



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

**TO: ALL STOCKHOLDERS**

NOTICE is hereby given that there will be an annual meeting of the stockholders of **A BROWN COMPANY, INC.** on June 24, 2021 (Thursday), at 1:00 p.m. The meeting will be conducted virtually via remote communication and can be accessed at the link provided in the Company's website at <https://www.abrown.ph/asmvirtual2021/>.

Items in the agenda of the meeting are as follows:

### AGENDA

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the Previous Annual Stockholders' Meeting
5. Approval of 2020 Operations and Results
6. Ratification of All Acts of the Board of Directors and Officers
7. Amendment to Articles of Incorporation (AOI) –  
Reclassification of Part of Unissued Common Shares to Preferred Shares
8. Issuance and Public Offering of Preferred Shares
9. Retention of Independent Directors
10. Election of Directors
11. Appointment of External Auditors
12. Other Matters
13. Adjournment

The close of business on **April 30, 2021** has been fixed as the record date for the determination of the stockholders entitled to notice of and vote at said meeting and any adjournment thereof.

Due to the COVID-19 Pandemic resulting in the imposition by the government of regulations limiting mobility and mass gatherings, the Company will not be conducting a physical annual stockholders' meeting. In lieu thereof, the annual stockholders' meeting will be held virtually through an online webinar platform for stockholders to attend by remote communication. They can join by registering online at <https://www.abrown.ph/asmregister2021/> on or before 5:00 p.m. on June 14, 2021. The identities of those registering to participate online will be going through a process of verification, after which an email from the Company will be sent to them giving instructions as to how they will be able to watch the livestream of the annual stockholders' meeting. Please see attached *Guidelines for Participating by Remote Communication and Voting in Absentia*.

The stockholders are likewise encouraged to participate in the meeting by either of the following:

- (i) by submitting duly accomplished proxies to the Office of the Corporate Secretary at 2704 East Tower, Philippine Stock Exchange Centre, Ortigas Center, Pasig City or via electronic copy by emailing [corporatesecretary@abrown.ph](mailto:corporatesecretary@abrown.ph) on or before 5:00 p.m. on June 14, 2021.

For corporate stockholders, the proxies should be accompanied by a Secretary's Certification on the appointment of the corporation's authorized signatory.

- (ii) by registering your votes on the matters to be taken up during the meeting through the e-voting platform set up for the purpose which can be accessed at <https://www.abrown.ph/asmevoting2021/>. The e-voting portal will be open until 12:00 noon of June 24, 2021.

Validation of proxies is set on June 15, 2021 at 2:00 p.m. The votes already cast using the e-voting platform by that time will also be verified on said date.

For details and rationale of each agenda item, and the draft resolutions, if applicable, please refer to the attached sheet.

City of Pasig, Metro Manila, May 28, 2021.

**JASON C. NALUPTA**  
Corporate Secretary