

PART 1
INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1: Date, Time and Place of Meeting of Security Holders:

Date of meeting : **July 21, 2023**
Time of meeting : **4:00 pm**
Place of meeting : **Virtually with the proceedings livestreamed and voting conducted by proxy or *in absentia***
Approximate mailing date of this statement : **June 30, 2023**
Registrant's mailing address : **9/F, Grepalife Building
221 Sen. Gil J. Puyat Avenue
Makati City, Metro Manila, Philippines**

There will be no physical venue for the meeting. It will instead be held virtually in view of the continuing effect of the COVID-19 pandemic, as guided by and in observance of Proclamation No. 1218, which extended the period of the State of Calamity throughout the Philippines until September 12, 2022. The link to the meeting will be provided to stockholders of record who register to confirm their attendance. Actual proceedings shall be livestreamed, and voting will be conducted by proxy or through remote communication or *in absentia*. Pursuant to the alternative mode of distributing and providing copies of the notice of the Annual Stockholders' Meeting as provided for in the Securities and Exchange Commission's NOTICE dated March 13, 2023, the notice to Stockholders shall be published in the business section of two (2) newspapers of general circulation, in print and online format, for two (2) consecutive days beginning June 29, 2023. Electronic copies of the Information Statement and the Management Report and the SEC Form 17-A and other pertinent documents will be made available on the (a) Company's website and (b) PSE Edge.

Voting by proxy or through remote communication or *in absentia* shall be adopted. In all items for approval, each voting share entitles its registered owner as of Record Date to one (1) vote.

In the case of the election of Directors, each shareholder may vote such number of shares for as many persons as there are directors to be elected or he may accumulate the aforesaid shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle among as many nominees as he shall see fit; provided that, the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the total number of directors to be elected.

All votes submitted through proxy or voting by remote communication or *in absentia*, within the period indicated in the Notice will be counted and tabulated by the Office of the Corporate Secretary and the results will be validated by the RCBC Stock Transfer Office.

Item 2: Dissenters' Right of Appraisal

Pursuant to Title X, Section 80 of the Revised Corporation Code of the Philippines (the "Revised Corporation Code"), a stockholder shall have the right to dissent and demand payment of the fair value of his/her shares in the following instances:

- a. In case an amendment to the Corporation's articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- b. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
- c. In case of merger or consolidation; and
- d. In case of investment of corporate funds for any purpose other than the primary purpose of the Corporation.

A stockholder who shall have voted against a proposed corporate action may seek payment of the value of his/her shares by submitting to the Corporation a written demand for such payment within thirty (30) days after the vote was taken. Failure to make such demand within the said period shall be deemed as a waiver of the stockholder's appraisal right. The failure of a dissenting stockholder to submit his/her certificates of stock with the Corporation (for notation that such are dissenting shares) within ten (10) days after the required written demand has been made shall also be deemed as a waiver of the dissenting stockholder's appraisal right.

If, within sixty (60) days from the approval of the corporate action by the stockholders, the dissenting stockholder and the Corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after the same is made.

Upon payment of the value of his/her shares, the dissenting stockholder shall forthwith transfer his shares to the Corporation. However, no payment shall be made to any dissenting stockholder unless the Corporation has retained earnings in its books to cover such payment.

A dissenting stockholder's demand for payment may not be withdrawn unless the Corporation consents thereto. If, however, such demand is withdrawn with the Corporation's consent, or if the proposed corporate action is abandoned, rescinded or disapproved, or if it is determined that the stockholder is not entitled to the appraisal right, then the right of the stockholder to be paid the fair value of his/her shares shall cease, the status of the stockholder shall be restored, and all dividends which would have accrued on the shares shall be paid to the stockholder.

There are no corporate matters in the Agenda for the annual meeting that will entitle dissenting stockholders to exercise their right of appraisal as provided in the Title X of the Revised Corporation Code.

Item 3: Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- a) No current director or officer of the Company, or nominee, for election as directors of the Company or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than the election to office.
- b) No director has informed the Company in writing that he intends to oppose any action to be taken by the registrant at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4: Voting Securities and Principal Holders Thereof

(a) Class of Voting shares as of April 30, 2023:

Common Stocks	776,465,281 shares
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Each common share of the Company's capital stock is entitled to one (1) vote at the Annual Stockholders' Meeting.

(b) Record Date: June 21, 2023

Only stockholders of record at the close of business on **June 21, 2023** are entitled to vote at the meeting either in person or by proxy.

(c) Election of Directors and Cumulative Voting Rights

In all items for approval except election of directors, each share of stock entitles its registered owner to one (1) vote.

In case of election of Directors, each stockholder may vote the number of shares of stock standing in his own name as of the record date of the meeting for as many persons as there are directors to be elected or he 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 he may distribute them on the same principle among as many candidates as he shall see fit; Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Corporation multiplied by the whole number of directors to be elected.

Security Ownership of Certain Beneficial Owners and Management

1. Owners of more than 5% of voting securities as of April 30, 2023.

COMMON STOCK

SHARE CLASS	NAME AND ADDRESS OF RECORD OWNER	NAME OF BENEFICIAL OWNER & RELATIONSHIP WITH RECORD OWNER	CITIZENSHIP	NUMBER OF SHARES BENEFICIALLY OWNED	% OF TOTAL
Common	PAN MALAYAN MANAGEMENT & INVESTMENT CORPORATION 48/F, Yuchengco Tower, RCBC Plaza, 6819 Ayala Ave., Makati City <i>Principal Stockholder</i>	Ms. Helen Y. Dee <i>Chairperson</i> is authorized to direct voting of the shares held by Pan Malayan Management & Investment Corporation	Filipino	397,166,269*	51.15%
Common	ESTATE OF ALFONSO T. YUCHENGCO 48/F, Yuchengco Tower, RCBC Plaza, 6819 Ayala Ave., Makati City <i>Principal Stockholder</i>	Ms. Helen Y. Dee <i>In her capacity as Administrator</i> is authorized to direct voting of the shares held the Estate of Alfonso T. Yuchengco	Filipino	90,123,082	11.61%
Common	RCBC SECURITIES, INC. 7/F Yuchengco Tower, RCBC Plaza, 6819 Ayala Ave., Makati City	Mr. Raul M. Leopando <i>Nominee</i> Mr. Raul Ruiz <i>VP - Research</i> are authorized to direct voting of the shares held by RCBC Securities	Filipino	264,154,263**	34.02%
Common	BPISECURITIES CORPORATION 8/F BPI Head Office Bldg., Ayala Ave., cor. Paseo de Roxas Makati City	Mr. John Kennard T. Fajardo <i>Nominee</i> is authorized to direct voting of the shares held by BPI Securities Corporation	Filipino	46,487,100	5.99%
Common	GPL Holdings, Inc.	Ms. Helen Y. Dee <i>President</i> is authorized to direct voting of the shares held by GPL Holdings, Inc.	Filipino	45,670,360	5.88%

* Represents direct and indirect ownership.

** Includes indirect holdings of Pan Malayan Management & Investment Corporation, Estate of Alfonso T. Yuchengco and GPL Holdings, Inc.

There are no arrangements that may result in change in control.

Among the above shareholders owning more than 5% of the Company's capital stock, no one has purchase shares of the Company in the past two years.

2. Security Ownership of Management

Securities beneficially owned by the directors, nominees, officers, other than qualifying shares, as of April 30, 2023 according to the records of its stock and transfer agent, Rizal Commercial Banking Corp. (RCBC):

NAME OF BENEFICIAL OWNER	CITIZENSHIP	NATURE OF OWNERSHIP	SHARES OWNED	% OF CLASS
Ms. Helen Y. Dee	Filipino	Direct	1,125,345	0.1449%
		Indirect	770,780	0.0993%
Mr. John Mark S. Frondoso	Filipino	Direct	5	0.0000%
Mr. Francisco H. Licuanan III	Filipino	Direct	500	0.0001%
Mr. Lorenzo Andres T. Roxas	Filipino	Direct	5	0.0000%
Mr. Medel T. Nera	Filipino	Direct	5	0.0000%
Dr. Roberto F. de Ocampo	Filipino	Direct	5	0.0000%
Atty. Wilfrido E. Sanchez	Filipino	Direct	5	0.0000%
Mr. Juan B. Santos	Filipino	Direct	5	0.0000%
Mr. Lorenzo V. Tan	Filipino	Direct	5	0.0000%
Mr. Gil A. Buenaventura	Filipino	Direct	5	0.0000%
Ms. Yvonne S Yuchengco	Filipino	Direct	45	0.0000%
		Indirect	147,210	0.0190%
Sub-Total			2,043,920	0.2632%
Total Common Shares			776,465,281	100%

None of the officers have direct or indirect shares other than those mentioned above.

Changes in Control

There had been no change in control in the Company that had occurred since the beginning of last year.

Voting Trust Holders of 5% And More

There are no shareholdings holding any Voting Trust Agreement or any such similar agreement.

Ownership of Foreigners Per Class

As of April 30, 2023, there are 15,775,891 shares or 2.03% of the common stock that are held by foreigners.

Item 5: Directors and Executive Officers

The Company's Board of Directors ("BOD") has eleven (11) members elected by and from among the stockholders. The Board is accountable for providing overall management and direction of the firm. Board meetings are held on a regular basis or as often as required to discuss HI's operations, business strategy, policies, and other corporate matters. A brief background on each member of the board is provided in the succeeding pages.

The following are the names, ages, positions, and period of service of all incumbent directors, executive officers, and all persons nominated or chosen to become such:

DIRECTORS		
Name	Position	Length of Service
Ms. Helen Y. Dee	Chairperson	20 Years
Mr. Lorenzo V. Tan	Director President & CEO	6 Years as Director 4 Years President & CEO
Mr. Medel T. Nera	Director	11 Years
Atty. Wilfrido E. Sanchez	Director	22 Years
Mr. Gil A. Buenaventura	Director	3 Years
Ms. Yvonne S Yuchengco	Director	21 Years
Mr. Lorenzo Andres T. Roxas*	Director	3 Years

*Withdrew from re-election.

INDEPENDENT DIRECTORS		
Name	Position	Length of Service
Dr. Roberto F. de Ocampo	Director	22 Years
Mr. John Mark Frondoso	Director	6 Years
Mr. Francisco H. Licuanan III	Director	17 Years
Mr. Juan B. Santos	Director	8 Years
Carlos G. Dominguez III	Nominee	-

EXECUTIVE OFFICERS			
Name	Position	Age	Citizenship
Ms. Helen Y. Dee	Chairperson	78	Filipino
Mr. Lorenzo V. Tan	President & CEO	61	Filipino
Ms. Gema O. Cheng	EVP – COO, CFO & Treasurer	58	Filipino
Mr. Alexander Anthony G. Galang	FSVP - Chief Audit Executive	62	Filipino
Mr. Joselito D. Estrella	SVP – Chief Information Officer	58	Filipino
Mr. Philippe John S. Fetalvero	SVP – Operations Head, Cars Division	54	Filipino
Ms. Ruth C. Francisco	SVP – Chief Risk Officer	59	Filipino
Ms. Ma. Esperanza F. Joven	FVP – Finance	52	Filipino
Ms. Ma. Elisa E. De Lara	FVP – Internal Audit	53	Filipino
Ms. Maria Teresa T. Bautista	VP – Corporate Controller	50	Filipino
Ms. Chona B. Cacho	VP – IT Audit Cluster	39	Filipino
Ms. Sonia P. Villegas	VP – Human Resources and Admin	54	Filipino
Atty. Lalaine P. Monserate	VP – Legal & Compliance Officer	59	Filipino
Mr. Gerard G. Magadia	VP – GM, Procurement Shared Services	50	Filipino
Mr. Julio Jude Teodoro D. Montinola	VP – Property	53	Filipino
Atty. Samuel V. Torres	Corporate Secretary	58	Filipino
Atty. Ma. Elvira Bernadette G. Gonzalez	Asst. Corporate Secretary	46	Filipino

POSITION AND BACKGROUND WITHIN THE LAST 5 YEARS

HELEN Y. DEE, 78 years old, Filipino, has been **Chairperson of the Board** since 2001 to present. She was also President and CEO of the company from 2001-2011. She is currently serving as **Chairperson** of EEI Corporation, House of Investments, Inc., PetroEnergy Resources Corporation, Rizal Commercial Banking Corporation, all of which are PSE-listed companies. She is the **Chairperson, Vice Chairperson** or a **Director** of several companies engaged in banking, insurance, and real property businesses. *Educational Background:* Ms. Dee received her Master's Degree in Business Administration from De La Salle University.

LORENZO V. TAN, 61, Filipino, is a **Director** and the **President & CEO** of the Company. Mr. Tan is currently serving as **Director** of Smarts Communications, Inc., Digital Telecommunications, EEI Corp., Sunlife Grepa Financial, Inc., iPeople Inc., Malayan Insurance Company, Inc., Manila Memorial Park Cemetery, Inc., PetroEnergy Corporation, Philippine Realty and Holding Corporation (Philrealty), Hi-Eisai Pharmaceutical, Inc., and Honda Cars Philippines and Isuzu Manila, Inc.; **Director, President and CEO** of RCBC Realty Corporation and San Lorenzo Ruiz Investment Holdings and Services, Inc. He is also on the **Board of Adviser** of Alphaland Development Corporation. He holds the **Vice Chairmanship** of the Pan Malayan Management and Investment Corporation (PMMIC), and TOYM Foundation; **Member of the Board of Trustees** at De La Salle Zobel. *His past experiences include:* **President and CEO** of Rizal Commercial Banking Corporation. Prior to that, he also served as the **President and CEO** of Sun Life of Canada (Philippines), Inc., the Philippine National Bank, and the United Coconut Planters Bank; **Managing Director** of Primeiro Partners, Inc.; **Chairman** of Asian Bankers Association; **President** of Bankers Association of the Philippines (BAP). As BAP president, he

led the Association in representing the BAP in the ASEAN Bankers Association (ABA), composed of the national banking associations from the 10-member countries in the Association of Southeast Asian Nations (ASEAN). **Educational Background:** Certified Public Accountant in Pennsylvania, USA and in the Philippines. Mr. Tan graduated from De La Salle University with a Bachelor of Science degree in Accounting and Commerce, and holds a Master in Management degree from the J.L. Kellogg Graduate School of Management, Northwestern University.

YVONNE S. YUCHENGCO, 69, Filipino, is a **Director** from 1999-2006, 2008 to present. She is also the **Chairman and President** of Philippine Integrated Advertising Agency, Inc., Y Tower II Office Condominium Corp., Yuchengco Tower Office Condominium Corp. and Royal Commons, Inc.; **Chairman** of Y Realty Corporation; **Vice Chairperson** of National Reinsurance Corp. of the Philippines and Malayan Insurance Co., Inc.; **Director, Treasurer and CFO** of Pan Malayan Management & Investment Corp.; **Director and President** of Alto Pacific Corporation, MICO Equities, Inc. and RCBC Land, Inc.; **Director and Treasurer** of Water Dragon, Inc., HI Cars, Inc., Malayan High School of Science, Inc., Mona Lisa Development Corp., Petro Energy Resources Corp., Mayahin Holdings Corporation and Pan Malayan Realty Corp.; **Director and Vice-President** of AY Holdings, Inc.; **Trustee and Chairperson** of The Malayan Plaza Condominium Owners and Yuchengco Museum, Inc.; **Director** of Annabelle Y. Holdings & Management Corporation, A.T. Yuchengco, Inc., Enrique T. Yuchengco, Inc., DS Realty, Inc., GPL Holdings, Inc., HYDee Management & Resources Corp., iPeople inc., La Funeraria Paz-Sucat, Inc., Luisita Industrial Park Corp., Malayan International Insurance Corp., Manila Memorial Park Cemetery, Inc., MPC Investment Corporation, Pan Malayan Express, Inc., Seafont Resources Corp., Shayamala Corporation, YGC Corporate Services, Inc. and Asia-Pac Reinsurance Co., Ltd.; **Trustee** of Avignon Tower Condominium Corporation, Phil-Asia Assistance Foundation, Inc., Malayan Education System, Inc. (Operating Under the Name of Mapua University), AY Foundation, Inc. and Yuchengco Center, Inc.; **Advisory Member** of Rizal Commercial Banking Corporation. **Educational Background:** Bachelor of Arts in Interdisciplinary Studies from Ateneo De Manila University, Philippines.

MEDEL T. NERA, 67, Filipino, is a **Director** from 2011 to present. He is also a **Director** of iPeople inc., EEI Corp., Seafont Resources Corp., National Reinsurance Corporation of the Philippines, Inc., Ionics, Inc., Ionics-EMS Corp. and Holcim Philippines, Inc. His past experiences include: **President & CEO** of House of Investments, Inc.; **President** of Honda Cars Kalookan, Inc., **Director and President** of RCBC Realty Corp.; **Chairman of the Board** of Greyhounds Security & Investigation Agency Corp., Zamboanga Industrial Finance Corporation; **Director and Chairman of Risk Committee** of Rizal Commercial Banking Corp.; **Director and Treasurer** of CRIBS Foundation, Inc., and **Senior Partner** at Sycip Gorres Velayo & Co. **Educational Background:** Master of Business Administration (MBA) from Stern School of Business, New York University, USA and Bachelor of Science in Commerce from Far Eastern University, Philippines, International Management Program at Manchester Business School, UK, Pacific Rim Program at the University of Washington, USA. Mr. Nera is a Certified Public Accountant.

ATTY. WILFRIDO E. SANCHEZ, 86, Filipino, is a **Director** from 2000 to present. He is also a **Tax Counsel** of Quiason Makalintal Barot Torres Ibarra Sison and Damaso Law Firm; **Director** in EEI Corporation, EMCOR, Inc., J-DEL Investments and Management Corporation, K-Servico, Inc., Kawasaki Motor Corporation, Trimotors Technology Corp., Wodel, Inc. and KS Prime Financial Corp.; **Independent Director** in Philippine National Bank, Tanduay Distillers, Inc., Asia Brewery, Inc., LT Group, Inc., and Eton Properties Philippines, Inc.; **Trustee** in Gokongwei Brothers Foundation, and JVR Foundation, Inc.; **His past experiences include:** Mr. Sanchez once worked in an accounting firm in the Philippines for almost thirty (30) years as tax consultant and headed its tax practice before his retirement. SGV was at one time the largest accounting firm in Asia until its affiliation with Arthur Andersen and Ernst & Young. He headed the tax practice in the firm for several years until his retirement after almost thirty (30) years of tax practice. While in the firm, he also acted as a business advisor to various entities. With this experience in SGV and QMBTISD, he has collected more than fifty (50) years of Tax and Corporate practice. **Educational Background:** Masters of Law from Yale Law School, USA; Bachelor of Laws and Bachelor of Arts from Ateneo de Manila University, Philippines.

ROBERTO F. DE OCAMPO, 77, Filipino, former Secretary of Finance, is an **Independent Director** from 2000 to present. He also serves as the Chairman of the Audit Committee. Dr. de Ocampo also serves as **Chairman of the Board of Advisors** of the RFO Center for Public Finance and Regional Economic Cooperation (an ADB Regional Knowledge Hub); **Vice Chairman** of the Makati Business

Club; **Member /Advisory Board Member** of a number of important global institutions including The Conference Board, the Trilateral Commission, the BOAO Forum for Asia and the Emerging Markets Forum, and The Global Reporting Initiative (GRI). **His past experiences:** **President** of the Asian Institute of Management (AIM); **Chairman** of the Philippine Veterans Bank and Foundation for Economic Freedom (FEF); **President** of Management Association of the Philippines (MAP); **Chairman and Chief Executive Officer** of the Development Bank of the Philippines during the presidency of Cory Aquino; **Chairman** of the Land Bank during the Ramos Administration; **Member** of the Board Governors of the World Bank, IMF, and ADB. He was awarded by Queen Elizabeth the Most Excellent Order of the British Empire (OBE), by France as a Chevalier (Knight) of the Legion d'Honneur, and by the Vatican as Knight of the Holy Sepulchre of Jerusalem. He is the recipient of many other awards including Philippine Legion of Honor, ADFIAP Man of the Year, Ten Outstanding Young Men Award, CEO Excel Award, several Who's Who Awards and the 2006 Asian HRD Award for Outstanding Contribution to Society. **Educational Background:** Dr. de Ocampo graduated from De La Salle College and Ateneo de Manila University, received an MBA from the University of Michigan, holds a post-graduate diploma in Development Administration from the London School of Economics, and has four doctorate degrees (Honoris Causa) conferred by the De La Salle University in Business Administration, by the University of Angeles City in Public Administration, by the Philippine Women's University in Laws, and by the San Beda College in Humane Letters.

JUAN B. SANTOS, 84, Filipino, was elected as an **Independent Director** in 2014. He is also a **Director** of Allamanda Management Corporation, Philippine Investment Management Corp., Rizal Commercial Banking Corporation, Sunlife Grepa Financial, Inc.; **Trustee** of Dualtech Training Center Foundation, Inc. and St. Luke's Medical Center; **Member of the Board of Advisors** of East-West Seeds Co., Mitsubishi Motor Phil. Corporation; **Consultant** of Marsman-Drysdale Group of Companies. **His past experiences include:** **Chairman** of Social Security System; **Secretary** of Trade and Industry, Philippines; **Chairman and CEO** of Nestle Philippines, Singapore and Thailand; **Director** of Philex Mining Corporation, Philippine Long Distance Telephone Company (PLDT), San Miguel Corporation; **Educational Background:** Advanced Management from International Institute of Management Development (IMD), Lausanne, Switzerland; Post-graduate studies on Foreign Trade from Thunderbird School of Global Management, Arizona, USA; and Bachelor of Science in Business Administration from Ateneo De Manila University, Philippines.

GIL A. BUENAVENTURA, 70, Filipino is a **Director** from 2019 to present. He is also a **Director** in Malayan Insurance Co., Manila Memorial Park Cemetery, Inc. and Rizal Commercial Banking Corporation. **His past experiences include:** **President, Chief Executive Officer and Executive Director** of Rizal Commercial Banking Corporation. As RCBC President, CEO and Executive Director, he led the re-launch and re-branding of the bank to stay relevant amidst the changing banking landscape; **President and Chief Executive Officer** of Development Bank of the Philippines; **Member** De La Salle Philippine School System; **Board Member** of Banker Association of the Philippines, BANCNET and Philippine Payments Management Inc. **Educational Background:** Master of Business Administration in Finance from University of Wisconsin, Madison, Wisconsin.

FRANCISCO H. LICUANAN III, 79, Filipino, is an **Independent Director** since 2006 to present. He is also **Chairman & CEO** of Battery Park Investment, Inc., Geo EState Development Corporation and New Pacific Resources Management Inc.; **President & CEO** of Innovative Property Solutions, Inc. **Educational Background:** Master of Business Administration from Harvard Business School, USA; Bachelor of Arts in Economics (cum laude) from Ateneo De Manila University, Philippines.

JOHN MARK S. FRONDOSO, 48, Filipino, was elected as an **Independent Director** in December 2016. He is the **President** of FSG Technology Ventures, Inc. (Digipay); **President** of Star Two Holdings, Inc.; **Trustee and Chairman of the Investment Committee** of the Philippine Public School Teachers Association; **Director** of HC Consumer Finance Philippines, Inc. (Home Credit); **Chairman & President** of FSG Capital, Inc. **His Past experiences include:** **Philippine Chief Representative & Executive Director** of Morgan Stanley (Singapore) Holdings Pte Ltd.; **Associate Director** of Barclays Capital (Investment Banking Division of Barclays Bank PLC). **Educational Background:** Bachelor of Science in Industrial Management (University Honors) from Carnegie Mellon University, USA.

LORENZO ANDRES T. ROXAS, 58, Filipino, is a **Director** from 2020 to present. He is the **Managing Director & Nominee** at Philippine Equity Partners, Inc.; **Director** of RCBC Capital Corporation, RCBC Bankard Services Corporation, ATRAM Investment Management Partners

Corporation, and ATR Holdings, Inc.; **Advisory Board Member** of PhilExcel Corporation; **Board of Governors and Treasurer** of Philippine Association of Securities Brokers and Dealers, Inc., and **Chairman and President**, LTR Holdings, Inc. *His past experiences include:* **Chairman** of Manila House Private Club, Inc.; **Director** of Asian Life & General Assurance Corporation, Tullett Prebon (Philippines), Inc. and Maybank ATR Kim Eng Capital Partners, Inc.; **Board of Governors** of the Philippine Association of Securities Brokers and Dealers, Inc.; and **Chairman of the Board, President, and Director** of Maybank ATR Kim Eng Securities, Inc. *Educational Background:* Masters in Business Administration, Northwestern University's Kellogg School of Management and The Hong Kong University of Science and Technology and Bachelor of Arts Degree in Interdisciplinary Study, Ateneo de Manila University.

CARLOS G. DOMINGUEZ, III, 77, Filipino, is a **Nominee for Director**. He was the **Secretary** of the Department of Finance and the **Chairman** of the Land Bank of the Philippines from 2016 to 2022. Prior to his appointment as Finance Secretary, he was **President** of Lafayette (Philippines), Inc., Phil. Associated Smelting and Refining Corp., Phil. Tobacco Flue Curing Redrying Corporation, Baesa Redevelopment Corp., Retail Specialist Inc. and BPI Agricultural Development Bank. He also served as **Chairman and President** of Philippine Airlines. *Educational Background:* Master of Arts in Business Management and Bachelor of Arts in Economics from Ateneo De Manila; Post-Graduates Studies Stanford Executive Program and Corporate Governance from Center for Training and Development, Inc.

EXECUTIVE OFFICERS:

GEMA O. CHENG, 58, Filipino, is the **Executive Vice President – Chief Operating Officer, Chief Finance Officer and Treasurer**. She also holds the following positions within the group: **Executive Vice President – Chief Financial Officer** of iPeople, inc.; **Chairman and President** of Investment Managers, Inc.; **Director, Executive Vice President and Treasurer** of Landev Corporation; **Executive Vice President and Chief Operating Officer** of San Lorenzo Ruiz Investment Holdings and Services, Inc. **Executive Vice President and Chief Financial Officer** of ATYC, Inc.: and serves as **Director** of the following: Mapua Malayan Colleges Laguna, Inc., Mapua Malayan Colleges Mindanao, La Funeraria Paz-Sucacat, Inc. and Manila Memorial Park Cemetery, Inc. She was previously a **Senior Vice President** of SM Investments Corp. seconded as **Treasury Head** of SM Prime and its various business segments (Malls, Hotels & Conventions, Residences, Leisure and Commercial Properties Group) and prior to that, CFO of the various property companies pre-consolidation; *Educational Background:* Bachelor of Arts in Economics (Magna Cum Laude) from the University of the Philippines-Diliman, Philippines; Certificate of Special Studies in Administration and Management from Harvard University, USA.

ALEXANDER ANTHONY G. GALANG, 62, Filipino, is the **First Senior Vice President for Internal Audit** since 2022. He was **Senior Vice President** from 2009 to 2022 and **Vice President** of the company from 2004 to 2009. He is a Certified Public Accountant (CPA) having placed 12th in the 1981 licensure exams. He has a Global Certification as a Certified Fraud Examiner (CFE) and a Certification in Risk Management Assurance (CRMA). *Educational Background:* Bachelor of Science in Business Administration Major in Accounting (Cum Laude) from University of Sto. Tomas, Philippines.

JOSELITO D. ESTRELLA, 58, Filipino, is the **Senior Vice President - Chief Information Officer**. *His past experiences include:* **Senior Vice President – Chief Information Officer** of iPeople inc., **President** of Pan Pacific Computer Center Inc., **Vice President for Sales & Marketing** of AGD Infotech Inc. *Educational Background:* Bachelor of Science in Commerce Major in Management from San Beda College; Master of Science in Information Technology from De La Salle University.

PHILIPPE JOHN S. FETALVERO, 54, Filipino, is the **SVP – Business Operations Head for the Cars Division**. *His past experiences include:* **General Manager** of Honda Cars Kalookan, Inc. where he started as Sales Manager in 1994. He also served as a faculty member at the De la Salle University Impact Center. *Educational Background:* Bachelor of Science in Computer Science from the De La Salle University.

RUTH C. FRANCISCO, 59, Filipino, is the **Senior Vice President – Chief Risk Office**. She joined the company in July 2010 and was seconded to Malayan Education System, Inc. (Operating under the name of Mapúa University) (“Mapúa”) as the **Chief Finance Officer**. During her assignment in Mapúa,

she also held the following positions: **Treasurer** for Malayan Colleges Foundation, Inc., Malayan Colleges Mindanao (A Mapua School), Inc., and MIT Retirement Fund, Inc. **Educational Background:** Doctor of Business Administration, Colegio de San Juan de Letran; Master in Business Administration, Philippine Christian University; Bachelor of Science in Commerce, Major in Accounting, Manuel L. Quezon University.

MA. ESPERANZA F. JOVEN, 52, Filipino, is the **First Vice President for Finance**. She was Vice President for Finance of the Company from 2014 to June 2021. She is also the **Vice President & Treasurer** in HI-Eisai Pharmaceutical, Inc.; **Chief Finance Officer and Treasurer** of San Lorenzo Investment Holdings and Services, Inc.; **Treasurer** of ATYC, Inc.; **Vice President and Treasurer** of Blackhounds Security & Investigation Agency, Inc.; and a **Director** in Manila Memorial Park Cemetery, Inc., La Funeraria Paz-Sucat, Inc., and Blackhounds Security and Investigation Agency, Inc.. *Her past experiences include:* **Vice President for Finance** of iPeople, inc. and **Director** of San Lorenzo Ruiz Investment Holdings & Services, Inc. and Zamboanga Industrial Finance Corporation. She also held the Series 7, 63, and 24 licenses with the Financial Industry Regulatory Authority (FINRA), The Nasdaq Stock Market, and in the 52 states and territories of the USA. **Educational Background:** Master of Science in Computational Finance and Bachelor of Science in Applied Mathematics from De La Salle University-Manila.

MARIA ELISA E. DE LARA, 53, Filipino, is the **First Vice President for Group Internal Audit since 2021**. She was **Vice President** of the company from 2014 to June 2021. She joined the company in October 2010 and was appointed as **Assistant Vice President** for Group Internal Audit effective January 2011. She is a Certified Public Accountant and holds a Global Certification in Risk Management Assurance (CRMA). **Educational Background:** Bachelor of Science in Business Administration Major in Accounting (Magna Cum Laude) from the Philippine Women's University.

MARIA TERESA T. BAUTISTA, 50, Filipino, is the **Vice President - Controller** since July, 2017. She is also the **Controller** of Landev Corporation, ATYC Inc. and San Lorenzo Ruiz Investment Holdings and Services, Inc.; **CFO and Treasurer** of Investment Managers Inc., Xamdu Motors, Inc., Zamboanga Carriers, Inc. and Zambowood Realty and Development Corp. and Hexagon Lounge, Inc.; **Treasurer** of Greyhounds Security and Investigation Agency Corp. and Secon Professional Security Training Academy, Inc. She is a Certified Public Accountant, holds a Global Certification for Internal Auditors (CIA) and has completed the Six Sigma Green Belt Program. **Educational Background:** Bachelor of Science in Commerce, Major in Accounting, from St. Paul College, Philippines.

CHONA B. CACHO, 39, Filipino, is the **IT Audit Cluster Head/ Vice President for IT Audit** since July 2021. She was **Assistant Vice President for IT Audit** of the company from July 2019 to June 2021. She is a Certified Public Accountant (CPA) and holds Global Certification as a Certified Internal Auditor (CIA) and a Certified Information Systems Auditor (CISA). **Educational Background:** Bachelor of Science in Accountancy (Cum Laude) from Polytechnic University of the Philippines, Sta. Mesa, Manila.

SONIA P. VILLEGAS, 54, Filipino, is the **Vice President for HR and Admin**. She was **Assistant Vice President for HR and Admin** of the Company from 2013 to June 2021. She is also a **Director** of Greyhounds Security and Investigation Agency, Zambo Realty and Development Corp., and Zambo Carriers, Inc. She was also a **Director** of Landev Corporation up to September 2022. **Educational Background:** Strategic Human Resources Management Certificate Program from Ateneo Center for Organization and Research Development and Bachelor of Arts in Economics from the University of the East, Manila.

LALAINA P. MONSERATE, 59, Filipino, is the **Vice President for Legal and Compliance**. She joined the Company in November, 2016 as **Assistant Vice President – Legal and Compliance Officer**. She was appointed **Data Privacy Officer** for the Company on May 2017 up to the present. She is also the **Corporate Secretary** of Greyhounds Security and Investigation Agency Corporation, Zamboanga Carriers, Inc. and Zambowood Realty & Development Corporation from August 2018 to present. She is also the **Compliance Officer** for Money Laundering/Financing of Terrorism (ML/FT) for San Lorenzo Ruiz Investment Holdings and Services, Inc., RCBC Realty Corporation, and ATYC, Inc. newly covered persons under the Designated Non-Financial Businesses and Profession (DNFBP). **Educational Background:** Bachelor of Laws and Bachelor of Arts in Political Science from the University of Nueva Caceres in Naga City.

JULIO JUDE D. MONTINOLA, 53, Filipino, is the **Vice President for Property**. He is also the **General Manager** of ATYC, Inc. since August 1, 2022. *His past experiences include: Head of Property* for Shang Properties, Inc. and **Assistant Vice President for Business Development, Strategic Planning and Communications** of Roxas and Co., Inc. *Educational Background:* Bachelor of Science degree in Business Administration major in Business Management from De La Salle University in 1993.

GERARD G. MAGADIA, 51, Filipino, is the **Vice President & General Manager for Procurement Shared Services**. *His past experiences include: Head of Supply Chain Management* of Concepcion Carrier Airconditioning Company (CCAC), **Head Strategic Sourcing and Vendor Management** of Meralco and **Assistant Vice President & Head of Strategic Procurement** of Equipment Engineers Inc.-a wholly owned subsidiary of EEI Corporation. *Educational Background:* Management Development Program Executive Education & Lifelong Learning from Asian Institute of Management (AIM), with MBA Units at Ateneo Graduate School of Business and Bachelor of Science in Chemistry from Pablo Borbon Memorial Institute of Technology (now Batangas State University).

RAMON F. RIVERA III, 48, Filipino, is the **Vice President for IT Business Solutions Unit**. *His past experiences include: Chief Information Officer* of Goldilocks Bakeshop, Inc., **AVP for IT Strategy, Governance and Delivery** of St. Luke's Medical Center and **Director for Product Capability and Delivery** of Globe Telecom. He is also a Certified Enterprise Quality Professional, a frequent event speaker on Information Security and Enterprise Resource Planning and a trainer for Project Management. *Educational Background:* Bachelor of Science in Electronics and Communication Engineering.

SAMUEL V. TORRES, 58, Filipino, is the **Corporate Secretary**. His other present positions include: **General Counsel & Corporate Secretary** of Pan Malayan Management & Investment Corporation and **Corporate Secretary** of A. T. Yuchengco, Inc., A Y Foundation, Inc., A.Y. Holdings, Inc., Bankers Assurance Corp., Bluehounds Security and Investigation Agency, Inc., Luisita Industrial Park Corp., RCBC Bankard Services, Inc., Enrique T. Yuchengco, Inc. Investment Managers, Inc., Sun Life Grepa Financial, Inc., Grepaland, Inc., Grepa Realty Holdings Corporation, PetroEnergy Resources Corp., Seafront Resources Corp., GPL Cebu Tower Office Condominium Corp., Hexagon Integrated Financial & Insurance Agency, Inc., Hexagon Lounge, Inc., iPeople, inc., RCBC Land, Inc., RCBC Forex Brokers Corp., RCBC Realty Corp., RCBC Securities, Inc., RCBC Capital Corporation, Malayan High School of Science, Inc., Malayan Education System, Inc., Malayan Colleges Mindanao (A Mapua School), Inc. (Operating as Mapua Malayan Colleges Mindanao), Malayan Colleges Foundation, Inc., Malayan Information Technology Center, Inc., Malayan Colleges Laguna, Inc A Mapua School operating under the name of Mapua Malayan Colleges Laguna (Formerly: Malayan Colleges Laguna, Inc, A Mapua School), Affordable Private Education, Inc. doing business under the name of APEC SCHOOLS, AC College of Enterprise and Technology, Inc., Linc Institute, Inc., University of Nueva Caceres, Inc., National Teachers College, GPL Holdings, Pan Pacific Computer Center, Inc., HI Cars, Inc., Hi-Eisai Pharmaceutical, Inc., People eServe Corp., La Funeraria Paz Sucat, Inc., Landev Corp., Pan Malayan Express, Inc., Pan Malayan Realty Corp., Philippine Advertising Agency, Inc., First Nationwide Assurance Corp., Malayan Insurance Co., Inc., MICO Equities, Inc., and Tokio Marine Malayan Insurance Corp. *Educational Background:* Bachelor of Laws, Ateneo De Manila University School of Law; Bachelor of Science in Business Economics, University of the Philippines.

MA. ELVIRA BERNADETTE G. GONZALEZ, 46, Filipino, is the **Assistant Corporate Secretary**. She is also the **Assistant General Counsel** of Pan Malayan Management & Investment Corporation and **Corporate Secretary** of Blackhounds Security and Investigation Agency, Inc. and the **Assistant Corporate Secretary** of iPeople, inc., Malayan Colleges Mindanao (A Mapua School), Inc., Affordable Private Education, Inc. doing business under the name of APEC SCHOOLS, National Teachers College, University of Nueva Caceres, Yuchengco Tower Office Condominium Corp., Y Tower II Office Condominium Corp., and GPL Holdings, Inc. *Educational Background:* Juris Doctor, Ateneo De Manila University School of Law; Bachelor of Arts in Political Science, Ateneo De Manila University.

Nominations for Independent Directors and Procedures for Nomination

Following rules and procedures shall apply to the nomination and election of Independent Directors.

- a) The Board shall have at least three (3) independent directors or such number as to constitute one-third (1/3) of the Board, whichever is higher. An independent director is one who is independent of

management and free from business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as director, and must possess all of the qualifications, and none of the disqualifications as prescribed by the Bangko Sentral Ng Pilipinas, Securities and Exchange Commission and other regulatory authorities, from time to time.

- b) The Corporate Governance, Nomination, and Related Party Transactions Committee composed of three (3) members shall promulgate the guidelines or criteria to govern the conduct of the nominations:
- c) Nomination of independent director shall be conducted by the Corporate Governance, Nomination and Related Party Transactions Committee prior to the stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
- d) The Corporate Governance, Nomination, and Related Party Transactions Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors;
- e) After the nomination, the Corporate Governance, Nomination, and Related Party Transactions Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required by existing and applicable rules, which list, shall be made available to the Commission and to all stockholders through the filing and distribution of the Information Statement, or in such other reports the Company is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee;
- f) Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Directors. No other nominations shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting.
- g) Election of Independent Directors
 - Subject to pertinent existing rules and regulation of SEC, the conduct of the election of independent directors shall be made in accordance with the standard election procedures of the By-laws.
 - It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure that independent directors are elected during the stockholders' meeting.
 - Specific slots for independent directors shall not be filled up by unqualified nominees.

In case of failure of elections for independent directors, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

The following were nominated to the position of directors of the Company for the year 2023-2024:

Regular Directors

- 1) Ms. Helen Y. Dee
- 2) Mr. Lorenzo V. Tan
- 3) Atty. Wilfrido E. Sanchez
- 4) Ms. Yvonne S. Yuchengco
- 5) Mr. Medel T. Nera
- 6) Mr. Gil A. Buenaventura

Independent Directors

- 1) Dr. Roberto F. de Ocampo
- 2) Mr. Francisco H. Licuanan III
- 3) Mr. Juan B. Santos
- 4) Mr. John Mark S. Frondoso
- 5) Mr. Carlos G. Dominguez III

Mrs. Eliadah Neiel Dela Rama, a stockholder of the Company, who is not in any way related to the nominees, nominated Messrs. Roberto F, de Ocampo, Francisco H. Licuanan III, Juan B. Santos, John Mark S. Frondoso, Carlos Dominguez III as independent directors.

The Corporate Governance, Nominations, and Related Party Transactions Committee reviews and evaluates the qualifications of all persons nominated as director as well as those to be nominated to other positions requiring appointment by the Board of Directors. With respect to the nominees for independent directors, **they are neither officers nor employees, consultants or retainers, legal or otherwise, of the Company or any of its affiliates, and do not have any relationship with the Company which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.** Their nomination and qualification by the Corporate Governance, Nominations, and Related Party Transactions Committee were in compliance with the Company's By-Laws, Manual of Corporate Governance, and SRC Rule 38. The directors so nominated possess all the qualifications and none of the disqualifications for independent directors. (Attached as Annexes 1 to 4 are the Certifications of Independent Directors)

It may be noted, however, that while the Company is guided by the SEC's mandatory term limits for independent directors as provided for in SEC Memorandum Circular No. 4 (Series of 2017), two (2) of the nominees for independent director, Dr. Roberto F. de Ocampo, OBE and Mr. Francisco H. Licuanan III, are already serving a cumulative term of ten (11) years since 2012. On the other hand, Mr. Juan B. Santos is now serving a cumulative term of nine (9) years as reckoned from the year 2012. The stockholders voted for the re-election and retention of Dr. de Ocampo and Mr. Licuanan as independent directors during the 2022 Annual Stockholders' Meeting of the Company based on the invaluable contribution and guidance that they are constantly providing to the Company. It is proposed that Mr. Santos similarly be re-elected and retained as Independent Director on the same grounds. The following meritorious justifications may be considered:

Dr. de Ocampo is a product of both the De La Salle and the Ateneo de Manila Universities. He received his MBA from the University of Michigan, postgraduate diploma from the London School of Economics and was conferred four doctorates (Honoris Causa) by various Philippine educational institutions. In the private sector, Dr. de Ocampo has been/is the Chairman and/or Board Member of several companies, both in the Philippines and abroad. He is most well-known nationally and internationally for public and international finance. Dr. de Ocampo was a former Secretary of Finance of the Republic of the Philippines, receiving many local and international accolades while he was in public service, including being named as "Asian Finance Minister of the Year" for two years in a row, in 1996 and 1997. For his initiatives to improve Philippine international relations, Dr. de Ocampo was honored by the Republic of France. He was also conferred by HM Queen Elizabeth II the Most Excellent Order of the British Empire (OBE) for his outstanding efforts to promote Philippine-UK relations. Dr. de Ocampo is a recipient of numerous other international and national honors. He is truly a pioneer, an authority and a leading expert in the field of finance. The Company greatly benefits from the advice and guidance that he provides.

Mr. Licuanan similarly maintains a reputable standing. He has an exceptional educational background, having graduated AB Economics, Cum Laude, from the Ateneo De Manila University and completing his MBA at Harvard Business School in Cambridge, Massachusetts, USA. Thereafter, Mr. Licuanan went on to establish a distinguished career in both the private and public sectors. For more than two (2) decades, Mr. Licuanan immersed himself in and led one of the largest real estate firms in the country, initially as Vice President for Corporate Planning of Ayala Corporation in 1979 to serving as Ayala Land, Inc.'s President and CEO from 1988 to 2004. He was also a highly valued member of the Office of the President, serving as Chairman of the Subic Bay Metropolitan Authority and as an Adviser for the Subic-Clark Area Development. Clearly, Mr. Licuanan's proficiency in finance, real estate, and other various business industries and public sector concerns provides the Company with invaluable direction and guidance.

Mr. Santos has a commendable academic background. He graduated BS Business Administration from the Ateneo De Manila University, took his graduate studies at Thunderbird Graduate School of Management, Arizona, USA, and completed an Advanced Management Course in IMD, Lausanne, Switzerland. He has had an outstanding career in the private and public sectors, exhibiting his expertise in management and finance. Mr. Santos was a former Secretary of Trade and Industry of the Republic of the Philippines and served as Chairman of the Social Security System. In the private sector, he led Nestle Philippines, Inc. as its Chairman and CEO. He also held and continues to hold directorships in various notable PSE listed companies and financial and banking institutions. In 1994, Mr. Santos was the recipient of the Management of the Year Award from the Management Association of the Philippines (MAP). Given Mr. Santos' accomplishments and the expertise he has shown in management, finance

and various fields of business, the Company deems his advice, counsel and guidance as instrumental to the success and growth of the Company.

Period in Which the Directors and Executive Officers Should Serve

The Directors of the Company are elected at the Annual Stockholders' Meeting to hold office until the next succeeding annual meeting or until their respective successors have been elected and qualified. In compliance with SEC Memorandum No. 4 dated March 9, 2017, all Independent Directors shall serve a maximum cumulative term limit of nine (9) years from the reckoning year of 2012.

Officers are appointed or elected annually by the Board of Directors at its first Organizational meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have qualified.

The attendance report indicating the attendance of each director or trustee at each of the meetings of the board and its committees and in regular or special stockholder meetings is attached as Annex "6".

Terms of Office of a Director

Pursuant to the Company By-Laws, the directors who shall be stockholders are elected annually by the stockholders for a term of one year and shall serve until the election and acceptance of their duly qualified successors. The composition of the members of the Company's various committees for 2022-2023 are as follows:

Committee Membership of Directors

Executive Committee

Helen Y. Dee	Chairman
Lorenzo V. Tan	Member
Juan B. Santos	Member and Lead Independent Director
Yvonne S. Yuchengco	Member
Gil A. Buenaventura	Member

Remuneration Committee

Wilfrido E. Sanchez	Chairman
Juan B. Santos	Member
Gil A. Buenaventura	Member

Audit Committee

Roberto F. de Ocampo	Chairman
Juan B. Santos	Member
Medel T. Nera	Member

Board Risk Oversight Committee

Juan B. Santos	Chairman
John Mark S. Frondoso	Member
Lorenzo Andres T. Roxas	Member

Corporate Governance, Nomination and Related Party Transactions Committee

John Mark S. Frondoso	Chairman
Roberto F. De Ocampo	Member
Francisco H. Licuanan	Member

Resignation of Directors

To date, no director has resigned or declined to stand for re-election for the Board of Directors due to any disagreement with the Corporation relative to the Corporation's operations, policies and practices.

Election of Directors

The Directors of HI are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting or until their respective successors have been elected and qualified.

Appointment of Officers

Officers are appointed or elected annually by the Board of Directors at its first meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have qualified.

Significant Employees

There is no person who is not an executive officer that is expected by the issuer to make a significant contribution to the business.

Family Relationships

Mrs. Helen Y. Dee and Ms. Yvonne S. Yuchengco are siblings. Mr. John Mark S. Frondoso is the nephew of Ms. Helen Y. Dee and Ms. Yvonne S. Yuchengco by virtue of his mother being their second cousin on the maternal side.

Other than what is disclosed above, there are no other family relationships known to the registrant.

Interest on Certain Matters to be Acted Upon

No director or officer of the Company has substantial interest, direct or indirect, in any matter to be acted upon in the meeting.

Certain Relationships and Related Transactions

There is no director, executive officer, nominee for director, beneficial holder, or any family member involved in any business transaction with HI and subsidiaries.

There are no material transactions which were negotiated by the Company with parties whose relationship with the Company fall outside the definition of "related parties" under Philippine Accounting Standards 24, Related Party Disclosures, but with whom the Company has relationship that enables such parties to negotiate terms that may not be available from other, more clearly independent parties on an arm's length basis.

Please refer to Note 22 of the consolidated financial statements for the details of related party transactions. As discussed in the notes, in the normal conduct of business, other transactions with certain affiliates include sharing in general and administrative expenses and cash advances.

Involvement in Legal Proceedings

The Company is not aware and none of the directors and officers or persons nominated to become directors or officers has informed the Company of the following events during the past five years until April 30, 2023:

- a) any bankruptcy petition filed by or against any business of which any of its director or executive officers was a general partner or executive officer either at the time of bankruptcy or within two (2) years prior to that time.
- b) any conviction by final judgment of any director or senior executive in a criminal proceeding domestic or foreign or being subject to a pending criminal proceeding domestic or foreign, of any director, executive officer or person nominated to be a director
- c) any director or senior executive being subject to any order, judgment or decree not subsequently reversed suspended or vacated of any court of competent jurisdiction, domestic or foreign

permanently or temporarily enjoining barring, suspending or otherwise limiting such directors' or executive officer's involvement in any type of business securities, commodities or banking activities

- d) any executive officer or director found by a domestic or foreign court of competent jurisdiction, the Commission or other foreign body or a domestic or foreign Exchange or other organized trading market or self-regulatory organization to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated.

Item 6: Compensation of Directors and Executive Officers

Information as to the aggregate compensation paid or accrued during the last two fiscal years and to be paid in the ensuing fiscal year to the Company's Chief Executive Officer and other officers follows:

NAME AND POSITION	YEAR	SALARY	BONUS	OTHER ANNUAL COMPENSATION *
The top 5 executives of the Company are as follows:	2023	P46.1(est)	P0	P0
	2022	P43.9M	P0	P0
	2021	P41.6M	P0	P0
1. Lorenzo V. Tan, President & CEO				
2. Gema O. Cheng, EVP – Chief Operating Officer, Chief Financial Officer & Treasurer				
3. Alexander Anthony G. Galang, FSVP – Internal Audit				
4. Joselito D. Estrella, SVP – Chief Information Officer				
5. Ruth C. Francisco, SVP – Chief Risk Officer				
All other officers and directors as group unnamed.	2023	P58.2M (est)	P0	P1.8M (est)
	2022	P59.3M	P0	P1.5M
	2021	P49.8M	P0	P1.5M
TOTALS	2022	P104.3M (est)	P0	P1.6M (est)
	2021	P103.2M	P0	P1.5M
	2020	P91.5M	P0	P1.1M

* Pertains to total amount of Per Diem paid to Directors.

The table states the aggregate compensation of all directors and executive officers as a group. Other Annual Compensation pertains to per diem allowances given to Directors as discussed below.

Directors are paid a per diem of P30,000 for attendance in a Board meeting. Board meetings are scheduled every quarter in a year. A director is also paid a per diem of P10,000 for participation in Committee Meetings.

There is no stock warrant and no stock option entitlement for Directors and Executive Officers. There is no provision in current executive employment contracts as to "change in control arrangements".

Item 7: Independent Public Accountants

The accounting firm of Sycip Gorres Velayo and Co. (SGV & Co.), with office address at 6760 Ayala Avenue, SGV Building, Makati City, Philippines, has been the Company's Independent Auditors since the Company's incorporation, and has been recommended to serve as such for the current year.

Pursuant to Memorandum Circular No. 8, series of 2003 (rotation of external auditors), the Company has engaged Mr. Lloyd Kenneth S. Chua, as the engagement partner of SGV & Co. effective YE 2023 audit. SEC rules mandate the compulsory rotation of audit partners after 5 years.

The engagement of the external auditors was favorably endorsed by the Audit Committee to the Board of Directors. The engagement is ultimately submitted for approval of the stockholders.

Disagreement with Accountants on Accounting and Financial Disclosure

There was no event for the last 5 years where SGV & Co. had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

Attendance of Accountants at the Meeting

Representatives of SGV & Co. are expected to be present at the annual stockholders meeting with the opportunity to make any statement, if they so desire, and will be available to respond to appropriate questions on the Company's financial statements.

External Audit Fees and Services

The Company has engaged SGV & Co. as the external auditor, and is tasked to conduct the financial audit of the Company. For this service, SGV & Co. has billed the company the following amounts:

YEAR	AUDIT FEE BILLING
2022	P4,402,500
2021	P3,854,000
2020	P3,417,000

The Company has not engaged SGV & Co. for any other services aside from its annual audit for the last five (5) years.

The proposed annual audit fees for the external auditor are reviewed and evaluated by Management. Management regularly presents to the Audit Committee the proposed negotiated audit fees each year. If there would be adjustment or increase from the prior year, Management is expected to justify the reason for the increase. Engagement letters are not signed until the Audit Committee has approved the audit fees.

Tax Fees

The Company has not engaged the services of the external auditor for tax accounting, compliance, advice, planning and any other form of tax services.

All Other Fees

There are no other fees billed in each of the last two years for the products and services provided by the external auditor, other than the services reported under the items mentioned above.

Item 8: Compensation Plans

No action shall be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9: Authorization or Issuance of Securities Other than for Exchange

(a) *[State the title and amount of securities to be authorized or issued.]*

1. The Company is seeking the approval of the stockholders for the increase in the Company's Authorized Capital Stock (ACS), from Php2,875,000,000.00, which consists of 1,250,000,000 Common Shares with a par value of Php1.50 per share and 2,500,000,000 Preferred Shares with a par value of Php0.40 per share, to Php3,205,000,000.00 divided into 1,470,000,000 Common Shares with a par value of Php1.50 per share and 2,500,000,000 Preferred Shares with a par value of Php0.40 per share.

The increase in the Company's ACS is being made pursuant to the approval of PMMIC and GPLH's subscription to Common Shares of the Company, which shares shall be issued from the Company's unissued shares and from the increase in ACS. The issuance of the

unissued shares and increase in ACS shall be subject to the approval by the SEC of the confirmation of valuation and increase in capital stock.

2. The Company further seeks approval of the following:

- (i) subscription of Two Hundred Twenty Million (220,000,000) Common Shares coming from the increase in capital stock plus the One Hundred Seventy Seven Million Seven Hundred Three Thousand Seven Hundred Forty Eight (177,703,748) Common Shares coming from the existing unissued Common Shares, or a total of Three Hundred Ninety Seven Million Seven Hundred Three Thousand Eight Hundred One (397,703,801) Common Shares with a par value of One Peso and Fifty Centavos (₱1.50) per share, by PMMIC at a subscription price of Twenty Two and 71,111/100,000 Pesos (₱22.71111) per share, or a total subscription price of Nine Billion Thirty Two Million Two Hundred Ninety Four Thousand Seven Hundred Seventy One and 93/100 Pesos (₱9,032,294,771.93), by way of share for share swap consisting of the following shares held by PMMIC:

Name of the company whose shares are subject of the Share Swap	No. of Shares	Transfer Value (in ₱)
MICO Equities, Inc.	639,711	032,294,771.93

- (ii) subscription of Two Hundred Ninety Five Million One Hundred Thirty Three Thousand One Hundred Forty Eight (295,133,148) Common Shares with a par value of One Peso and Fifty Centavos (₱1.50) per share to GPLHI at a subscription price of Twenty Two and 71,111/100,000 Pesos (₱22.71111) per share, or a total subscription price of Six Billion Seven Hundred Two Million Eight Hundred One Thousand Three Hundred Eighty Eight and 87/100 Pesos (₱6,702,801,388.87), by way of share for share swap consisting of the following shares held by GPLHI:

Name of the company whose shares are subject of the Share Swap	No. of Shares	Transfer Value (in ₱)
SunLife Grepa Financial, Inc.	,850,000	035,429,864.31
Grepa Realty Holdings Corporation	,146,768	667,371,524.56
Total		702,801,388.87

- (b) *[Furnish the information required by Part II paragraph (B) of "Annex C". If the terms of the securities cannot be stated or estimated with respect to any or all of the securities to be authorized because no offering thereof is contemplated in the proximate future, and if no further authorization by security holders for the issuance thereof is to be obtained, it should be stated that the terms of the securities to be authorized, including dividend or interest rates, conversion prices, voting rights, redemption prices, maturity dates and similar matters will be determined by the board of directors.]*

The Common Shares shall have the same features and rights as the existing Common Shares of the Corporation.

- (c) *[Describe briefly the transaction in which the securities are to be issued, including a statement as to*

(1) *the nature and approximate amount of consideration received or to be received by the registrant, and*

(2) *the approximate amount devoted to each purpose so far as determinable for which the net proceeds have been or are to be used. If it is impractical to describe the transaction in which the securities are to be issued, state the reason, indicate the purpose of the authorization of the securities, and state whether further authorization for the issuance of the securities by a vote of security holders will be solicited prior to such issuance.]*

The issuance of the shares arising from the available but unissued shares and from the increase in capital stock by way of share for share swap shall be subject to the approval by the SEC of the confirmation of valuation and increase in capital stock.

The Company shall receive from PMMIC 4,639,711 common shares of MICO Equities, Inc. with a value of Php9,032,294,771.93 as consideration for the issuance of 397,703,801 Common Shares of the Company.

The Company shall also receive from GPLHI 17,850,000 common shares of SunLife Grepa Financial, Inc. with a value of Php5,035,429,864.31 and 10,146,768 commons shares of Grepa Realty Holdings Corporation with a value of Php1,667,371,524.56 as consideration for the issuance of 295,133,148 Common Shares of the Company.

The shares swapped by PMMIC and GPLHI to the Company shall be recorded in the books of the Company as investments in subsidiaries

- (d) *[If the securities are to be issued other than in a public offering for cash, state the reasons for the proposed authorization or issuance and the general effect thereof upon the rights of existing security holders.]*

The Common Shares shall be issued by way of private placement to PMMIC and GPLHI which are related parties of the Company. As such, the Company will also seek approval of the majority of the minority shareholders in compliance with the requirements of the PSE. The voting of rights of existing security holders other than PMMIC and GPLHI shall be diluted.

After the swap, House of Investments will be a more diversified conglomerate with the resources to take advantage of opportunities moving forward adding insurance as one of its core investments through Sun Life Grepa Financial and MICO Equities which owns Malaysian Insurance Co., Inc.

House of Investments will also expand its property portfolio after the swap for Grepa Realty. The main asset of GRHI is Grepalife Building which stands on a 5,000 sq.m. land along Sen. Gil J. Puyat Avenue in Makati and will add to the property portfolio of HI which includes A.T. Yuchengco Centre, RCBC Plaza, and the upcoming The Yuchengco Centre. GRHI also owns properties in Cebu, Antipolo, Tacloban, Manila and a lot in Carmelray in Calamba which is an industrial park classified as Special Economic Zone by PEZA.

- (e) *[Furnish the information required by Item 11(a) of this Form.*

If the matter to be acted upon is any of the following, the information required by Item 11(a) need not be furnished:

- (1) the authorization or issuance of common stock, other than in an exchange, merger, consolidation, acquisition or similar transaction; or*
- (2) the authorization of preferred stock for issuance for cash in an amount constituting fair value.]*

Please see Item 11 below.

Item 10. Modification or Exchange of Securities

No action is to be taken with respect to the modification of any class of securities of the registrant.

Item 11: Financial and Other Information

The audited financial statements as of December 31, 2022, Management Discussion and Analysis, Market Price of Shares and Dividends and other date related to the Company's financial information is attached hereto as "Annex C"

Item 12: Mergers, Consolidations, Acquisitions and Similar Matters

No action is to be taken with respect to any transaction involving the following:

1. the merger or consolidation of the registrant into or with any other person or of any other person into or with the registrant;
2. the acquisition by the registrant or any of its security holders of securities of another person;
3. the acquisition by the registrant of any other going business or of the assets thereof;
4. the sale or other transfer of all or any substantial part of the assets of the registrant; or
5. the liquidation or dissolution of the registrant.

Item 13: Acquisition or Disposition of Property

No action is to be taken with respect to the acquisition or disposition of any property.

Item 14: Restatement of Accounts

No action is to be taken with respect to the restatement of any asset, capital, or surplus account of the registrant.

D. OTHER MATTERS**Item 15: Action With Regard to Reports**

The Minutes of the previous stockholders meeting held on August 10, 2022 and the Management Report as set forth in the Annual Report will be submitted for stockholders approval.

The voting procedure utilized for election and approval of corporate actions in which Stockholders' approval were required was by remotely or in absentia and by proxy. The stockholders present remotely or in absentia and by proxy are represented by 614,863,748 common shares or 79.19% of the total outstanding shares entitled to vote.

The stockholders were given the opportunity to ask questions by submitting their questions electronically to the Company before the meeting and also before the meeting was adjourned. There were no questions submitted before, nor were asked during, the said meeting.

The following matters were discussed and approved with no further comments or objections during the meeting:

1. Approval of the August 6, 2021 Minutes constitutes a ratification of the accuracy and faithfulness of the Minutes of the events that transpired during the said meeting, such as (a) 2020 annual report and audited financial statements, (b) ratification of the actions of the Board of Directors, different Committees and Management during the year 2020, (c) election of directors, and (d) appointment of external auditors.
2. Approval of the 2021 Management and Annual Report constitutes a ratification of the Company's performance during the previous calendar years as contained in the Annual Report.
3. Ratification and confirmation of all the acts, resolutions and proceedings of the Board of Directors, Executive Committee and officers of the Company. This pertains to all acts resolutions, proceedings and approval made by the Board of Directors, Executive Committee and Officers of the Company from the last stockholders' meeting on August 6, 2021 for the period 2021 up to the date of meeting (August 10, 2022). This includes, among others, those that involve the day to day operations, administrations and management of the corporate affairs such as: a) opening/closing of bank accounts and delegation of bank signatories; b) approval of credit lines; and c) appointment/promotion of officers;
4. Election of Directors for 2022-2023.
5. Re-appointment of Sycip Gores Velayo & Co. as external auditor of the Company for the fiscal year ending 31 December 2022.

The record of the voting results for each of the items listed above form part of the Minutes of the Annual Stockholders' Meeting, which is attached herewith.

The following directors and officers were present at the meeting:

Directors:

1. Mrs. Helen Y. Dee, Chairperson
2. Mr. Lorenzo V. Tan, President
3. Ms. Yvonne S. Yuchengco
4. Mr. Medel T. Nera
5. Atty. Wilfrido E. Sanchez
6. Mr. Gil A. Buenaventura
7. Mr. Lorenzo Andres T. Roxas
8. Dr. Roberto F. De Ocampo
9. Mr. Juan B. Santos
10. Mr. John Mark S. Frondoso
11. Mr. Francisco Licuanan

Officers:

12. Ms. Gema O. Cheng, EVP-COO, CFO and Treasurer
13. Mr. Anthony Alexander G. Galang, SVP-Internal Audit
14. Ms. Ma. Esperanza F. Joven, FVP-Finance
15. Ms. Ma. Teresa T. Bautista, VP-Corporate Controller
16. Ms. Maria Elisa E. De Lara, FVP-Internal Audit
17. Atty. Lalaine P. Monserate, VP-Legal and Compliance Officer
18. Atty. Samuel V. Torres, Corporate Secretary
19. Atty. Ma. Elvira Bernadette C. Garcia-Gonzalez, Assistant Corporate Secretary

The President's Report, which includes the financial performance of the Company form part of the minutes which is attached herewith. Approval of the Audited Financial Statements, which is provided to the stockholders is likewise stated in the minutes. All material information on current stockholders and their voting rights are stated in the Minutes.

Copies of the minutes of the stockholders' meeting were made available on the Company's website together with the Information Statement and were likewise available at the Disclosures Section of the Philippine Stock Exchange (edge.pse.com.ph). Likewise, a recording of the proceedings was made available on the Company's website.

Approval of the August 10, 2022 Minutes constitutes a ratification of the accuracy and faithfulness of the Minutes of the events that transpired during the said meeting, such as (a) 2021 annual report and audited financial statements, (b) ratification of the actions of the Board of Directors, different Committees and Management during the year 2021 (c) election of directors, and (d) appointment of external auditors.

Approval of the Annual Report constitutes a ratification of the Company's performance during the previous calendar years as contained in the Annual Report.

Ratification and confirmation of all the acts, resolutions and proceedings of the Board of Directors, Executive Committee and officers of the Company. This pertains to all acts resolutions, proceedings and approval made by the Board of Directors, Executive Committee and Officers of the Company from the last stockholders' meeting on August 6, 2021 for the period 2021 up to the date of meeting (August 10, 2022). This includes, among others, those that involve the day to day operations, administrations and management of the corporate affairs such as: a) opening/closing of bank accounts and delegation of bank signatories; b) approval of credit lines; c) appointment/promotion of officers; d) approval of the sustainability report; and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

Item 16: Matters Not Required to be Submitted

No action is to be taken with respect to any matter, which is not required to be submitted to a vote of security holders.

Item 17: Amendment of Charter, Bylaws or Other Documents

The Company will be presenting for the approval of stockholders holding at least 2/3 of the outstanding capital stock of the Company the increase in the Company's Authorized Capital Stock (ACS), from Php2,875,000,000.00, which consists of 1,250,000,000 Common Shares with a par value of Php1.50 per share and 2,500,000,000 Preferred Shares with a par value of Php0.40 per share to Php3,205,000,000.00 divided into 1,470,000,000 Common Shares with a par value of Php1.50 per share and 2,500,000,000 Preferred Shares with a par value of Php0.40 per share.

Pursuant to the increase in the Company's ACS, the corresponding amendment to Article Seventh of the Company's Amended Articles of Incorporation shall also be presented for approval, as follows:

From	To
That the authorized capital stock of the corporation is TWO BILLION EIGHT HUNDRED SEVENTY FIVE MILLION PESOS (P2,875,000,000.00) Philippine Currency, and said capital stock is divided into ONE BILLION TWO HUNDRED FIFTY MILLION (1,250,000,000) shares of COMMON STOCK with a par value of ONE PESO AND FIFTY CENTAVOS (P1.50) each and Two Billion Five Hundred Million (2,500,000,000) shares of PREFERRED STOCK with a par value of FORTY CENTAVOS (P0.40) each.	That the authorized capital stock of the corporation is THREE BILLION TWO HUNDRED FIVE MILLION PESOS (P3,205,000,000.00) Philippine Currency, and said capital stock is divided into <u>One Billion Four Hundred Hundred Seventy Million (1,470,000,000) shares of COMMON STOCK</u> with a par value of ONE PESO AND FIFTY CENTAVOS (P1.50) each and Two Billion Five Hundred Million (2,500,000,000) shares of PREFERRED STOCK with a par value of FORTY CENTAVOS (P0.40) each.
x x x	x x x

The increase in the Company's ACS is being made pursuant to the approval of PMMIC and GPLH's subscription to HI Common Shares, which shall be issued from the Company's unissued shares and the increase in ACS. The increase in ACS shall be subject to the approval of the SEC of the confirmation of valuation and increase in capital stock.

Item 18: Other Proposed Action

The following matters will be submitted to a vote at the meeting:

1. Approval of the Minutes of the Annual Stockholders' Meeting held on August 10, 2022.
2. Approval of the Management Report and the Audited Financial Statements of the Company for the year ended December 31, 2022;
3. Ratification and confirmation of all acts, resolutions and proceedings of the Board of Directors, Executive Committee, Other Committees and Officers of the Company from the last Annual Stockholders' Meeting held on August 10, 2022 up to the date of the 2023 Annual Stockholders' Meeting.
4. Election of Directors for 2023-2024;
5. Appointment of External Auditor
6. Approval of the majority of the Minority Shareholders of the Issuance of Common Shares to Pan Malayan Management & Investment Corporation (PMMIC) and GPL Holdings, Inc. (GPLHI) and Waiver of the requirement of The Philippine Stock Exchange, Inc. to conduct a rights or public offering of the Common Shares subscribed by and to be issued to PMMIC and GPLHI.
 - i. Sign, execute and deliver a Share Swap Agreement with Pan Malayan Management & Investment Corporation (PMMIC) whereby HI will issue 397,703,801 Common Shares to PMMIC in exchange for the acquisition of 100% of PMMIC's outstanding shareholdings in MICO Equities, Inc. The subscription price for the shares to be issued to PMMIC is Php22.71111 per share or a total subscription price of Php9,032,294,771.93; and

- ii. Sign, execute and deliver a Share Swap Agreement with GPL Holdings, Inc. (GPLH) whereby HI will issue 295,133,148 Common Shares to GPLH in exchange for the acquisition of 100% of GPLH's outstanding shareholdings in SunLife Grepa Financial, Inc. (SLGFI) and Grepa Realty Holdings Corporation (GRHC).

The subscription price for the shares to be issued to GPLH with respect to the SLGFI shares is Php22.71111 per share or a subscription price of Php5,035,429,864.31, and for the GRHC shares, it is Php22.71111 per share or a subscription price of Php1,667,371,524.56. The total subscription price for the shares to be issued to GPLH in exchange for the SLGFI and GRHC shares is Php6,702,801,388.87.

7. Increase in the Company's Authorized Capital Stock and Corresponding Amendment to Article Seventh of the Company's Amended Articles of Incorporation

Item 19: Voting Procedures

All shareholders who wish to cast their votes may do so via the method provided for voting by remote communication or *in absentia*, or by providing the proxy form provided herein. The procedures for voting *in absentia* shall be provided securely through the emails of the stockholders.

At all elections of Directors, each stockholder may vote the shares registered in his/her/its name for as many persons as there are Directors, or he 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 share, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, however, that the whole number of votes cast by him shall not exceed the number of shares owned by him as shown on the Company's stock transfer books multiplied by the number of Directors to be elected.

The Company will not declare stock dividends during the year.

Corporate Governance

(a) Evaluation System to Measure Compliance with the Manual on Corporate Governance

The Company has consistently monitored its compliance with the Securities and Exchange Commission's (SEC's) Memorandum Circulars and issuances as well as all relevant Philippine Stock Exchange's (PSE's) Circulars and issuances on Corporate Governance. The Company continues to comply with the leading practices and principles on good corporate governance and appropriate self-rating assessment and performance evaluation to determine and measure its compliance with the Company's Manual on Corporate Governance.

The Company has submitted its Integrated Annual Corporate Governance Report (IACGR) for the period covering the years 2018, 2019, 2020, and 2021. For the period covering the year 2022, the Company will submit its IACGR on or before May 30, 2023.

(b) Measures Undertaken to Fully Comply with Leading Practices on Corporate Governance

In its 2018, 2019, 2020 and 2021 Integrated Annual Corporate Governance Reports (IACGRs), the Company has complied with the majority of the recommendations specified in the said Report. In 2022, the Company was compliant with all the recommendations.

(c) Deviation from the Manual on Corporate Governance

In its 2018, 2019, 2020 and 2021 Integrated Annual Corporate Governance Reports (IACGRs), the Company has complied with the majority of the recommendations specified in the said Report. In 2022, the Company was compliant with all the recommendations.

(d) Plans to Improve Corporate Governance

In order to improve the performance of the Chairperson, the Board of Directors and its officers, the Company has required them to submit an Annual Self-Assessment Questionnaire which is composed of varying statements on their roles, functions and responsibilities under the Manual on Corporate Governance. The Company in 2021 also engaged an external or third-party evaluator – GGAPP, to

assess the performance of the Chairperson and the Board as well as the Chief Risk Officer, the Chief Audit Executive and the Compliance Officer. The Company, as required under its Policy on Related Party Transactions, implemented the annual submission of Related Party Questionnaire in order to elicit information about any potential or actual related party transactions entered into by the Chairperson, the Board of Directors, the Company and its officers during the said year. In addition, the Company also required them to submit a Biographical Data containing their personal information, work experience, family relations, and others, to determine their relatives within the third-degree of consanguinity and their related party transactions with the Company, if there is any. The Committee on Corporate Governance, Nominations and Related Party Transactions has been monitoring their submissions.

The Company continuously monitors all relevant PSE and SEC Circulars on Corporate Governance that maybe used to improve compliance with the Manual on Corporate Governance. With the pandemic (COVID 19), the PSE and SEC have issued numerous Circulars and Advisories which the Company have complied.

The Company continues to adhere to the leading practices on good corporate governance as well as its Manual on Corporate Governance by requiring its Chairperson, Directors and Officers to attend the annual seminar/webinars on Corporate Governance conducted by regulatory agencies such as the Securities and Exchange Commission (SEC), its accredited service providers, Philippine Stock Exchange (PSE), Anti-Money Laundering Council (AMLC) and others.

UNDERTAKING

UPON WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH THE STOCKHOLDERS WITH A COPY OF THE COMPANY'S YEAR 2021 ANNUAL REPORT ON SEC FORM 17-A FREE OF CHARGE. ANY WRITTEN REQUEST FOR A COPY OF SEC 17-A SHALL BE ADDRESSED AS FOLLOWS:

House of Investments, Inc.

Attention: Office of the Corporate Secretary
Address: 9th Floor GPL Building
221 Sen. Gil J. Puyat Avenue
Makati City 1200 Philippines
Tel. No.: (632) 8815-9636
Fax No.: (632) 8816-1127
E-mail: hi_asm@hoi.com.ph

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on May 31, 2023.

House of Investments, Inc.

By:



Atty. Lalaine P. Monserate
Compliance Officer



Atty. Samuel V. Torres
Corporate Secretary

SUBSCRIBED AND SWORN BEFORE ME
HIS 31 MAY 2023 AT MAKATI CITY
AFFIANT EXHIBITED TO ME HIS / HER

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Book No. 57
Series of 2023

ATTY. JOSELINO N. SUCION
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023
2746 ZENAIDA ST. POBLACION MAKATI
IBP NO. 257632/01/02/23
PTR NO. 956233/01/03/23
MCLE COMPLAINT NO. VII-0013028/04/14/2025
ROLL NO. 60799
APPOINTMENT NO. M-078



PROXY

I, the undersigned holder of shares of stock of House of Investments, Inc. (“Corporation”), do hereby constitute, name and appoint the **Chairman of the Meeting**, or in his absence, **the Secretary of the Meeting**, as my attorney and proxy, to represent me and to vote all the shares registered under my name in the Books of the Corporation at the Annual Meeting of the Stockholders of the Corporation on **July 21, 2023** and any adjournment(s) thereof.

In particular, I hereby direct my said proxy to vote on the matters set forth below as I have expressly indicated by marking the same with an “X”. **If I fail to indicate my vote on the items specified below, I authorize my proxy full discretion to act and I understand that my proxy shall vote in accordance with the recommendation of the Management. Management recommends a “FOR ALL” vote for proposal 1 and a “FOR” for proposals 2 through 7.**

PROPOSAL	ACTION			NO. OF VOTES
	FOR	WITHHOLD	EXCEPTION	
1. Election of Management’s Nominees as Directors				
Management Nominees:				
1. Helen Y. Dee	_____	_____	_____	_____
2. Lorenzo V. Tan	_____	_____	_____	_____
3. Yvonne S. Yuchengco	_____	_____	_____	_____
4. Medel T. Nera	_____	_____	_____	_____
5. Wilfrido E. Sanchez	_____	_____	_____	_____
6. Gil A. Buenaventura	_____	_____	_____	_____
Independent Directors:				
7. Roberto F. De Ocampo	_____	_____	_____	_____
8. John Mark S. Frondoso	_____	_____	_____	_____
9. Francisco H. Licuanan III	_____	_____	_____	_____
10. Juan B. Santos	_____	_____	_____	_____
11. Carlos G. Dominguez III	_____	_____	_____	_____
INSTRUCTIONS: <i>To withhold authority to vote for any individual nominee(s) of Management, please mark Exception box and list name(s) under.</i>				
<i>Except for Mr. Dominguez, all are incumbent members of the Board of Directors.</i>				

PROPOSAL	FOR	AGAINST	ABSTAIN
2. APPROVAL OF THE Minutes of the Annual Stockholders’ Meeting held on August 6, 2021.			
3. APPROVAL OF the Management Report and Audited Financial Statements for 2021.			
4. Ratification and confirmation of the acts, resolutions and proceedings of the Board of Directors, Executive Committee, Other Committees and the Officers of the Company during the year 2021, which includes, among others, those that involve the day to day operations, administrations and management of the corporate affairs.			
5. Appointment of SGV as External Auditors			
6. Approval of the majority of the Minority Shareholders of the Issuance of Common Shares to Pan Malayan Management & Investment Corporation (PMMIC) and GPL Holdings, Inc. (GPLHI) and Waiver of the requirement of The Philippine Stock Exchange, Inc. to conduct a rights or public offering of the Common Shares subscribed by and to be issued to PMMIC and GPLHI			
7. Increase in the Company’s Authorized Capital Stock and Corresponding Amendment to Article Seventh of the Company’s Amended Articles of Incorporation			

THIS PROXY, SOLICITED ON BEHALF OF THE MANAGEMENT OF HOUSE OF INVESTMENTS, INC. SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE 10:00 A.M OF JULY 11, 2023, THE DEADLINE FOR SUBMISSION OF PROXIES.

REVOCABILITY OF PROXY

THE SHAREHOLDER MAY REVOKE THE PROXY ISSUED BY HIM AT ANY TIME PRIOR TO ITS USE BY THE PARTY WHO IS THEREBY AUTHORIZED TO EXERCISE THE SAME. THE PERSON SIGNING THE PROXY HAS THE RIGHT TO REVOKE THE PROXY BY ATTENDING THE MEETING IN PERSON OR EXECUTION OF A PROXY AT A LATER DATE.

PERSONS MAKING THE SOLICITATION

THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF HOUSE OF INVESTMENTS, INC. THE PROXY STATEMENT AND THE ENCLOSED PROXY SHALL BE SENT TO THE SECRETARY OF THE CORPORATION EITHER THROUGH ELECTRONIC MEANS ADDRESSED TO HI_ASM@HOI.COM.PH ON OR BEFORE 10:00 A.M. ON JULY 11, 2023. THE DULY EXECUTED HARD COPY SHOULD ALSO BE MAILED TO THE OFFICE OF THE CORPORATE SECRETARY, HOUSE OF INVESTMENTS, INC. AT THE 9/F GREPALIFE BUILDING, 219 SEN. GIL J. PUYAT AVENUE, MAKATI CITY.

IN ADDITION TO SOLICITATION OF THE PROXIES BY ELECTRONIC MEANS AND/OR MAIL, OFFICERS AND EMPLOYEES OF THE COMPANY MAY ALSO SOLICIT PROXIES PERSONALLY OR BY TELEPHONE. THE COST OF SOLICITATION, APPROXIMATELY ₱ 250,000 WILL BE BORNE BY THE COMPANY.

THERE IS NO MATERIAL CONSIDERATION CONTRACT OR ARRANGEMENT FOR THE SOLICITATION. THE COMPANY IS NOT A PARTY TO ANY ARRANGEMENT OR UNDERSTANDING WITH ANY PERSON WITH RESPECT TO ANY MATTER TO BE ACTED UPON THE MEETING.

THIS PROXY SHALL BE VALID FOR FIVE (5) YEARS FROM THE DATE HEREOF UNLESS OTHERWISE INDICATED IN THE BOX HEREIN PROVIDED:

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED “FOR” THE ELECTION OF ALL NOMINEES AND FOR SUCH MATTERS AS MAY PROPERLY COME BEFORE THE MEETING, INCLUDING MATTERS WHICH THE SOLICITOR(S) DO NOT KNOW A REASONABLE TIME BEFORE THE SOLICITATION ARE TO BE PRESENTED AT THE MEETING, IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON:

1. No current director or officer of the Company, or nominee for election as directors of the Company or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than the election to office.
2. No director has informed the Company in writing that he intends to oppose any action to be taken by the registrant at the meeting.

THIS PROXY SHALL CONFER DISCRETIONARY AUTHORITY TO VOTE WITH RESPECT TO ANY OF THE FOLLOWING MATTERS:

1. MATTERS WHICH THE COMPANY DOES NOT KNOW DURING A REASONABLE TIME BEFORE THIS SOLICITATION ARE TO BE PRESENTED AT THE MEETING.
2. MATTERS INCIDENT TO THE CONDUCT OF THE MEETING.

Printed Name	Signature of Stockholder	No. of Shares	Date
--------------	--------------------------	---------------	------

Address and Telephone Number

THIS PROXY IS BEING SOLICITED ON BEHALF OF THE MANAGEMENT OF HOUSE OF INVESTMENTS, INC.

Please mail this proxy form to :

ATTY. SAMUEL V. TORRES
CORPORATE SECRETARY
House of Investments, Inc.
9/F Grepalife Bldg.
221 Sen. Gil Puyat Avenue OR FAX TO : 8816-11-27 / 8815-99-81
Makati City Metro Manila
E-mail: hi_asm@hoi.com.ph

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JUAN B. SANTOS**, Filipino, of legal age and a resident of 2420 Bougainvilla, Dasmariñas Village, Makati City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for independent director of **HOUSE OF INVESTMENTS, INC.** and have been its independent director since 2014.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Rizal Commercial Banking Corporation	Independent Director	2016 – Present
Philippine Investment Management, Corp. (PHINMA)	Director	August 2013 – Present
Sun Life Grepa Financial, Inc. (Formerly Grepalife Financial, Inc.)	Independent Director	October 2006 – Present
Allamanda Management Corp.	Director	January 2000 – Present
Marsman Drysdale Group of Companies	Consultant	September 2007 – Present
East West Seeds Corp.	Advisory Board	2008 – Present
St. Lukes Medical Center	Trustee	2005 – Present
Mitsubishi Motors Phils. Corp.	Advisory Board	January 2016 – Present
DualTech Foundation	Trustee	May 2012 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **HOUSE OF INVESTMENTS, INC.**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of **HOUSE OF INVESTMENTS, INC.** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

Name of Director/Officer/Substantial Shareholder	Company	Nature of Relationship
N/A		

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I confirm that I am not engaged in government service or affiliated with any government agency or government owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of **HOUSE OF INVESTMENTS, INC.** of any changes in the abovementioned information within five days from its occurrence.

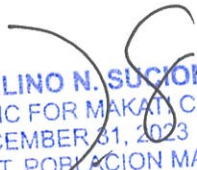
Done this 20 APR 2023 day of April 2023, at Makati City, Metro Manila, Philippines.


JUAN B. SANTOS
Affiant

20 APR 2023

SUBSCRIBED AND SWORN to before me this _____ day of April 2023 at Makati City, affiant personally appeared before me and exhibited to me his Philippine Passport No. _____, issued at _____, and valid until _____.

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Book No. 43.
Series of 2023.


ATTY. JOSELINO N. SUCION
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023
2746 ZENAIDA ST. POBLACION MAKATI
IBP NO. 257632/01/02/23
PTR NO. 956233/01/03/23
MCLE COMPLAINT NO. VII-0013028/04/14/2025
ROLL NO. 60799
APPOINTMENT NO. M-078

ANNEX "2"

CERTIFICATE OF INDEPENDENT DIRECTOR

I, Roberto F. de Ocampo, Filipino, of legal age and a resident of 121 Victoria Cor. Homonhon Sts. Magallanes Village, Makati, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of House of Investments, Inc. and have been its independent director since June 05, 2000.

2. I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
RFO Center for Public Finance and REGIONAL Economic Cooperation	Chairman of the Board of Advisors	June 10, 2006- Present
Philippine Veterans Bank	Chairman and CEO	July 9, 2013 - Present
MoneyTree Publishing Inc.	Chairman	Feb. 10, 2007 - Present
Stradcom Corporation	Chairman	March 10, 2004 - Present
Public Finance Institute of the Philippine	Chairman	August 3, 2007 - Present
Intervest Project Inc. (IPI)	Chairman	September 20, 2013 - Present
New Rural Bank of Agoncillo (NAGON)	Chairman	June 30, 2016 - Present
British Alumni Association	Chairman	January 29, 2003 - Present
Libera International Advisory Board (London)	Chairman	July 5, 2013 - Present
Foundation for Economic Freedom	Chairman	April 18, 2012 - Present
BPI Investment Management Inc. (BIMI)	Chairman	October 8, 2014 - Present
Center for Philippine Futuristics Studies and Management Inc.	Chairman	March 1, 2014 - Present
La Costa Development	Vice-Chairman	July 9, 2007 - Present
Makati Business Club	Vice-Chairman	April 20, 2006 - Present
Centennial Group (Washington), D.C.	Founding Director	January 5, 1999 - Present
Emerging Markets Forum	Founding Director	August 1, 2005 - Present
Pacific Gaming Investments Pte. Ltd.	Independent Director	November 14, 2010 - Present
Bankard, Inc.	Independent Director	July 28, 2006 - Present
EEl Corporation	Independent Director	March 16, 2005 - Present
House of Investments	Independent Director	June 5, 2000 - Present
Beneficial Life Insurance Co., Inc.	Independent Director	October 30, 2008 - Present
Robinsons Land Corporation	Independent Director	May 28, 2003 - Present
SPC Power Corporation	Independent Director	November 25, 2002 - Present
DFNN Inc.	Independent Director	June 14, 1999 - Present

Investment & Capital Corporation of the Philippines (ICCP)	Independent Director	July 27, 2011 - Present
South Forbes City College	Director	September 10, 2016 - Present
Business Sustainable Development	Board Member	February 2, 2015 - Present
The Conference Board (New York)	Member, Global Advisory Board	May 7, 2004 - Present
Philippine Cancer Society	Member, Board of Advisers	April 6, 1998 - Present
Ramos Peace and Development Foundation	Member, Board of Trustees	February 3, 1999 - Present
SGV Foundation	Member, Board of Trustees	January 10, 1999 - Present
Trilateral Commission	Member, Asia Pacific Group Representing ASEAN	March 9, 2000 - Present
Philippine Quality & Productivity Movement Inc.	Member, Board of Advisers	August 15, 2012 - Present

I am not affiliated to any government/owned and controlled corporation.

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of House of Investments, Inc., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of House of Investments, Inc. as provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N.A.	N.A.	N.A.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
N.A.	N.A.	N.A.

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from House of Investments, Inc. to be and independent director in House of Investments, Inc., pursuant to Office of the President Memorandum Circular' No. 17 and Section 12, Rule XVIII of the Revised Civil Services Rules.
7. I shall faithfully and diligently comply with my duties as responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of House of Investments, Inc. of any changes in the abovementioned information within five days from its occurrence.

Done, this 30th day March 2023, at Makati City



ROBERTO F. DE OCAMPO
Affiant

20 APR 2023

SUBSCRIBED AND SWORN to before me this 30th day of March 2023 at Makati City, affiant personally appeared before me and exhibited to me his passport with no. P5685296B valid until 26 October 2030 issued at DFA NR Central on 27 October 2020.

Doc. No. 158 :
Page No. 32 :
Book No. 13 :
Series of 2023



ATTY. JOSELINO N. SUCION
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31 2023
2746 ZENAIDA ST. FORLACION MAKATI
IBP NO. 257632/01/02/23
PTR NO. 956233/01/03/23
MCLE COMPLAINEE NO. VII-0013028/04/14/2025
ROLL NO. 60799
APPOINTMENT NO. M-078

ANNEX "3"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **FRANCISCO H. LICUANAN III**, Filipino, of legal age and a resident of No. 5 Bonifacio Place, Ayala Heights, Diliman, Quezon City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for independent director of **HOUSE OF INVESTMENTS, INC.** and have been its independent director since 2006.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Dusit Thani Philippines, Inc.	Director	1985 to Present
Innovative Property Solutions, Inc.	Chairman/President & CEO and Stockholder	October 2005 to Present
GeoEstate Development Corp.	Chairman/CEO and Stockholder	October 2006 to Present
Battery Park Investments Inc.	Chairman/CEO and Stockholder	May 2007 to Present
New Pacific Resources Management (SPV-AMC), Inc.	Chairman/CEO and Stockholder	July 2007 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **HOUSE OF INVESTMENTS, INC.**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of **HOUSE OF INVESTMENTS, INC.** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

Name of Director/Officer/Substantial Shareholder	Company	Nature of Relationship
N/A		

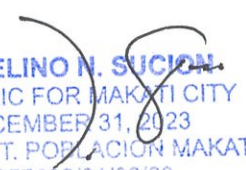
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I confirm that I am not engaged in government service or affiliated with any government agency or government owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of **HOUSE OF INVESTMENTS, INC.** of any changes in the abovementioned information within five days from its occurrence.

Done this 20 APR 2023 day of April 2023, at Makati City, Metro Manila, Philippines.


FRANCISCO H. LICUANAN III
Affiant

SUBSCRIBED AND SWORN to before me this 20 APR 2023 day of April 2023 at Makati City, affiant personally appeared before me and exhibited to me his Philippine Passport No. P2052028B, issued at DFA Manila, valid until 25 April 2029.

Doc. No. 157;
Page No. 02;
Book No. 43;
Series of 2023.


ATTY. JOSELINO N. SUCION
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023
2746 ZENAIDA ST. POBLACION MAKATI
IBP NO. 257632/01/02/23
PTR NO. 956233/01/03/23
MCLE COMPLAINT NO. VII-0013028/04/14/2025
ROLL NO. 60799
APPOINTMENT NO. M-078

ANNEX "4"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JOHN MARK S. FRONDOSO**, Filipino, of legal age and a resident of 1163 Tamarind Road, Dasmariñas Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **HOUSE OF INVESTMENTS, INC.** and have been its independent director since December 2016.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
LEX Services, Inc.	Director	January 2019 – Present
Ministry of Foreign Affairs Czech Republic	Honorary Consul in Cebu	December 2018 – Present
FSG Technology Ventures, Inc.	President / Director	August 2017 – Present
Spektacularis, Inc.	Vice President / Director	February 2016 – Present
Digitrade Enterprise, Inc.	Chairman / President	September 2015 – Present
Star Two Holdings, Inc.	President / Director	March 2014 – Present
Onshore Strategic Assets (SPV-AMC), Inc.	President / Director	March 2014 – Present
Star Asset Management NPL, Inc.	President / Director	March 2014 – Present
Star Asset Management ROPOAS, Inc.	President / Director	March 2014 – Present
Star Two (SPV-AMC), Inc.	President / Director	March 2014 – Present
Star Asset Management Services, Inc.	President / Director	March 2014 – Present
Star TechPh Management and Consultancy Services, Inc.	President / Director	March 2014 – Present
Filcommerce (Singapore) Holdings, PTE. LTD.	Director	July 2014 – Present
HC Consumer Finance Philippines, Inc. (Home Credit)	Director	July 2013 – Present
Asian Aerospace Corporation	Director	July 2013 – Present
FSG Capital, Inc.	Chairman & President	May 2012 - Present
M & S Holdings, Inc.	President / Chairman	April 2005 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **HOUSE OF INVESTMENTS, INC.**, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

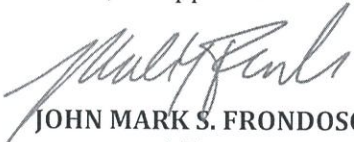
4. I am related to the following director/officer of HOUSE OF INVESTMENTS, INC. other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

Name of Director/Officer	Position	Nature of Relationship
Ms. Helen Y. Dee	Chairman/Director	I am a nephew of Ms. Dee and Ms. Yuchengco by virtue of my mother being their second cousin on the maternal side.
Ms. Yvonne S. Yuchengco	Director	

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I confirm that I am not engaged in government service or affiliated with any government agency or government owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of HOUSE OF INVESTMENTS, INC. of any changes in the abovementioned information within five days from its occurrence.

20 APR 2023


Done this ____ day of April 2023 at Makati City, Metro Manila, Philippines.


JOHN MARK S. FRONDOSO
Affiant

20 APR 2023

SUBSCRIBED AND SWORN to before me this ____ day of April 2023 at _____, affiant personally appeared before me and exhibited to me his Philippine Passport No. P9479137A, issued at DFA NCR East, and valid until November 8, 2028.

Doc. No. 120
Page No. 32
Book No. 43
Series of 2023.


ATTY. JOSELINO N. SUCION
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023
2746 ZENAIDA ST. POBLACION MAKATI
IBP NO. 257632/01/02/23
PTR NO. 956233/01/03/23
MCLE COMPLAINT NO. VII-0013028/04/14/2025
ROLL NO. 60799
APPOINTMENT NO. M-078



05 May 2023

THE SECURITIES AND EXCHANGE COMMISSION

7907 Makati Avenue, Salcedo Village
Bel-Air, Makati City 1209

Attention: **MR. VICENTE GRACIANO P. FELIZMENIO, JR.**
Director, Markets and Securities Regulation Department

Re: **SEC Form 20-IS of House of Investments, Inc. (SEC Reg. No. 15393)**

Gentlemen:

In compliance with the requirements of the Securities Regulation Code relative to the filing of SEC Form 20-IS of the House of Investments, Inc. (the "Company"), we hereby certify that none of the Company's incumbent directors and executive officers who may be elected and appointed during the Annual Stockholders' and Organizational Meetings to be held on 21 July 2023 are government employees.

We trust that the foregoing sufficiently complies with this Honorable Commission's requirements.

Very truly yours,

SAMUEL V. TORRES
Corporate Secretary

ANNEX “A”

A. Procedure to Register to be able to Attend and Participate in the Meeting

Stockholders are requested to notify the Company, by email to the following email address: hi_asm@hoi.com.ph, by July 11, 2023, of their intention to participate in the Annual Stockholders’ Meeting by remote communications.

For validation purposes, Stockholders shall also provide the Company with the following information: (a) Name; (b) Address; and (c) Contact Number. The Company may require documents to ascertain and verify the identity of the requesting person.

B. Procedures for Electronic Voting *in Absentia*

I. Coverage

Stockholders of House of Investments, Inc. who chose to electronically vote *in absentia*, upon registration and validation.

II. Registration

- a. Who may Register – Stockholders of Record as of June 21, 2023
- b. When to Register – Registration period shall be from July 8, 2022 at 8:00 AM to July 11, 2023 at 5:00 PM, Philippine Standard Time (“Registration Period”). Beyond this date, Stockholders may no longer avail of the option to electronically vote *in absentia*.
- c. How to Register – The Stockholders will be requested to send a notification together with a scanned or digital copy of the documents listed below, to the following email address: hi_asm@hoi.com.ph, within the Registration Period, for validation.

Individual Stockholders:

1. A recent photo of the Stockholder, with face fully visible,
2. Front and back portions of the Stockholder’s valid government-issued, identification card, preferably with residence address, and
3. Contact number

Stockholders with Joint Account:

1. Authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account,
2. A recent of the authorized Stockholder, with face fully visible,
3. Front and back portions of the Authorized Stockholder’s valid government-issued identification card, preferably with residence address, and
4. Contact number of the Authorized Stockholder

Broker Accounts:

1. The broker’s certification on the Stockholder’s number of shareholdings duly signed by the named Nominee or Associated Person of the said broker,
2. A recent photo of the Stockholder, with face fully visible,
3. Front and back portions of the Stockholder's valid government-issued identification card, preferably with residence address, and
4. Contact number

Corporate Stockholders

1. Signed Corporate Secretary's certificate attesting to the authority of the representative to vote for and on behalf of the Corporation,
2. A recent photo of the Stockholder's representative, with face fully visible,
3. Front and back portions of the valid government-issued identification card of the Stockholder's representative, preferably with residence address, and
4. Contact number of the Stockholder's representative

Stockholders with incomplete requirements will not be given the link to attend the meeting through remote communication or vote *in absentia*, but may still vote by sending a proxy to the Annual Stockholders' Meeting.

d. Validation of Registration

The registration notification, information and documents required to be submitted by the Stockholder, as provided for above, shall be reviewed and evaluated whereby the identity and number of shares of the stockholder shall be ascertained and verified. The validation of the information provided, the documents submitted and the propriety of the stockholder's registration shall be completed by the Company within three (3) business days from receipt of the registration notification and required information and documents.

The Company will send an email confirming the successful validation of the Stockholders' registration.

Please note that submission of incomplete or inconsistent information may result in an unsuccessful registration and attendance in the meeting through remote communication means will not be allowed.

Note: In light of the recent events and government pronouncements and guidelines surrounding the COVID-19 pandemic, the Company shall allow electronic signatures for the required documents, as may be applicable. Notarization requirements shall also be dispensed with at this time. However, the Company reserves the right to request additional information, and original signed and notarized copies of these documents, as it deems necessary.

III. Voting

Please use the form attached as Annex "B" to record your vote and then email to: hi_asm@hoi.com.ph, on or before July 11, 2023.

Notes and Conduct of Voting:

A. Voting

- a. The Stockholder appointing a Proxy:
Stockholders may give the Proxy the authority to vote in all matters for approval.
- b. The Stockholder Voting by Remote Communication or *in Absentia*
The Stockholders will be asked to fill in the attached Annex "B"
 1. For items other than the Election of Directors, the registered Stockholder has the option to vote: FOR, AGAINST, or ABSTAIN. The vote is considered cast for all the registered Stockholders' shares.
 2. For Election of Directors, the registered Stockholder may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such number

of shares as preferred by the Stockholder, provided the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected.

The votes cast *in absentia* will have equal effect as votes cast by proxy.

B. Tabulation & Validation of Voting *in Absentia* or by Proxy

All votes cast through proxy forms or *in absentia* will be tabulated by the Company, and the RCBC Stock Transfer Office will validate the results.

Validation and final tally of votes through Proxy or *in Absentia* shall be released on or before the meeting date.

C. Determination of Quorum

Only those Stockholders who have notified the Company of their intention to participate in the Annual Stockholders' Meeting by remote communication, and who have successfully registered during the Registration Period, together with the Stockholders who voted by Proxy or *in Absentia* will be included in the determination of quorum.

D. Access to the Live Meeting

The Company will send to the registered Stockholders the link of the live webcast of the Annual Stockholders' Meeting through the email confirming their successful registration no later than two (2) business days prior to the Meeting.

E. Stockholders' Questions/Comments During the Meeting

Stockholders may send their questions and/or comments during the meeting to hi_asm@hoi.com.ph. The Corporate Secretary shall raise these questions on behalf of the Stockholder.

F. Recording of the Annual Meeting

The Company shall post the link to the recorded webcast of the Annual Stockholders' Meeting on the Company's website within two (2) weeks after the conduct of the meeting.

ANNEX “B”

ELECTRONIC VOTING IN ABSENTIA

PROPOSAL	ACTION			NO. OF VOTES
	FOR	WITHHOLD	EXCEPTION	
ELECTION OF DIRECTORS				
Management Nominees:				
1. Helen Y. Dee	_____	_____	_____	_____
2. Lorenzo V. Tan	_____	_____	_____	_____
3. Yvonne S. Yuchengco	_____	_____	_____	_____
4. Medel T. Nera	_____	_____	_____	_____
5. Wilfrido E. Sanchez	_____	_____	_____	_____
6. Gil A. Buenaventura	_____	_____	_____	_____
Independent Directors:				
7. Roberto F. De Ocampo	_____	_____	_____	_____
8. John Mark S. Frondoso	_____	_____	_____	_____
9. Francisco H. Licuanan III	_____	_____	_____	_____
10. Juan B. Santos	_____	_____	_____	_____
11. Carlos G. Dominguez III	_____	_____	_____	_____
<p>INSTRUCTIONS: <i>To withhold authority to vote for any individual nominee(s) of Management, please mark Exception box and list name(s) under.</i></p> <p><i>Except for Mr. Dominguez, all are incumbent members of the Board of Directors.</i></p>				

PROPOSAL	ACTION		
	FOR	AGAINST	ABSTAIN
APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS’ MEETING HELD ON AUGUST 10, 2022.			
APPROVAL OF THE MANAGEMENT REPORT AND AUDITED FINANCIAL STATEMENTS FOR 2022.			
RATIFICATION AND CONFIRMATION OF THE ACTS, RESOLUTIONS AND PROCEEDINGS OF THE BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, OTHER COMMITTEES, AND THE OFFICERS OF THE COMPANY DURING THE YEAR 2022.			
APPOINTMENT OF SGV AS EXTERNAL AUDITORS.			
APPROVAL OF THE MAJORITY OF THE MINORITY SHAREHOLDERS OF THE ISSUANCE OF COMMON SHARES TO PAN MALAYAN MANAGEMENT & INVESTMENT CORPORATION (PMMIC) AND GPL HOLDINGS, INC. (GPLHI) AND WAIVER OF THE REQUIREMENT OF THE PHILIPPINE STOCK EXCHANGE, INC. TO CONDUCT A RIGHTS OR PUBLIC OFFERING OF THE COMMON SHARES SUBSCRIBED BY AND TO BE ISSUED TO PMMIC AND GPLHI			
INCREASE IN THE COMPANY’S AUTHORIZED CAPITAL STOCK AND CORRESPONDING AMENDMENT TO ARTICLE SEVENTH OF THE COMPANY’S ARTICLES OF INCORPORATION.			

DATE: _____

STOCKHOLDER’S NAME: _____

STOCKHOLDER’S SIGNATURE: _____

NOTE: Please submit this form on or before July 11, 2023 and accompanied by any government issued identification.