

18 March 2024

THE PHILIPPINE STOCK EXCHANGE, INC.

Disclosure Department
6th Floor PSE Tower
One Bonifacio High Street
28th Street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: **MS. ALEXANDRA D. TOM WONG**
Officer-in-Charge, Disclosure Department

Gentlemen:

We write to inform the Exchange that the annual meeting of the stockholders of Paxys Inc. for the year 2024 is scheduled on 10 May 2024 at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City. The record date is on 19 April 2024.


The required notices to the shareholders, guidelines and procedures will be provided at least fifteen (15) business days before the date of the annual meeting, as required by the By-laws and under existing regulations.

We trust that the foregoing information is sufficient to properly advise the investing public.

Very truly yours,

PAXYS, INC.

By:


MAYETTE H. TAPIA
Corporate Information Officer

PAXYS, INC.

15/F 6750 Ayala Office Tower, Ayala Avenue, Makati City

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To all Stockholders:

Please be advised that the annual meeting of the stockholders of **PAXYS, INC.**, will be held on **10 May 2024** at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City, Philippines at 2:00 PM.

The agenda is as follows:

1. Call to Order
2. Proof of Notice and Certification of Quorum
3. Approval of Minutes of Previous Stockholders' Meeting
4. Management Report and Audited Financial Statements for the Year Ended December 31, 2023
5. Ratification of Previous Corporate Acts
6. Election of Directors
7. Appointment of External Auditors
8. Other Matters
9. Adjournment

For purposes of the meeting, stockholders of record as of 19 April 2024 are entitled to notice and to vote at the said meeting. Registration for the meeting begins at 12:30 PM. For convenience in registering your attendance, please present government issued identification, such as a driver's license, voter's ID, TIN card, SSS card or passport.

If you will not be able to attend the meeting but would like to be represented thereat, you may submit your proxy form, duly signed and accomplished, to the Corporate Secretary at the 15th Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines on or before 30 April 2024. Beneficial owners whose shares are lodged with PDTC or registered under the name of a broker, bank or other fiduciary allowed by law must, in addition to the required ID, present a notarized certification from the owner of record that he is the beneficial owner, indicating thereon the number of shares. Corporate shareholders shall likewise be required to present a notarized secretary's certificate attesting to the authority of its representative to attend and vote at the stockholders' meeting. In accordance with Rule 20.11.2.18 of the 2015 Implementing Rules and Regulations of the Securities and Regulation Code, proxies executed by brokers shall be accompanied by a certification under oath stating that before the proxy was given to the broker, he had obtained the written consent of the persons in whose account the shares are held.

Validation of proxies will be held not later than 3 May 2024 at the office of the Company's stock transfer agent.

Pursuant to SEC Notice issued on 23 February 2024, a copy of this Notice of meeting and accompanying annex containing a brief statement of the rationale and explanation for each item in the agenda, Definitive Information Statement, Management Report, Proxy Form and other documents related to the meeting are available at the Company's website at www.paxys.com.

Makati City, Metro Manila, Philippines, 18 March 2024.


MAYETTE H. TAPIA
Corporate Secretary

AGENDA
Details and Rationale

1. Call to order

The Chairman of the Board of Directors and President, Mr. Tarcisio M. Medalla, will call the meeting to order.

2. Proof of notice and certification of quorum

The Corporate Secretary, Atty. Mayette H. Tapia, will certify that copies of the Notice have been sent to all stockholders of record as of 19 April 2024, and whether the attendees represented at the meeting hold a sufficient number of shares for quorum to exist for the valid transaction of business.

3. Approval of the Minutes of Previous Stockholders' Meeting

Copies of the draft minutes have been distributed together with the Notice of Stockholders' Meeting and Information Statement.

The stockholders will be requested to approve the draft minutes. The following is the proposed resolution:

***"RESOLVED,** that the minutes of the Annual Stockholders' Meeting of Paxys, Inc. held on December 11, 2023 be, as it is hereby, approved."*

4. Management Report & Audited Financial Statements for the Year Ended 31 December 2023

The Chairman and President will present the report of Management to the stockholders, discuss initiatives undertaken and challenges faced by the Company in 2023 and share his personal perspective of the Company's future.

The audited financial statements for the year ended 31 December 2023 were prepared by the Company's independent auditors, Reyes, Tacandong & Co., and approved by the Company's Board of Directors. In compliance with regulatory requirements, the audited financial statements were also submitted to the Securities and Exchange Commission and Bureau of Internal Revenue.

Copies of the Management Report together with the audited financial statements for the year ended 31 December 2023 have been distributed with the Information Statement.

Questions will be entertained from the stockholders after the presentation.

The stockholders will be requested to approve the Management Report and the audited financial statements for the year ended 31 December 2023. The following is the proposed resolution:

***"RESOLVED,** that the Management Report and the Corporation's audited financial statements for year ended December 31, 2023 be, as it is hereby, approved."*

5. Ratification of Previous Corporate Acts

The Company's performance is the result of the acts, contracts, resolutions and actions of the Board of Directors and Management of the Company, and the stockholders will be requested to ratify the same. The following is the proposed resolution:

***"RESOLVED,** that all acts, contracts, resolutions and actions of the Board of Directors and Management of the Corporation from the date of the last annual stockholders' meeting up to the present be, as they are hereby, approved, ratified and confirmed."*

6. Election of Directors

The individuals named below have been nominated as regular or independent directors and their respective nominations have been screened by the Nominations Committee. The re-election of the independent directors has been approved by the Board of Directors, which believes that their re-election as independent directors will be beneficial to the continuing growth, strategic direction, and corporate governance of the Company. The Board and Management further believe that their industry experience and knowledge will be most valuable in the successful governance of the Company.

For Regular Directors

1. TARCISIO M. MEDALLA
2. ROGER LEO A. CARIÑO
3. CHRISTOPHER B. MALDIA
4. LIM GHEE KEONG
5. ROBERTO A. ATENDIDO

For Independent Directors:

6. GEORGE EDWIN Y. SYCIP
7. JOSE ANTONIO A. LICHAUCO

Voting may be done in person or by proxy. Proxy forms can be downloaded from the Company's website at www.paxys.com. Signed and accomplished proxy forms are required to be submitted not later than 5:00 p.m. of 30 April 2024 and shall be validated no later than 3 May 2024. Votes may be cumulated as provided in the Revised Corporation Code.

7. Appointment of External Auditors

The Company's Audit, Risk Management, and Related-Party Transactions Committee has reviewed the qualifications and performance of its current external auditor, Reyes Tacandong & Co., and has endorsed its reappointment for the current year 2024. The following is the proposed resolution:

***"RESOLVED**, that the accounting firm of Reyes Tacandong & Co. be reappointed external auditors of the Company for the current year 2024."*

8. Other Matters

Stockholders may propose to discuss other issues and matters.

9. Adjournment

After all matters in the agenda have been taken up, the Chairman shall entertain a motion to adjourn the meeting.

PROXY FORM (DRAFT)

The undersigned stockholder of **PAXYS, INC.** (hereinafter, the “Corporation”) hereby appoints _____ or in his absence, the Chairman of the meeting, as *attorney-in-fact* and *proxy*, with power of substitution, to present and vote all shares registered in his/her/its name at the annual meeting of stockholders of the Corporation on 10 May 2024 and at any of the adjournments thereof for the purpose of acting on the following meeting:

I. APPROVAL OF RESOLUTIONS

A. Minutes of the previous Annual Stockholders’ Meeting held on 11 December 2023

☐ Yes ☐ No ☐ Abstain

B. Annual Report for 2023

☐ Yes ☐ No ☐ Abstain

C. Reappointment of Reyes Tacandong & Co. as external auditors for 2024

☐ Yes ☐ No ☐ Abstain

D. Ratification of all acts and resolutions of the Board of Directors and Management

☐ Yes ☐ No ☐ Abstain

II. ELECTION OF DIRECTORS

☐ Vote for all nominees listed below

For Regular Director:

Tarcisio M. Medalla
Roger Leo A. Cariño
Lim Ghee Keong
Christopher B. Maldia
Roberton A. Atendido

For Independent Director:

George Edwin Y. SyCip
Jose Antonio A. Lichauco

☐ Withhold authority for all nominees listed above

☐ Withhold authority to vote for the nominees listed below:

Printed Name of Stockholder/Broker/PCD Participant

Signature of Stockholder or Name of Signature of
Authorized Signatory of Corporate Stockholder/Broker/PCD Participant

Date

WE ARE NOT SOLICITING A PROXY, YOU ARE NOT REQUIRED TO ISSUE A PROXY. THIS SAMPLE FORM IS PROVIDED ONLY FOR YOUR REFERENCE AND CONVENIENCE.

ANY PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE **30 APRIL 2024**, THE DEADLINE OF SUBMISSION OF PROXIES.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON.

NOTARIZATION OF THIS PROXY IS NOT REQUIRED.

(For Corporate Shareholders)

SECRETARY'S CERTIFICATION

I, _____, of legal age, Filipino, and with office address at _____, do hereby certify that:

1. I am the duly appointed Corporate Secretary of _____ (the "Corporation"), a corporation duly organized and existing under laws of the Republic of the Philippines, with office address at _____.

2. Based on the records, during the lawfully convened meeting of the Board of Directors of the Corporation held on _____, the following resolutions were passed and approved:

"RESOLVED, That _____ be authorized and appointed, as he is hereby authorized and appointed, as the Corporation's Proxy (the "Proxy") to attend the Annual Shareholders' Meeting of PAXYS, INC. ("PAXYS") to be held on 10 May 2024 at 2:00 p.m. at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City, Philippines or at any meeting postponed or adjourned therefrom, with full authority to vote the Corporation's shares of stock held in PAXYS and to act upon all matters and resolutions that may come before or be presented during such meeting(s) in the name, place and stead of the Corporation.

RESOLVED FURTHER, That PAXYS be furnished with a certified copy of this resolution and PAXYS may rely on the continuing validity of this resolution until receipt of written notice of its revocation."

3. The foregoing resolution has not been modified, amended or revoked, and is in accordance with the records of the Corporation presently in my custody.

Corporate Secretary

Date and Place of Execution