

F & J Prince Holdings Corporation

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To: All Stockholders

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of *F & J Prince Holdings Corporation* will be held on **July 11, 2024, Thursday at 2.30PM via ZOOM**, from the company's office at 5th Floor, BDO Towers Paseo, 8741 Paseo de Roxas, Makati City. In view of the ongoing Covid-19 pandemic, stockholders may only attend by remote communication, by voting in absentia, or by appointing the Chairman of the meeting as proxy. The Guidelines on the procedure registration for the meeting are provided in the company's website fjprince.com.

The following matters will be taken up during the meeting:

- 1. CALL TO ORDER.** The Chairman will formally open the 2024 Annual Stockholders' Meeting and will call the meeting to order.
- 2. CERTIFICATION OF NOTICE AND QUORUM.** The Corporate Secretary will certify the date when the written notice of the time, date, place and purpose of the meeting was sent to all registered stockholders of record as of **April 26, 2024**. The Corporate Secretary will further certify the existence of a quorum. The holders of record of the majority of the stock of the Company then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum.
- 3. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON SEPTEMBER 7, 2023.** Copies of the minutes of the Annual Stockholders' Meeting held on September 7, 2023 will be distributed to the stockholders before the meeting. Shareholders will vote for the adoption of a resolution approving the Minutes of the annual meeting of the stockholders.
- 4. PRESENTATION AND APPROVAL OF THE ANNUAL REPORT AND THE 2023 AUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2023.** Copies of the Annual Report and Audited Financial Statements will be distributed before the meeting. The President will deliver a report to the stockholders on the highlights of the financial performance and financial position of the Company in 2023, and will present highlights of the financial statements for 2023. The stockholders will be given an opportunity to ask questions on the Annual Report and 2023 Audited Consolidated Financial Statements. Thereafter, shareholders will vote for the adoption of a resolution approving the Annual Report and Audited Consolidated Financial Statements for fiscal year 2023.

5. **PRESENTATION MANAGEMENT REPORTS.** The President will deliver a report to the stockholders on the highlights of the Company's performance for the year 2023, the prospects for 2023, and the outlook for the year 2024.
6. **RATIFICATION OF ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT SINCE THE LAST STOCKHOLDERS' MEETING.** Copies of the summary of the acts and resolutions of the Board of Directors and Management of the Company since the last stockholders' meeting to present will be distributed before the meeting, which includes, among others, the approval of contracts and agreements, projects and investments, treasury matters and acts of resolutions covered by the disclosures to the SEC and PSE. A resolution ratifying all the foregoing will be presented to the stockholders for their approval and adoption.
7. **ELECTION OF DIRECTORS.** The stockholders have to elect eleven (11) members of the Board of Directors, with at least two (2) independent directors. The list of names of nominees for the office of the Board of Directors for the year 2024-2025 will be announced, for purposes of their election.
8. **APPOINTMENT OF EXTERNAL AUDITOR FOR THE FISCAL YEAR 2024.** Upon the endorsement of the Audit Committee, the stockholders shall appoint the external auditor for the year 2024.
9. **APPROVAL OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THE CORPORATION.** The amendment of Articles III on principal office address and IV on the corporate existence will be presented to the stockholders for its approval. Copies of the proposed amendments to the Articles of Incorporation will be distributed before the meeting.
10. **APPROVAL OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THE CORPORATION.** The amendment of certain sections in Articles I, II and III of the By-Laws will be presented to the stockholders for its approval. Copies of the proposed amendments to the By-Laws will be distributed before the meeting.
11. **OTHER MATTERS AND OPEN FORUM.** Shareholders may raise questions or express comments that are relevant to the corporation.
12. **ADJOURNMENT.** Upon determination by the Corporate Secretary that there are no other matters to be considered, and on motion by the stockholders, the Chairman shall declare the meeting adjourned.

For purposes of the meeting, only stockholders of record at the close of business on April 26, 2024 shall be entitled to vote thereat.

This Notice will also be published twice in two (2) newspapers of general circulation and online format at least twenty-one (21) days before the date of the Annual Stockholders' Meeting.

Duly accomplished proxies in the form attached must be submitted on or before July 3, 2024 to the office of the Corporation not later than the close of office hours, or submitted online by email to fjphco@gmail.com. If the stockholder is a corporation, a Secretary's Certificate quoting the board resolution authorizing the corporate officer to execute the proxy should also be submitted.

Validation of proxies will be held on July 4, 2024, at 11:00 AM at the 5th Floor, BDO Towers Paseo, Paseo de Roxas, Makati City.

Makati City, April 18, 2024.

By Resolution of the Board of Directors:


(ATTY.) ANNE JAYCELLE C. SACRAMENTO
Acting Corporate Secretary