



Philippine Realty & Holdings Corporation

NOTICE AND AGENDA OF ANNUAL STOCKHOLDERS MEETING

Notice is hereby given that the Annual Stockholders Meeting ("ASM" or "Meeting") of **PHILIPPINE REALTY AND HOLDINGS CORPORATION** (the "**Company**") will be held on **Wednesday, June 30, 2021, at 3:00 p.m.** The Meeting will be conducted virtually and there will no longer be a physical venue for the ASM.

The Agenda of the Meeting is as follows:

1. Call to Order;
2. Certification of Notice of Meeting and Determination of Quorum;
3. Approval of the Minutes of the Previous ASM held on August 20, 2020;
4. Report of the President and approval of the 2020 Annual Report and the 2020 Audited Financial Statements;
5. Election of the Members of the Board of Directors for the ensuing year;
6. Approval and Ratification of all Acts, Contracts, and Deeds of the Board of Directors, Board Committees, Management and Officers during their terms of office;
7. Amendments to the Articles of Incorporation and By-Laws

7.1 Article Four of the Articles of Incorporation will be amended to read as follows:

"That the term for which the corporation is to exist is perpetual."

7.2 Article III, Section 3 of the By Laws will be amended to read as follows:

"The President, shall be the Chief Executive Officer of the corporation, and who must be elected by the Board from their membership. In addition to such duties as may be delegated to him by the Board of Directors, he shall preside at all meetings of the directors and the stockholders of the corporation in case of the absence of the Chairman and the Vice-Chairman. He shall have general supervision of the affairs and property of the corporation, and over its several officers and employees. He shall execute all resolutions of the Board. The President shall submit to the Board as soon as possible after the close of its fiscal year, and to the stockholders at each annual meeting, a complete report of the operations of the corporation for the preceding year, and the state of its affairs, and he shall, from time to time, report to the Board, all matters within his knowledge which the interests of the corporation may require to be brought to its notice. He shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors."

8. Appointment of External Auditor.
9. Other business that may properly be brought before the Meeting; and
10. Adjournment

Only stockholders of record as of March 31, 2021 are entitled to notice of, and to vote at, the said Meeting.



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Considering the COVID-19 global pandemic, stockholders may only attend the Meeting by remote communication, by voting *in absentia*, or through proxy. The conduct of the annual stockholders meeting will be streamed live, and stockholders may attend the Meeting by registering on or 5:00 PM of June 16, 2021.

Stockholders who intend to participate in the virtual ASM may register by sending an email to asmregistration@philrealty.com.ph of their intention to participate on or before 5:00 PM of June 16, 2021, together with the requirements set forth in the Information Statement and published at the Company's website at <http://www.philrealty.com.ph>.

Upon successful registration and validation of the documents submitted through email above, the stockholder will receive an email confirmation containing the link www.philrealtyasm.com and a code to log in and view the 2021 ASM.

Electronic copy of Information statement and Management report, and SEC form 17A and other relevant documents in relation to the annual stockholders meeting may also be accessed through the aforementioned website www.philrealty.com.ph/investor-relations/ and through the PSE EDGE portal https://edge.pse.com.ph/openDiscViewer.do?edge_no=fb2bd9b3c05f34ec5d542af6f1e997b9

Pasig, Metro Manila, June 01, 2021.



Atty. Rex P. Bonifacio
Corporate Secretary