

## 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 **Monday, May 14, 2018 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. Election of Directors and Independent Directors
7. Appointment of External Auditors
8. Other Matters
9. Adjournment

Only stockholders of record at the close of business on March 2, 2018 are entitled to notice of, and to vote at, this meeting.

Makati City, February 13, 2018.



**MARK S. GORRICETA**

Corporate Secretary & Chief Legal Officer

**We are not soliciting your proxy.** However, if you will not attend the meeting but wish to be represented, you may accomplish the proxy form that will be sent to you and submit the same on or before May 4, 2018 to the Office of the Corporate Secretary at the 7<sup>th</sup> Floor Cambridge Centre Building, 108 Tordesillas St., Salcedo Village, Makati City. Validation of proxies will be held on May 7, 2018 at 9:00 a.m. at the Office of the Corporate Secretary.

## EXPLANATION OF AGENDA ITEMS

### **Determination of Quorum**

The Corporate Secretary shall certify the date the notice of the meeting was sent to all stockholders of record and the date of publication of the notice in a newspaper of general circulation. The Corporate Secretary shall also certify the existence of a quorum.

### **Approval of the Minutes of Previous Meeting**

The minutes of the meeting held on May 10, 2017 are posted at the company website. Copies of the said minutes shall also be distributed to the stockholders before the meeting.

### **Message of the Chairman and Chief Executive Officer**

The Chairman and Chief Executive Officer, Mr. Nico Jose. S. Nollo do shall deliver his message to the stockholders of the company.

### **Annual Report of the President and Chief Operating Officer**

The President and Chief Operating Officer, Mr. Raymond Gerard S. Racaza shall deliver a report to the stockholders on the performance of the company in 2017. The audited financial statements as of December 31, 2017 shall be included in the Information Statement to be sent to the stockholders of record.

### **Election of Directors**

Any stockholder may submit to the Nomination Committee through the Investor Relations Officer, Ms. Erica Sarmiento-Lim (erica@xurpas.com), nominations to the Board no later than March 2, 2018.

The Nomination Committee will determine whether the nominees for directors have all the qualifications and none of the disqualifications to serve as members of the Board before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board will be provided in the Information Statement for examination by the stockholders.

### **Appointment of External Auditors**

The Audit Committee shall endorse to the stockholders the appointment of an external auditor for the current fiscal year. The profile of the external auditor will be included in the Information Statement to be sent to stockholders of record.