

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of Xurpas Inc. will be held at the Main Lounge of the Manila Polo Club, McKinley Road, Makati City, on **Wednesday, May 10, 2017 at 9:00 o'clock in the morning** with the following:

AGENDA

1. Call to Order
2. Determination of Quorum
3. Approval of Minutes of Previous Meeting
4. Message of the Chairman and Chief Executive Officer
5. Annual Report of the President and Chief Operating Officer
6. Approval of the Proposed Amendment of the Sixth Article of the Articles of Incorporation of the Corporation Specifying the Increase in the Number of Directors of the Corporation from Seven (7) to Eight (8)
7. Approval of the Proposed Amendment of Section 2, Article III of the By-Laws of the Corporation Specifying the Increase in the Number of Independent Directors of the Corporation from Two (2) to Three (3)
8. Approval of the Delegation to the Board of Directors of the Power to Amend or Repeal the Corporation's By-Laws or to Adopt New By-Laws
9. Ratification of All Acts of the Board of Directors, Officers and Management Adopted During the Preceding Year
10. Election of Directors and Independent Directors
11. Appointment of External Auditors
12. Other Matters
13. Adjournment

Only stockholders of record at the close of business on March 1, 2017 are entitled to notice of, and to vote at, this meeting.

Makati City, February 10, 2017.



MARK S. GORRICETA

Corporate Secretary & Chief Legal Officer