



METRO GLOBAL HOLDINGS CORP.

Mezzanine Floor, Renaissance Tower, Meralco Avenue, Ortigas Center, Pasig City

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS

Notice is hereby given that **METRO GLOBAL HOLDINGS CORPORATION** (the "Company") will conduct its Annual Stockholders' Meeting virtually via ZOOM [<https://us06web.zoom.us/j/86843048458?pwd=c3NqN0lITDI3TGURaHY2TGNxcU94Zz09>] on **12 October 2023** (Thursday) at **10:00** o'clock in the morning, Philippine time. The Agenda of the Meeting is as follows:

1. Call to Order
2. Determination and Certification of Quorum
3. Approval of the Previous Minutes held on 09 December 2022
4. Report of the Chairman
5. Approval of the Audited Financial Statements for the calendar year ended December 31, 2022
6. Certification and Ratification of Corporate Acts for the years 2022 to 2023
7. Election of Directors (including Independent Directors)
8. Election of External Auditor
9. Approval of the amendment of Articles of Incorporation to Increase Authorized from P5 Billion to P10 Billion (after approval of pending Increase in ACS from P2 Billion to P5 Billion)
 - a. Issuance of P1.25 billion shares to parent company, Fil-Estate Management, Inc. to be issued out of the Increase in Capital Stock via Debt-to-Equity Conversion
 - b. Waiver of Requirement to Conduct Public Offering for issuance to parent company, Fil-Estate Management, Inc., of P1.25 billion shares out of Increase in Capital Stock
10. Approval of Amendment of By-Laws
 - a. To change date of Annual Meeting to last Thursday of July each year (from first Thursday of March)
 - b. Allow for attendance, participation and voting in absentia

The Board of Directors has fixed the close of business hours on 12 September 2023 as the record date for the determination of stockholders entitled to notice of, to participate and to vote *in absentia* at, the said Meeting and any adjournment thereof.

Stockholders who intend to participate in the Meeting via remote communication must register by filling up the form that can be downloaded at <https://metroglobalholdings.com/asmregister/> and submit the required information on or before 7 October 2023. Online registration will be open from 13 September 2023 at 9:00am to 07 October 2023 at 5:00pm. All information received will be subject to verification by the Corporate Secretary and the Stock and Transfer Agent.

We are not soliciting your proxy. However, if you would be unable to attend the Meeting but would like to be represented thereat, you should send a scanned copy of a proxy form (which need not be notarized) with other supporting documents via email to investor-relations@metroglobalholdings.com not later than 07 October 2023 and send to the Office of the Corporate Secretary at Poblador Bautista & Reyes Law Office, 5th Floor, SEDDCO Building, Rada Street, Legaspi Village, Makati City. Validation of proxies shall be held on 09 October 2023 at 9:00am at the

Office of the Corporate Secretary. Sample formats of the proxy forms for individual and corporate stockholders are posted at the Company's website at <https://metroglobalholdings.com>.

Stockholders who have successfully registered (a) will be provided access to the live streaming of the Meeting, (b) can vote on the Agenda items using the online ballot that will be sent to them; and (c) can send their questions or comments on the Agenda items by email to investor-relations@metroglobalholdings.com with subject "MGH 2023 ASM Question/Comment." Stockholders who will participate in the Meeting are encouraged to send their questions or comments on or before 11 October 2023. Relevant questions on the Agenda items will be read and answered by the concerned officers during the Meeting.

The Definitive Information Statement which contains a brief explanation of each item in the Agenda, the procedures for attending the Meeting via remote communication and for casting votes *in absentia*, Quarterly Reports as of 30 June 2023 and other documents related to the 2023 Annual Stockholders Meeting are posted in the Company's website at <https://metroglobalholdings.com> and PSE EDGE portal via <https://edge.pse.ph>.

Pasig City, September 5, 2023.

METRO GLOBAL HOLDINGS CORPORATION

By:

A handwritten signature in black ink, reading "Gilbert R. T. Reyes". The signature is written in a cursive, flowing style.

GILBERT RAYMUND T. REYES

Corporate Secretary