting. For manual voting, shareholders present at the meeting will be given, upon registration, a ballot where he or she can write his or her vote on every item in the Agenda or proposed resolution. Each of the proposed resolutions will be shown on the screen as the same is taken up at the meeting.
- (iii) All the items in the Agenda for approval by the shareholders will need the affirmative vote of shareholders representing at least a majority of the issued and outstanding voting stock present at the meeting, except for (1) the amendment of the Articles of Incorporation and By-laws, and (2) the assignment of the management contract from PHINMA, Inc. to AC Energy, Inc, both of which will require the affirmative vote of shareholders representing not less than two-thirds of the outstanding capital stock .
- (iv) The Office of the Corporate Secretary will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of voting during the meeting.



3. Minutes of Previous Meeting

The minutes of the Annual Shareholders' Meeting held on 11 April 2018 are available at the Company's website, [www.phinmaenergy.com](http://www.phinmaenergy.com). Copies of the minutes will also be distributed to the shareholders upon their registration for the meeting and will be presented to the shareholders during the meeting for approval.

4. Annual Report of Management and Confirmation of all acts of the Board of Directors and of Management since the last Annual Shareholders' Meeting

The annual report for the preceding fiscal year will be presented to the shareholders for approval. A printed version of the Company's annual report will contain the Message from the Chairman and the Report of the President. Copies of the annual report will be distributed to the shareholders and posted on the Company's website, [www.phinmaenergy.com](http://www.phinmaenergy.com).

The acts of the Board of Directors and Management of the Corporation since the last Annual Shareholders' Meeting will likewise be presented to the shareholders for confirmation. They include the approval of contracts and agreements, projects and investments, treasury-related matters, and other matters covered by disclosures to the SEC and the PSE. The acts of management were those taken to implement the resolutions of the Board or its committees or made in the general conduct of business.

5. Amendment of articles of incorporation and by-laws

a. Corporate Name

The proposal to change the corporate name from "PHINMA Energy Corporation" to "AC Energy Philippines, Inc." will be presented to the shareholders for approval.

b. Principal place of business

The proposal to change the principal place of business to 4<sup>th</sup> floor, 6750 Office Tower, Ayala Ave., Makati City will be presented to the shareholders for approval.

c. Increase in authorized capital stock

The increase in the Company's authorized capital stock from PHP8.4 billion divided into 8.4 billion shares, to PHP24.4 billion divided into 24.4 billion shares will be presented to the shareholders for approval.

6. Election of directors (including Independent Directors)

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

Each shareholder is entitled to one (1) vote per share multiplied by the number of board seats provided in the Articles of Incorporation, i.e. eleven (11), and may cumulate his/her votes by giving as many votes as he/she wants to any candidate or candidates provided that the total votes cast shall not exceed the total votes to which he/she is entitled. In the event the total votes cast exceed the total votes to which the shareholder is entitled, the Corporate Secretary in his discretion shall deduct such votes cast by the shareholder in favor of any nominee as may be necessary under circumstances.

In the event that only eleven (11) are nominated to fill eleven (11) seats in the Board, the Chairman shall direct the Corporate Secretary to cast all votes in favor of those nominated, except the votes of shareholders who object to the said casting of votes, which votes shall be noted. In the event of an objection to the manner of casting votes, which objection is supported by a majority of the shareholders present or represented in the meeting, voting shall be done in writing by secret ballot which shall be counted thereafter by the Corporate Secretary in the presence of SGV & Co. which shall validate the counting.

7. Assignment of the management contract from PHINMA Inc. to AC Energy, Inc.

A proposal will be submitted to approve the assignment of the management contract from PHINMA, Inc. to AC Energy, Inc. The terms of the contract will be presented in the Information Statement.

8. Appointment of external auditors

The shareholders will be asked to confirm the appointment of auditors who were appointed for the current fiscal year by the Board of Directors upon the recommendation of the Audit Committee.

9. Other matters

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

10. Adjournment

The Chairman will adjourn the meeting when the scheduled order of business is completed, and no further business or matter is considered or raised.