

**MINUTES OF THE 2023 ANNUAL STOCKHOLDERS' MEETING OF
XURPAS INC.**

August 9, 2023 at 9:00 A.M.
Via Zoom Teleconference Facility

The 2023 Annual Stockholders' Meeting (the "**Meeting**") of **Xurpas Inc.** (the "**Corporation**") was held on August 9, 2023 at 9:00 A.M. via Zoom Teleconference Facility. The Chairman of the Meeting, Mr. Jonathan Gerard A. Gurango ("**Mr. Gurango**"), presided over the meeting.

Stockholders Present:

Total No. of Shares of Stockholders Present/Represented by Proxy: **1,189,239,866**

Percentage of Shares Present/Represented by Proxy: **58%**

Directors and Officers Present:

Jonathan Gerard A. Gurango	Chairman of the Board and Chief Executive Officer
Alexander D. Corpuz	President, Chief Finance Officer, and Chief Information Officer
Fernando Jude F. Garcia	Treasurer and Chief Technology Officer
Jose Vicente T. Colayco	Chief Operating Officer
Wilfredo O. Racaza	Director
Atty. Mercedita S. Nollo	Director
Imelda C. Tiongson	Lead Independent Director
Bartolome S. Silayan Jr.	Independent Director
Christopher P. Monterola	Independent Director
Atty. Mark S. Gorriceta	Corporate Secretary and Chief Legal Officer
Atty. Angela Sigrid J. Along	Chief Compliance Officer and Chief Risk Officer

Others Present:

The new nominee for director, Mr. Jonathan Juan DC Moreno, was present in the Meeting.

The representatives of SyCip Gorres Velayo & Co., the Corporation's external auditor, were also present in the Meeting.

I. CALL TO ORDER

Mr. Gurango called the Meeting to order. He welcomed the stockholders, members of the Board of Directors (the “**Board**”), and the officers of the Corporation to the 2023 Annual Stockholders’ Meeting.

Mr. Gurango informed the stockholders that the Meeting will be recorded.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary, Atty. Mark S. Gorriceta (“**Atty. Gorriceta**”), certified that the Notice of the time, date, mode of conduct and Agenda of the Meeting was sent through delivery by courier to stockholders of record, a disclosure via the PSE Edge Portal, and was made available on the Corporation’s website. He stated that the stockholders were notified of the meeting in accordance with the By-Laws and applicable rules of the Securities and Exchange Commission (“**SEC**”). He likewise certified that the Notice and Agenda were sent out at least twenty-one (21) days prior to the Annual Stockholders’ Meeting, in accordance with the requirements of the Revised Corporation Code.

The Notice to the stockholders provides that the stockholders may attend the meeting electronically. The stockholders were also notified that if they wish to cast their votes, they may vote through Proxy or in absentia through the ASM Registration Portal.

Further, Atty. Gorriceta certified that stockholders owning Fifty-Eight Percent (58%) of the total outstanding shares as of June 30, 2023 (“**Record Date**”) were present via remote communication or through proxy. Therefore, there was a quorum for the Meeting.

In this meeting, Xurpas engaged BDO Unibank Inc. to assist in the validation of proxy and counting of votes.

Upon certification by Atty. Gorriceta, Mr. Gurango announced that the Meeting was duly convened and ready to proceed with its business.

III. PROCEDURES FOR DISCUSSION AND VOTING

Mr. Gurango requested Atty. Gorriceta to explain the rules of conduct and voting procedure to facilitate the orderly flow of the Meeting.

Procedure for Discussion

Atty. Gorriceta explained that questions and comments may be sent prior to or during the meeting at corpsec@xurpas.com and shall be limited only to the items in the Agenda.

Atty. Gorriceta further explained that the questions or comments will be read aloud and addressed during the Question-and-Answer Period, which shall take place after all the matters for approval have been discussed. The Corporation will only read questions and comments which are relevant to the Agenda, and the Management will reply by electronic mail to questions and comments not taken up during the Meeting.

Procedure for Voting

Atty. Gorríceta proceeded to explain that each stockholder was given an opportunity to cast their votes by submitting their ballots via the ASM Registration Portal circulated by the Corporation. Stockholders may also participate in the voting by submitting a Proxy.

As disclosed in the Corporation's Definitive Information Statement, the deadline for the submission of the ballots and/or proxies was August 1, 2023, 5:00 p.m. The Corporation has already tabulated all votes last August 4, 2023. Atty. Gorríceta stated that it is assumed that all participants of the Meeting have already submitted their votes or proxies when they registered online.

Atty. Gorríceta then explained that each outstanding share of stock entitles the registered stockholder to one vote. For the election of directors, stockholders may (a) vote such number of shares for as many persons as there are directors to be elected; or (b) may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal; or (c) distribute them on the same principle among as many candidates as he/she shall see fit. The candidates receiving the highest votes will be declared elected.

Atty. Gorríceta added that the affirmative vote of at least majority of those present in the Meeting will be needed to approve each resolution.

The above voting process was also explained in the By-Laws and the Information Statement circulated by mail and made available through the PSE Edge Portal and the Corporation's website.

IV. REVIEW AND APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING HELD ON AUGUST 9, 2022

Mr. Gurango proceeded to discuss the first item on the agenda which is the approval of the minutes of the Annual Stockholders' Meeting held last year, August 9, 2022.

Atty. Gorríceta presented the number of stockholders present and represented, and the list of directors and officers who attended the previous stockholders' meeting. He also explained that the stockholders were given the opportunity to email their questions and comments. Questions and comments were read aloud and addressed during the Question-and-Answer Period, which took place after all matters for approval have been discussed.

Thereafter, Atty. Gorríceta explained that for the previous stockholders' meeting, each stockholder was given an opportunity to cast their votes by submitting their ballots via the online registration link circulated by the Corporation, and that stockholders may likewise participate in the voting by submitting a proxy. The deadline for the submission of the ballots and/or proxies was on August 1, 2022, 5:00 P.M. Consequently, the Corporation tabulated all votes on August 4, 2022.

The matters approved during the 2022 Annual Stockholders' Meeting are the following:

Description	# of Shares (For)	% of Total Outstanding Shares
Approval of the Minutes of the Annual Stockholders' Meeting held on August 11, 2021	1,219,336,758	59%
Approval of the 2021 Annual Report and Audited Financial Statements for the period ended December 31, 2021	1,219,336,758	59%
Election of Directors (Mr. Jonathan Gerard A. Gurango, Mr. Alexander D. Corpuz, Mr. Fernando Jude F. Garcia, Mr. Wilfredo O. Racaza, Atty Mercedita S. Nollado, Ms. Imelda C. Tiongson and Mr. Bartolome S. Silayan, Jr.)	1,219,336,758	59%
Appointment of External Auditor – SyCip Gorres Velayo & Co.	1,219,336,758	59%
Ratification of Previous Acts of Directors and Management (January 1, 2021 to June 20, 2022)	1,219,336,758	59%

Atty. Gorruceta also noted that an electronic copy of the minutes of the previous stockholders' meeting is available in the Corporation's website.

For the voting results, Atty. Gorruceta reported that at least 1,189,239,866 common shares or 100% of the total voting shares present or represented, voted in favor of the following resolution:

“RESOLVED, that the stockholders of Xurpas Inc. approve the minutes of the Annual Stockholders' Meeting held on August 9, 2022.”

Voting Results:

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,189,239,866	100%

V. MESSAGE OF THE CHAIRMAN

Mr. Gurango then proceeded to give his message.

Since assuming his leadership on June 6, 2022, Mr. Gurango was pleased to report on the following significant strides taken by the Corporation:

1. The Corporation's business focused on two integral aspects - staff augmentation through its "FlexIT" business unit, and its renowned custom software development arm, "Software

Builders." These two pillars formed the bedrock of the Corporation's accomplishments and laid the groundwork for its journey forward.

2. In the past year, the Corporation launched its inaugural new business unit - "X3." This bold venture propelled the Corporation into the realm of Web 3.0 development services, a domain underpinned by blockchain technologies. Through X3, the Corporation has positioned itself as a pioneer, steering the course of innovation and redefining the tech industry.
3. Building upon the above momentum, the Corporation also introduced another milestone - "Xurpas Software." This dynamic business unit is dedicated to delivering modern, business-friendly software products and services, built on next-generation ERP technologies. With Xurpas Software, the Corporation has embraced progress and empowered businesses to flourish amidst the ever-evolving landscape.
4. The Corporation expanded further as it embarked on an overseas expedition, sharing the ingenuity of Xurpas Enterprise and Xurpas Software beyond the Philippine borders. The Corporation's international endeavor commenced in Australia under the banner of "Xurpas Pty Ltd." This entity stands as a testament to the Corporation's commitment to enriching businesses worldwide with innovative solutions from the Philippines.
5. Embracing the wave of transformation, the Corporation also unveiled its latest achievement - "DSAI." This pioneering business unit specializes in software products and services harnessed by data science and artificial intelligence ("AI"), positioning Xurpas at the vanguard of a technological wave set to redefine businesses across the globe. DSAI showcases the Corporation's unwavering commitment to innovation and its ambition to shape the future of business.

Mr. Gurango proceeded to discuss that he is filled with immense pride and optimism for the trajectory of the Corporation, whose journey thus far has been marked by audacity, resilience, and an unwavering dedication to pushing boundaries.

Finally, Mr. Gurango shared his gratitude towards every shareholder, employee, partner, and stakeholder who has contributed to the Corporation's success, and expressed his confidence that Xurpas will continue to shine as a beacon of innovation and excellence.

VI. ANNUAL REPORT OF THE PRESIDENT AND APPROVAL OF THE 2022 AUDITED FINANCIAL STATEMENTS

Mr. Gurango then requested the President of the Corporation, Mr. Alexander D. Corpuz ("**Mr. Corpuz**"), to discuss the next item in the agenda which is the presentation of the Annual Report,

Mr. Corpuz proceeded to discuss the highlights and lowlights of the Corporation's 2022 Financial Performance.

Mr. Corpuz reported that overall, the revenues of the Corporation increased by 8%, which is the highest revenue attained since it pivoted and strengthened its enterprise business. Revenues from Enterprise Services increased by 43%. Moreover, there was a year-on-year increase in the revenues of the AllCare business. AllCare generated a 66% increase in revenues from PhP26 million in 2021 to PhP44 million in 2022.

He also shared another highlight for 2022, which was Xurpas' acceptance of the prestigious Golden Arrow Award on January 20, 2023 from the Institute of Corporate Directors ("**ICD**"). The award

recognizes outstanding publicly-listed companies in terms of corporate governance, transparency, accountability, and responsible business practices.

Mr. Corpuz also reported that there was an impairment of assets and goodwill from previous investments made by the Corporation, and uncontrollable and external factors arising from the deterioration in forex and crypto prices which significantly affected the Corporation's financial results in 2022.

Thereafter, Mr. Corpuz reported that the Corporation ended with a PhP227.32 million revenue as of the end of 2022, an 8% increase versus the PhP210.03 million revenue in 2021. The 8% increase is mainly due to the continuous growth of the Enterprise business by 43%. The Staff Augmentation business which comprises 70% of Enterprise revenues increased by 29%, which amounted to PhP117 million in 2022 from PhP91 million in 2021. Moreover, the Custom Development business which is 28% of Enterprise revenue, increased by 93% from PhP24 million to PhP46 million in 2021 and 2022, respectively. For the other business segments, there was a decrease in revenues of 61% and 16% for Mobile Consumer Services and Other Services, respectively, compared to the prior period. The Mobile Consumer business segment was de-prioritized, while other services decreased due to the suspension of the benefits segment of Storm, even as the AllCare business, had a year-on-year growth of 66% in 2022.

Mr. Corpuz proceeded to explain that there was an increase in gross profit of 56% ending at PhP57.53 million as of 2022, from the PhP37.22 million gross profit in 2021. There was a net loss of PhP75.86 million, which is a 190% decrease from the PhP26.16 million loss during the same period of the previous year. This was caused by the following:

- increase in salaries due to additional management and increase in manpower. In total, there was an increase from 155 FTE in 2021 to 179 FTE by the end of 2022, which the Management deemed as a necessary growth expense;
- increase in 2022 General and Administrative Expenses due to one-time, non-recurring, and non-operating expenses which included impairment of goodwill and assets on previous investments, and write-off of some receivables; and
- deterioration of the peso against USD and SGD.

Mr. Corpuz also reported that as of year end 2022, there was a deterioration on the total comprehensive loss of PhP122.79 million from the PhP12.56 million total comprehensive loss in 2021. This was due to the deterioration of the peso against the USD and SGD. Likewise, the tremendous drop in BTC and ETH prices caused the substantial comprehensive loss.

First Quarter 2023 Financial Performance Highlights

Mr. Corpuz also reported on the Corporation's financial performance for the first quarter of 2023 ("Q12023"). At the end of Q12023, the Corporation ended with a PhP46.31 million revenue, a slight 3% decrease in revenues from PhP47.70 million during the first quarter of 2022 ("Q12022"). This was mainly because of the decrease in revenues under the de-prioritized Mobile Consumer Services which dropped by 79% in Q12023 compared to the same period last year. On the other hand, Mr. Corpuz explained that there were increases in revenues for the Enterprise Services and Other Services by 6% and 21%, respectively, due to the growth of the Custom Software Development and the AllCare business.

There was an increase in gross profit by 44% ending at PhP12.25 million as of Q12022 from the PhP8.49 million gross profit in the first quarter of 2021 (“**Q12021**”). Further, there was a net loss of PhP13.90 million, which is a 173% deterioration from the PhP5.08 million loss of the same period, the previous year. This net loss was due to the following:

- increase in salaries and wages due to additional manpower and management which the Management considered as growth expenses;
- increase in AllCare’s cost of sales caused by higher utilization of members’ claims and benefit; and
- the Company’s equity in the losses of its affiliates.

At the end of Q12023, Mr. Corpuz reported that the total comprehensive income amounted to PhP 1.11 million from the PhP15.81 million total comprehensive loss of Q12022 – showing a 107% improvement. This improvement was due to the increase in the prices of BTC and ETH, and gain recognized from the cumulative translation adjustment.

Thereafter, Mr. Corpuz shared significant events for the Corporation in 2023, as follows:

a. Geographical, Operational and Product Expansion

1. Xurpas Australia was established on July 2023 to offer enterprise products and services to the Australian and New Zealand markets;
2. Xurpas Software Inc. established on April 2023 to offer business solutions (ERP, HR) which will propel companies towards its digital transformation initiatives; and
3. The Corporation has also established dedicated business units focused on exploring emerging technologies such as AI and blockchain. The Corporation is developing customized AI applications and integrations that can provide businesses with valuable insights, streamline processes, and enhance overall efficiency across various industries.

b. Sale of Altitude assets/business

Documents relating to the sale by Altitude of its assets/business was signed on April 8, 2023. The sale is consistent with the Corporation’s desire to streamline its operations and prioritize its core businesses. The proceeds of the sale, once distributed to Xurpas, will also bring additional cash flow that would allow the Corporation to invest on its focused businesses and pursue new growth opportunities.

c. Conversion of ₱136 million shareholder advances to equity

1. The Memorandum of Agreement (“**MOA**”) between the Founders and the Corporation was signed on June 30, 2023. Conversion price was agreed by the parties on July 28, 2023; for which a fairness opinion was issued by Isla, Lipana, & Co. (PwC). The Deed of Assignment of Advances was also signed on same date;
2. The Corporation shall issue 455,068,753 common shares to the Founders upon receipt of approval of the SEC; and
3. The Company shall also submit an application for additional listing of the shares with the PSE.

Sustainability Report

Given the need to operate in a sustainable manner, Mr. Corpuz explained that the Corporation has become conscious of activities within the organization that have economic, environmental, and social impacts. The material topics included in the Sustainability Report are limited to the operational matters that have a direct and significant effect to the Corporation’s sustainability and the interest of its identified stakeholders (*i.e.*, shareholders, employees, customers and suppliers).

As an Information Technology (“IT”) company, the main contribution of the Corporation to sustainability is the provision of digital transformation through its technical capabilities. As an IT company, the effects of the Corporation’s operations mainly affect the economic and social aspects of sustainability.

The Corporation’s Sustainability Report for the reporting period ended December 31, 2022 was attached to its Annual Report, and can be accessed through the PSE Edge or the Corporation’s website.

Risk Management and Internal Control

Further, the Board is responsible for the Corporation’s Risk Management and Internal Control System and for reviewing its adequacy and integrity.

In establishing and reviewing the risk management and internal control system, the Board considers the materiality of relevant risks and the likelihood of losses to be incurred and the cost of control. The purpose of this risk management and internal control system is to **manage and minimize** rather than eliminate the risk of failure to achieve the Corporation’s objectives. There is no assurance against risk of material losses.

The Board conducts a periodic review of the effectiveness of risk management and internal control processes. The Board views that there is adequate risk management and internal control system in place.

Thereafter, Atty. Gorriceta reported that at least 1,189,239,866 common shares or 100% of the total voting shares present or represented, voted in favor of the following resolution:

“RESOLVED, that the stockholders of Xurpas Inc. (the “Corporation”) note the Corporation’s Annual Report and approve the Consolidated Audited Financial Statements of the Corporation as of December 31, 2022, as audited by SyCip Gorres Velayo & Co.”

Voting Results:

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,189,239,866	100%

VII. AMENDMENT OF BY-LAWS

Mr. Gurango then discussed the next item on the agenda which is the amendment of the Corporation's By-Laws.

Mr. Gurango proceeded to explain that on May 11, 2023, the Board approved the amendment to the By-Laws, which was the deletion of Article V, Section 2(a) to remove from the functions of the President the power to preside at the meetings of the stockholders and renumbering of the enumeration of the functions of the President.

The Board approved the amendment to reconcile Article V Section 2 with Article II Section 6 which states that the meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, by a chairman to be chosen by the stockholders.

For the voting results, Atty. Gorriceta reported that at least 1,189,239,866 common shares or 100% of the total voting shares present or represented, voted in favor of the following resolution:

“RESOLVED, that the stockholders of Xurpas Inc. (the “Corporation”) approve the following amendments to the By-Laws: Article V, Section 2.”

Voting Results:

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,189,239,866	100%

VIII. ELECTION OF DIRECTORS AND INDEPENDENT DIRECTORS

Mr. Gurango then proceeded to discuss the next item on the agenda which is the election of directors and independent directors of the Corporation.

Atty. Gorriceta proceeded to report that the Corporation's Nomination Committee pre-screened and accepted the nominations for the following directors:

1. Jonathan Gerard A. Gurango
2. Alexander D. Corpuz
3. Fernando Jude F. Garcia
4. Wilfredo O. Racaza
5. Imelda C. Tiongson, *Independent*
6. Bartolome S. Silavan, Jr., *Independent*
7. Christopher P. Monterola, *Independent*
8. Jonathan Juan DC. Moreno, *Independent*

Atty. Gorriceta explained that all nominees possessed all the qualifications and none of the disqualifications under the Corporation’s By-Laws and Manual on Corporate Governance and are eligible to be nominated and elected as directors of the Corporation.

The qualifications of the directors and independent directors are also provided in the Information Statement which was disclosed through the PSE Edge portal and posted on the Corporation’s website. The qualifications of the nominees were also flashed on the screen during the Meeting.

Atty. Gorriceta then reported that in terms of compensation, the directors shall receive a standard per diem of PhP20,000.00 for every meeting attended, which may be adjusted, as decided by the Personal and Compensation Committee. Non-executive directors have no compensation aside from their per diem, while directors who hold executive positions receive compensation in addition to their per diem. The compensation of the directors is reflected in the Corporation’s Definitive Information Statement.

Atty. Gorriceta also presented the attendance of the Board members for meetings held during the calendar year 2022.

Based on the tabulation of votes, each of the eight nominees has garnered at least 1,189,239,866 common shares or 100% of the total voting shares present or represented in the Meeting.

Atty. Gorriceta then stated that stockholders holding at least 58% of those present in the Meeting approved the following resolution:

“**RESOLVED**, that the stockholders of Xurpas Inc. (the “Corporation”) elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

- Jonathan Gerard A. Gurango
- Alexander D. Corpuz
- Fernando Jude F. Garcia
- Wilfredo O. Racaza
- Imelda C. Tiongson (Independent Director)
- Bartolome S. Silayan, Jr. (Independent Director)
- Christopher P. Monterola (Independent Director)
- Jonathan Juan DC Moreno (Independent Director)

Voting Results:

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,189,239,866	100%

IX. APPOINTMENT OF THE EXTERNAL AUDITOR

Mr. Gurango moved on to discuss the next item in the agenda which is the appointment of the Corporation's External Auditor. The Audit Committee has evaluated the performance of the Corporation's current External Auditor, Sycip Gorres Velayo & Co., which has been the Corporation's External Auditor since 2008. Since 2017, the audit partner for the Group is Mr. Dolmar C. Montañez ("Mr. Montañez"). Mr. Montañez is also the recommended partner-in-charge for calendar year 2023.

Based on the recommendations of the Audit Committee, the Board has agreed to endorse the appointment of Sycip Gorres Velayo & Co. as the External Auditor of the Corporation for the current fiscal year for an audit fee of PhP3.23 million.

Representatives of Sycip Gorres Velayo & Co. were also present in the Meeting should there be any questions from the stockholders.

Thereafter, Atty. Gorríceta reported that at least 1,189,239,866 common shares or 100% of the total voting shares present or represented, voted in favor of the appointment of Sycip Gorres Velayo & Co. (SGV) as the External Auditor of the Corporation by adopting the following resolution:

"RESOLVED, that the stockholders of Xurpas Inc. approves the appointment of SyCip Gorres Velayo & Co. as the Corporation's External Auditor for the year 2023."

Voting Results:

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,189,239,866	100%

X. RATIFICATION OF PREVIOUS ACTS OF THE DIRECTORS AND MANAGEMENT

The next item in the agenda was the ratification of all previous acts of the Directors and Management from August 5, 2022 to May 15, 2023. These are attached in the Information Statement ("Annex G") and disclosed in the PSE Edge Portal and posted on the Corporation's website.

All items approved by the Board during the above period was flashed on the screen during the Meeting for everyone's reference.

For the voting results, Atty. Gorríceta certified that at least 1,189,239,866 common shares or 100% of the total voting shares present or represented ratified all previous acts of the Board and Management from August 5, 2022 to May 15, 2023 by adopting the following resolution:

"RESOLVED, that the stockholders of Xurpas Inc. ratify all actions of the Directors and Management from July 7, 2022 to May 30, 2023."

Voting Results:

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,189,239,866	100%

XI. APPROVAL OF THE LISTING OF ADDITIONAL COMMON SHARES

Mr. Gurango proceeded to discuss the next item on the agenda which is the approval of the listing of additional common shares of the Corporation.

Mr. Gurango explained that on June 30, 2023, the Board approved the conversion of advances and subsequent issuance of common shares to Mr. Fernando Jude F. Garcia (“**Mr. Garcia**”) and Mr. Nico Jose S. Nollo do (“**Mr. Nollo do**”). The total amount of advances to be converted into equity is at Php136,520,626.35. The conversion price per share as endorsed by the Audit Committee, approved by the Board, and agreed by the parties is PhP0.30.

Mr. Gurango further reported that the number of common shares to be issued to Mr. Garcia and Mr. Nollo do are 455,068,753 common shares, or 18.13% of the new total issued and outstanding shares. The shares will only be issued to the subscribers upon the Corporation’s receipt of SEC’s confirmation of valuation. He also stated that the conversion to equity is expected to result in an improvement in the Corporation’s balance sheet.

For the voting results, Atty. Gorriceta certified that at least 1,189,239,866 common shares or 100% of the total voting shares present or represented approved the following resolution:

“**RESOLVED**, that the stockholders of Xurpas Inc. approve the listing of 189,729,880 common shares and 265,338,873 common shares to be issued to Mr. Fernando Jude F. Garcia and Mr. Nico Jose S. Nollo do, respectively.”

Voting Results:

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,189,239,866	100%

XII. QUESTION AND ANSWER

Mr. Gurango then announced that the Board will proceed to answer the questions raised by the stockholders.

- a) **What will be the use of proceeds for the conversion of advances to equity that was recently disclosed by the company?**

Mr Corpuz responded that there are no proceeds from the conversion transaction. The transaction is simply a conversion of the advances made by Mr. Nolloedo and Mr. Garcia between 2017 – 2019 to more equity or additional shares in the Corporation. This transaction reclassifies portion of the advances into shareholders' equity in the balance sheet which will strengthen the Corporation's financial position.

b) What are the new and innovative products and services to be offered by Xurpas?

Mr. Corpuz answered that echoing the Chairman's message, the new and innovative products and services to be offered by the Corporation are the following; (1) Web 3.0 development services built primarily on blockchain technologies, (2) business-friendly software products and services built on next-generation ERP technologies, and (3) software products and services built on data science and AI.

No other questions were raised by the attendees of the Meeting.

XIII. ADJOURNMENT

There being no further business to discuss, the 2023 Annual Stockholders' Meeting was adjourned.

Prepared by:

ATTY. MARK S. GORRICETA
Corporate Secretary

Attested by:

JONATHAN GERARD A. GURANGO
Chairman of the Meeting