

**XURPAS INC.**  
**Special Stockholders' Meeting**  
**May 7, 2020, 9:00 AM**

*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 December 13, 2019 are entitled to attend the virtual Stockholders' Meeting and Vote in Absentia. Register via <http://ssmreg.xurpas.com>.

For Proxy submissions by PSE Trading Participants, visit <http://ssmproxy.xurpas.com>

**Registration and Proxy Submission starts on April 6, 2020. Deadline for Registration and Submission of Proxy is on April 27, 2020, 5:00 PM.**



Xurpas will acknowledge receipt of your registration and submission. Within **seven business (7) days**, Xurpas will send an e-mail notification if your submission has been *Accepted* or *Denied*.

**Validation of Proxies is on April 30, 2020.**

Registered Stockholders of Xurpas will receive their security code for the virtual Stockholders' Meeting via e-mail on or before May 1, 2020.

The meeting will be accessible (live) on May 7, 2020 at approximately 9:00 AM via <http://ssmlivestream.xurpas.com>



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

In light of Presidential Proclamation No. 922 wherein the Philippine Government declared a State of Public Health Emergency throughout the Philippines due to Corona Virus (Covid-19), Xurpas will **not** conduct a face-to-face or in person meeting. The stockholders may attend the meeting *remotely* through <http://ssmlivestream.xurpas.com>

**NOTICE OF SPECIAL STOCKHOLDERS' MEETING**

NOTICE IS HEREBY GIVEN that the special meeting of stockholders of Xurpas Inc. (“Xurpas”) will be conducted virtually through <http://ssmlivestream.xurpas.com> on May 7, 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 November 8, 2019
4. Ratification of the approval on the Purchase of 100% interest in Wavemaker US Fund Management Holdings, LLC.
5. Approval on the Issuance of up to 1,706,072,261 new common shares (“**Subscription Shares**”) from the unissued authorized capital stock and listing of the Subscription Shares with the Philippine Stock Exchange
6. Election of Independent Directors
7. Amendment of By-Laws to allow electronic distribution of stockholders’ meeting materials, participation through remote participation or *in absentia* and voting *in absentia*
8. Other Matters
9. Adjournment

For **Registration** to participate and/or vote in absentia, please visit: <http://ssmreg.xurpas.com>. Registration starts on **April 6, 2020**. For **Proxy Submission** by PSE Trading Participants / Brokers, please visit <http://ssmproxy.xurpas.com>. Proxy submission starts on **April 6, 2020**.

Only stockholders of record at the close of business day on **December 13, 2019** 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.**

In light of Presidential Proclamation No. 922 wherein the Philippine Government declared a State of Public Health Emergency throughout the Philippines due to Coronavirus Disease (Covid-19), Xurpas will **not** conduct a face-to-face or in person meeting. Subject to validation procedures, stockholders may attend the meeting *remotely*.

Makati City, April 2, 2020.



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

Stockholders may participate by attending the meeting through remote communication or *in absentia*, by voting *in absentia*, and/or by appointing the Chairman of the meeting as their proxy. See links provided below:

<b>Registration and Voting in Absentia</b>	Registration starts on April 6, 2020.	<a href="http://ssmreg.xurpas.com">http://ssmreg.xurpas.com</a>
Submission of <b>Proxy</b> (PSE Trading Participants / Brokers)	Registration starts on April 6, 2020.	<a href="http://ssmproxy.xurpas.com">http://ssmproxy.xurpas.com</a>
Special Stockholders’ Meeting	Live on May 7, 2020, 9:00 A.M.	<a href="http://ssmlivestream.xurpas.com">http://ssmlivestream.xurpas.com</a>

**Registration and Proxy Submission starts on April 6, 2020.** All submissions shall be subject to validation procedures of Xurpas. Deadline for Registration, Voting *in absentia*, and Proxy Submission is on **April 27, 2020, 5:00 PM**. If you need any assistance, you may reach us at [corpsec@xurpas.com](mailto:corpsec@xurpas.com).

Validation of all submitted ballots for the voting *in absentia* and proxies shall be done on **April 30, 2020**. The link to the electronic stockholders’ meeting and security code for each registered stockholder shall be sent via electronic mail to the registered stockholder on or before **May 1, 2020**.

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Access to Xurpas' Notice and Agenda, Definitive Information Statement, Proxy and other documents required for the Special Stockholders may be accessed through Xurpas' website at <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).

## 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 is accessible via <http://ssmlivestream.xurpas.com> subject to validation procedures.

### ***Certification on Notice and Quorum***

Considering the current circumstances due to the Coronavirus Disease (Covid-19) pandemic, Xurpas Inc. (the "Corporation") shall distribute the Definitive Information Statement through (a) a disclosure with the Philippine Stock Exchange; 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 Corporation shall provide an *online web address* 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://ssmreg.xurpas.com> ("**Registration**"). Registration starts on April 6, 2020. The deadline for Registration is on **April 27, 2020, 5:00 P.M.**
2. The Company shall acknowledge receipt of the stockholders' submission and will inform the stockholder within seven (7) business days from submission through electronic mail whether his/her registration has been *accepted or declined*. A security code to access the Live Webcast of the Meeting shall also be sent to the registered stockholder on or before May 1, 2020.
3. Stockholders may also submit their proxies through <http://ssmreg.xurpas.com>. For PSE Trading Participants / Brokers, proxies may be submitted through <http://ssmproxy.xurpas.com>. The deadline for submission of Proxy is on April 27, 2020, 5:00 P.M. The validation of the proxies shall be conducted on April 30, 2020.
4. 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.
5. 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.
6. Voting
  - 6.1. Stockholders may cast their votes by submitting their ballots via <http://ssmreg.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 special meetings through teleconferencing, video conferencing and other remote or electronic means of communication dated March 12, 2020.

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6.2. Stockholders may issue a Proxy authorizing the Chairman of the meeting to vote on their behalf.

7. The Corporate Secretary shall tabulate and validate all votes received.
8. 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 November 8, 2019 are attached in the Information Statement and posted at the company website.

***Ratification of the approval on the purchase of 100% interest in Wavemaker US Fund Management Holdings, LLC.***

On November 6, 2019, the board of directors (the “**Board**”) of Xurpas approved the acquisition of 100% interest in a holding company - Wavemaker US Fund Management Holdings, LLC.

Wavemaker US Fund Management Holdings, LLC shall own majority interest in the following fund management entities: Siemer Ventures LLC, Wavemaker Partners LLC, Wavemaker Management LLC and Wavemaker Global Select, LLC. The approval by the Board on the purchase of Wavemaker US Fund Management Holdings, LLC is subject to the ratification of the stockholders.

***Approval on the Issuance of up to 1,706,072,261 new common shares (“Subscription Shares”) from the unissued authorized capital stock and listing of the Subscription Shares with the Philippine Stock Exchange***

On November 6, 2019, the Board of Xurpas approved the issuance of 1,706,072,261 common shares (“**Subscription Shares**”) in favor of Eric Manlunas, Paul Santos and James Jordan at a subscription price of Php0.10 per share (par value). The Subscription Shares will be issued out of the unissued authorized capital stock of Xurpas.

The Subscription Shares will need to be listed with the Philippine Stock Exchange. The issuance and listing of the Subscription Shares to be issued to Eric Manlunas, Paul Santos and James Jordan will form part of the Agenda and will be subject to the approval of the stockholders.

***Election of Independent Directors***

Mr. Bartolome Silayan, Jr. and Ms. Imelda C. Tiongson have been nominated as Independent Director for the ensuing year. The election of directors shall be by ballot and cumulative voting is allowed.

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.

***Amendment of Xurpas' By-Laws***

Pursuant to the Revised Corporation Code of the Philippines, the Corporation is securing the approval of its stockholders to amend its by-laws to allow (1) notice to stockholders be sent through electronic mail (or such other means as may be allowed by the SEC) (2) participate through remote communication or *in absentia*; and (3) vote through remote communication or *in absentia*.

**XURPAS INC.  
REGISTRATION FORM,  
VOTING IN ABSENTIA AND/OR PROXY**  
To be accomplished via <http://ssmreg.xurpas.com>  
Registration Starts on April 6, 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 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 would like to attend the virtual stockholders' meeting on May 7, 2020 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 or before May 1, 2020.
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**II. Voting in Absentia or Issuance of Proxy**

<b>Please choose one (1)</b>	
	<b>Voting in Absentia.</b> I will accomplish the ballot.
	<p><b>Proxy.</b> I am appointing the Chairman of the Meeting to be my Proxy and to vote in favor of all matters for approval.</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 special meeting of the stockholders on May 7, 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 November 8, 2019			
2.	Ratification of the approval on the Purchase of 100% Shareholdings in Wavemaker US Fund Management Holdings, LLC			
3.	Approval on the issuance of up to 1,706,072,261 new common shares ("Subscription Shares") from the unissued authorized capital stock and listing of the Subscription Shares with the Philippine Stock Exchange			

4.	Election of Independent Directors			
	a. Bartolome Silayan, Jr			
	b. Imelda C. Tiongson			
5.	Amendment of By-Laws to allow electronic distribution of stockholders' meeting materials, participation through remote participation or <i>in absentia</i> and voting <i>in absentia</i>			

<b>Other Terms and Conditions</b>								
	I hereby certify that I am a stockholder of Xurpas Inc. as of Record Date (December 13, 2019)							
	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 Proxy in accordance with this Form.							
	I further hereby certify that my Xurpas shares are lodged with the following brokers:							
	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Name of Broker</th> <th style="width: 25%;">Contact Person</th> <th style="width: 25%;">Contact Details</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>		Name of Broker	Contact Person	Contact Details			
Name of Broker	Contact Person	Contact Details						
	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 from the stockholder a hard copy of the Registration Form with a hand written signature, if needed.

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

Xurpas will send an e-mail to acknowledge receipt of your registration and submission. Xurpas will verify your registration and e-mail you if your registration has been accepted or denied within seven business (7) days from the email acknowledgment. **Validation of proxies shall be held on April 30, 2020. Notarization of this Registration Form is not required.**

This Registration Form shall be accomplished and submitted **on or before April 27, 2020 5:00 p.m.** A Stockholder 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 and Secretary's Certificate (for corporate shareholders).



**PROXY FORM**  
**To be accomplished by PSE Trading Participant or Broker**  
 via <http://ssmproxy.xurpas.com>  
 Proxy Submission Starts on April 6, 2020

This proxy is being solicited on behalf of the Company for voting at the Special Stockholders' Meeting to be held on May 7, 2020 at 9:00 AM via <http://ssmlivestream.xurpas.com> and at all adjournments thereof.

Corporate Name	
Name of Authorized Representative	
Contact Number	
E-mail Address	

Valid Government-Issued Identification Card of the duly authorized representative	<i>Upload</i>
Secretary's Certificate attesting to the authority of the representative to submit this Proxy	<i>Upload</i>

<b>Please check</b>	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 special meeting of the stockholders on May 7, 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.
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**I. Please choose one (1)**

	I hereby direct the Chairman to vote in favor of all matters for approval during the meeting.
	I hereby direct the Chairman to vote on the agenda items as I have expressly indicated in the Ballot

**II. Ballot**

	<b>Matters for Approval</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	Approval of Minutes of Previous Meeting held on November 8, 2019			
2.	Ratification of the approval on the Purchase of 100% Shareholdings in Wavemaker US Fund Management Holdings, LLC			
3.	Approval on the issuance of up to 1,706,072,261 new common shares (" <b>Subscription Shares</b> ") from the unissued authorized capital stock and listing of the Subscription Shares with the Philippine Stock Exchange			
4.	Election of Independent Directors			
	<b>b.</b> Bartolome Silayan, Jr			
	<b>c.</b> Imelda C. Tiongson			
5.	Amendment of By-Laws to allow electronic distribution of stockholders' meeting materials, participation through remote participation or <i>in absentia</i> and voting <i>in absentia</i>			

<b>Other Terms and Conditions</b>	
Indicate No. of Xurpas Shares covered by the Proxy	Kindly indicate the number of Xurpas shares covered by this Proxy
Please check if you agree	I have duly obtained the written consent of the beneficial shareholders in the issuance of this Proxy.



Please check if you agree	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>
Yes or No	I would like to attend the virtual stockholders' meeting on May 7, 2020 at 9:00 AM on behalf of the beneficial shareholder. 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 or before May 1, 2020.

Xurpas reserves the right to request from the stockholder a hard copy of the Registration Form with a hand written signature, if needed.

By signing below, I hereby certify that any and all information contained in this Proxy 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 Authorized Representative**

This proxy shall be accomplished electronically and submitted through <http://sssmproxy.xurpas.com> on or **before April 27, 2020 5:00** p.m. A Stockholder may also submit a copy of the Proxy Form and submit directly to [corpsec@xurpas.com](mailto:corpsec@xurpas.com) together with a valid government issued identification card of the Authorized Representative and Secretary's Certificate attesting to the authority of the representative to submit this Proxy.

**Validation of proxies shall be held on April 30, 2020. Notarization of this proxy is not required.**