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## NOTICE OF 2020 ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of Xurpas Inc. will be conducted virtually through the Zoom Videoconference facility <https://zoom.us/j/97581721364> on November 27, 2020 at 9:00 o'clock in the morning with the following:

### AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Review and Approval of Minutes of the Previous Meeting held on May 7, 2020
4. Message of the Chairman
5. Annual Report of the President and Approval of the 2019 Audited Financial Statements
6. Election of Directors and Independent Directors
7. Appointment of External Auditor
8. Ratification of previous acts of the Directors and Management
9. Adjournment

In light of the current conditions and in support of the efforts to contain the outbreak of the Coronavirus Disease 2019 (Covid-19), Xurpas Inc. will **not** conduct a face-to-face or in person meeting. Subject to validation procedures, stockholders may attend the meeting *remotely*.

For **Registration** to participate and/or vote in absentia, please visit: <http://2020asmreg.xurpas.com>. Registration starts on October 31, 2020. Stockholders who will join by proxy may also visit and register in the same link. PSE Trading Participants / Brokers may also submit the following to the Corporate Secretary ([corpsec@xurpas.com](mailto:corpsec@xurpas.com)): (1) the list of stockholders (together with e-mail address of the stockholders) who have indicated that they wish to attend the meeting remotely and/or vote in absentia or through remote communication, with their e-mail address; (2) a certification on the number of the shares held by the said stockholder as of record date. **The Company is not soliciting proxies.**

Only stockholders of record at the close of business day on **October 23, 2020** are entitled to notice of meeting, attendance to the live webcast of the meeting, and to vote through remote communication or *in absentia*. **Attendance and Voting shall be subject to validation procedures.**

October 29, 2020



**ATTY. MARK S. GORRICETA**  
*Corporate Secretary, Chief Legal Officer and  
Chief Compliance Officer*

All submissions shall be subject to validation procedures of Xurpas. Deadline for Registration, Voting *in absentia* and Proxy Submission is on **November 20, 2020 5:00 PM**. Validation of all submitted ballots for the voting *in absentia* and proxies shall be done on **November 23, 2020**. The security code for the electronic stockholders' meeting for each registered stockholder shall be sent via e-mail on **November 25, 2020**. If you need any assistance, you may contact us at [corpsec@xurpas.com](mailto:corpsec@xurpas.com).

Access to Xurpas Inc.'s Notice and Agenda, Definitive Information Statement, Proxy and other documents required for the Annual Stockholders Meeting may be accessed through Xurpas' website at

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<http://www.xurpas.com>. You can also request for soft or hard copies of the meeting materials through an email request to [corpsec@xurpas.com](mailto:corpsec@xurpas.com).

Please submit all questions and comments to [corpsec@xurpas.com](mailto:corpsec@xurpas.com) on or before November 26, 2020, 12:00 p.m.

## EXPLANATION OF AGENDA ITEMS

### *Call to Order*

The Chairman will formally open the meeting at approximately 9:00 in the morning. Live Webcast of the Meeting will be accessible via <https://zoom.us/j/97581721364>. Stockholders who have registered via <http://2020asmreg.xurpas.com> will be given the security code through e-mail on November 25, 2020.

### *Certification on Notice and Quorum*

In light of the current conditions and in support of the efforts to contain the outbreak of Covid-19, Xurpas Inc. (the “**Corporation**”) shall distribute the Definitive Information Statement through (a) a disclosure with the Philippine Stock Exchange Electronic Disclosure Generation Technology (“PSE EDGE”); and (b) Xurpas’ website (<http://www.xurpas.com>).

In accordance with Section 23 and 57 of the Revised Corporation Code, and pursuant to SEC Memorandum Circular No. 6 series of 2020<sup>1</sup> which allow stockholders’ meetings to be conducted by way of remote communication or *in absentia* and voting exercised through remote communication or *in absentia*, the Company shall provide a link which will be accessed by the stockholders to participate and vote *in absentia* on the matters presented for resolution at the meeting.

Stockholders who will attend the meeting through remote communication or *in absentia* shall be deemed present for purposes of quorum. The Corporate Secretary shall also certify the existence of a quorum.

The following are the rules of conduct and procedure for the meeting:

1. Stockholders may attend the meeting remotely provided that they have submitted the registration requirements via <http://2020asmreg.xurpas.com> (“**Registration**”). The deadline for Registration is on **November 20, 2020, 5:00 P.M.**
2. Stockholders may also submit their proxies through <http://2020asmreg.xurpas.com>. The **deadline for submission of Proxy is on November 20, 2020, 5:00 P.M.** The validation of the proxies shall be conducted on **November 23, 2020.**
3. Questions and comments may be sent prior to or during the meeting at [corpsec@xurpas.com](mailto:corpsec@xurpas.com) and shall be limited to the items in the Agenda. Deadline for submission of questions and comments is on **November 26, 2020, 12:00 P.M.**
4. Stockholders who have registered to participate in the meeting by remote communication shall be included in determining quorum, together with the stockholders who voted *in absentia* and submitted their proxy.
5. Voting
  - 5.1. Stockholders may cast their votes by submitting their ballots via <http://2020asmreg.xurpas.com>.
  - 5.2. Stockholders may issue a Proxy authorizing the Chairman of the meeting to vote on their behalf via <http://2020asmreg.xurpas.com>.

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<sup>1</sup> Re: Guidelines on the attendance and participation of directors, trustees, stockholders, members, and other persons of corporations in regular and annual meetings through teleconferencing, video conferencing and other remote or electronic means of communication dated March 12, 2020.

6. The Corporate Secretary shall tabulate and validate all votes received on November 23, 2020.
7. The meeting proceedings shall be recorded in audio format and uploaded in Xurpas' website within seven (7) business days from the meeting.

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

The minutes of the meeting held on May 7, 2020 are attached in the Information Statement and posted at the company website.

#### ***Message of the Chairman***

The Chairman, Mr. Nico Jose S. Nolleto, shall deliver his message to the stockholders of the Company.

#### ***Annual Report of the President***

The President, Mr. Alexander D. Corpuz, shall deliver a report to the stockholders on the performance of the Company in 2019 and the first three (3) quarters of 2020. All other information that needs to be reported pursuant to the Revised Corporation Code shall likewise be presented by the President. Mr. Corpuz will present also to the stockholders for approval the 2019 Annual Report and Audited Financial Statements of the Company.

#### ***Election of Directors and Independent Directors***

The following have been nominated to the Board of the Company:

- (1) Nico Jose S. Nolleto
- (2) Alexander D. Corpuz
- (3) Fernando Jude F. Garcia
- (4) Wilfredo O. Racaza
- (5) Atty. Mercedita S. Nolleto
- (6) Jonathan Gerard A. Gurango, *Independent*
- (7) Imelda C. Tiongson, *Independent*
- (8) Bartolome S. Silayan, Jr., *Independent*

Every stockholder entitled to vote shall have the right to vote *in absentia* or by proxy the number of shares outstanding in his name at the time of the election. The stockholder may vote his shares for as many persons as there are directors to be elected.

#### ***Appointment of External Auditor***

Sycip Gorres Velayo & Co. (SGV & Co.) has been nominated as the Company's external auditor for the fiscal year 2020.

#### ***Ratification of previous acts of the Directors and Management***

All previous acts of the Board and Management for calendar year 2019 up to October 9, 2020 are provided in Annex K of the Information Statement. The foregoing matters will be subject to the ratification of the stockholders.

**The resolutions relating to (1) issuance of Xurpas Shares to Frederick Manunas, Benjamin Paul Bustamante Santos, James Buckley Jordan, Wavemaker Partners V LP and Wavemaker US Fund Management Holdings, LLC; and (2) purchase of Wavemaker Group Inc. were removed from the resolutions for ratification and will form part of the next stockholders' meeting.**

**XURPAS INC.**  
**2020 Annual Stockholders' Meeting**  
**November 27, 2020**

*Instructions for Attendance to the Stockholders' Meeting in absentia, Voting in Absentia and Submission of Proxy*



**Please prepare the following:**

1. Name, Valid E-mail Address, Contact Number
2. Valid Government-Issued Identification Card (ID)
3. Broker's Certification (if applicable)
4. Secretary's Certificate attesting to the authority of the Authorized Representative to act on behalf of the Corporation / Submit the Forms (for Corporate Shareholders)

Stockholders of Record as of October 23, 2020 are entitled to attend the virtual Stockholders' Meeting and Vote in Absentia. Register via <http://2020asmreg.xurpas.com>

**Registration and Voting starts on October 31, 2020. Deadline for Registration, Voting and/or Submission of Proxy is on November 20, 2020 5:00 PM.**



Registered Stockholders of Xurpas will receive their security code for the virtual Stockholders' Meeting via e-mail on November 25, 2020.

The meeting will be accessible (live) on November 27, 2020 at 9:00 AM via <https://zoom.us/j/97581721364>

**You may contact us at [corpsec@xurpas.com](mailto:corpsec@xurpas.com) if you need any assistance.**

In light of the current conditions and in support of the efforts to contain the outbreak of Covid-19, Xurpas Inc. will **not** conduct a face-to-face or in person meeting. The stockholders may attend the meeting *remotely* through a videoconference facility.

**XURPAS INC.  
REGISTRATION FORM,  
VOTING IN ABSENTIA AND/OR PROXY FORM**

To be accomplished via [2020asmreg.xurpas.com](http://2020asmreg.xurpas.com)

Registration Starts on October 23, 2020

**I. Registration**

| <b>For Individual Shareholder</b> | <i>Please fill up</i> | <b>For Corporate Shareholders</b> | <i>Please fill up</i> |
|-----------------------------------|-----------------------|-----------------------------------|-----------------------|
| Name                              |                       | Corporate Name                    |                       |
| Contact Number                    |                       | Name of Authorized Representative |                       |
| E-mail Address                    |                       | Contact Number                    |                       |
|                                   |                       | E-mail Address                    |                       |

|   |               |
|---|---------------|
| For Individual Stockholder: Valid Government-Issued Identification Card<br>For Corporate Shareholders: Valid Government-Issued Identification Card of the Authorized Representative | <i>Upload</i> |
| Broker's Certification ( <i>if applicable</i> )   | <i>Upload</i> |
| Secretary's Certificate ( <i>for Corporate Shareholders</i> )   | <i>Upload</i> |

|                    |   |
|--------------------|---|
| <b>(Yes or No)</b> | I hereby certify that I am a stockholder of Xurpas Inc. as of Record Date ( <b>October 23, 2020</b> ) and I signify my intention to attend the virtual stockholders' meeting on <b>November 27, 2020</b> at 9:00 AM. The instructions to attend the stockholders' meeting and security code will be sent to you in the e-mail address you have indicated herein on <b>November 25, 2020</b> . |
|--------------------|---|

**II. Voting in Absentia or Issuance of Proxy**

| <b>Please choose one (1)</b>  |  |
|---|--|
| <p><b>Voting in Absentia</b></p> <p><i>Please accomplish Ballot</i></p> | <p><b>Proxy</b></p> <p>I, being a stockholder of Xurpas Inc. constitutes and appoints the Chairman of the meeting to be my proxy, to represent and vote all shares registered in my name of, and which I beneficially own, at the annual meeting of the stockholders on November 27, 2020 at 9:00 a.m. and any adjournment(s) and postponement(s) thereof, hereby ratifying and confirming any and all actions taken on matters which may properly come before such meeting or adjournment(s) thereof.</p> |

**III. Ballot**

|    | <b>Matters for Approval</b>   | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|----|---|------------|----------------|----------------|
| 1. | Approval of Minutes of Previous Meeting held on May 7, 2020         |            |                |                |
| 2. | Annual Report and Approval of the 2019 Audited Financial Statements |            |                |                |
| 3. | Election of Directors and Independent Directors                     |            |                |                |
|    | • Nico Jose S. Nollo do   |            |                |                |
|    | • Alexander D. Corpuz.  |            |                |                |
|    | • Fernando Jude F. Garcia   |            |                |                |
|    | • Wilfredo O. Racaza  |            |                |                |
|    | • Atty. Mercedita S. Nollo do                                       |            |                |                |
|    | • Jonathan Gerard A. Gurango  |            |                |                |
|    | • Bartolome S. Silayan, Jr.   |            |                |                |
|    | • Imelda C. Tiongson  |            |                |                |
| 4. | Appointment of External Auditor                                     |            |                |                |
| 5. | Ratification of previous acts of the Directors and Management       |            |                |                |

| <b>Other Terms and Conditions</b>   |  |                       |
|---|--|-----------------------|
| (You will not be able to proceed with the submission if any item is left blank) |  |                       |
|   | I hereby certify that the number of votes covered by this Ballot shall be in accordance with the total number of Xurpas registered in my name as of record date.   |                       |
|   | In case of an account with <i>joint owners</i> , or an account in an <i>and/or capacity</i> , I hereby certify that I have secured the consent of all other owners in the submission of this Ballot.   |                       |
|   | In case of a corporate shareholder, I hereby certify that I am an authorized representative of the corporation and I am duly authorized to submit this Proxy.  |                       |
|   | If my shares are lodged with PDTC or registered under the name of a broker, bank or other fiduciary, I hereby authorize Xurpas Inc. or any of its duly authorized representative to request and secure the necessary certification from <i>PDTC or my broker</i> on the number of shares which are registered in my name as of record date and issue the said certification in accordance with this Form.  |                       |
|   | I further hereby certify that my Xurpas shares are lodged with the following brokers:  |                       |
|   | <b>Name of Broker</b>  | <b>Contact Person</b> |
|   |  |                       |
|   |  |                       |
|   |  |                       |
|   | Stockholder's data will be collected, stored, processed and used exclusively for the purposes of electronic registration, voting in absentia and/or submission of Proxy for the Electronic Stockholders' Meeting of Xurpas. In order to meet privacy obligations under the Data Privacy Act of 2012, Stockholder's registrations will be stored in accordance with the statutory retention periods. Detailed information of Xurpas' Data Privacy Policy is provided in <a href="http://www.xurpas.com">http://www.xurpas.com</a> . |                       |

Xurpas reserves the right to request a hard copy of the Registration Form with physical signatures from the stockholder, if necessary.



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By signing below, I hereby certify that any and all information contained in this Registration Form, or provided in connection herewith, is true and complete and that Xurpas may rely on the accuracy of any such information.

**Name and Signature of Stockholder**

**REMINDER:**

This Registration Form shall be accomplished and submitted **on or before November 20, 2020 5:00 p.m.** Stockholders may also accomplish this Registration Form and submit directly to [corpsec@xurpas.com](mailto:corpsec@xurpas.com) together with a valid government-issued identification card, certification from the Broker (for scripless shares) and Secretary's Certificate (for corporate shareholders). Validation of proxies shall be held on November 23, 2020. Security Code will be sent to the e-mail of the stockholders who have submitted their registration on November 25, 2020. Notarization of this Registration Form is not required.