

**PAXYS, INC.**  
15/F 6750 Ayala Office Tower, Ayala Avenue, Makati City

To all Stockholders:

Please be advised that the annual meeting of the stockholders of **PAXYS, INC.**, will be held on **7 May 2025** 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, 2024
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 7 April 2025 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 15<sup>th</sup> Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines on or before 27 April 2025. 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 2 May 2025 at the office of the Company's stock transfer agent.

Pursuant to SEC Notice issued on 12 March 2025, 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](http://www.paxys.com).

Makati City, Metro Manila, Philippines, 25 March 2025.

  
**ANA MARIA A. KATIGBAK-LIM**  
Assistant 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 Assistant Corporate Secretary, Atty. Ana Maria A. Katigbak-Lim will certify that copies of the Notice have been sent to all stockholders of record as of 11 April 2025, 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 May 10, 2024 be, as it is hereby, approved.”*

**4. Management Report & Audited Financial Statements for the Year Ended 31 December 2024**

The Chairman and President will present the report of Management to the stockholders, discuss initiatives undertaken and challenges faced by the Company in 2024 and share his personal perspective of the Company's future.

The audited financial statements for the year ended 31 December 2024 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 2024 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 2024. The following is the proposed resolution:

***“RESOLVED**, that the Management Report and the Corporation's audited financial statements for year ended December 31, 2024 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 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](http://www.paxys.com). Signed and accomplished proxy forms are required to be submitted not later than 5:00 p.m. of 27 April 2025 and shall be validated no later than 2 May 2025. 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 2025. 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 2025.”*

## **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.