

COVER SHEET

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S.E.C. Registration Number

H O U S E O F I N V E S T M E N T S I N C .

(Company's Full Name)

9 / F L O O R G R E P A L I F E B U I L D I N G 2 2 1

S E N . G I L P U Y A T A V E N U E M A K A T I

(Business Address: No. Street City/ Town/ Province)

Atty. Lalaine P. Monserate

Contact Person

8815-96-36

Company Telephone Number

1 2

Month Fiscal Year

3 1

Day

SEC FORM 20 - IS (DEFINITIVE)

FORM TYPE

0 8

Month

1 0

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. Of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of **HOUSE OF INVESTMENTS, INC.** will be held on **Wednesday, August 10, 2022** at 4:00 P. M., with proceedings livestreamed and voting conducted via remote communication or *in absentia* through the Company's secure online voting facility.

1. Call to Order
2. Proof of Notice and Certification of a Quorum
3. Approval of the Minutes of the Annual Meeting of the Stockholders held on August 6, 2021
4. Approval of the Management Report and Audited Financial Statements for 2021
5. 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
6. Election of Directors for 2022-2023
7. Appointment of External Auditor
8. Such other business that may properly come before the meeting
9. Adjournment

Only stockholders of record at close of business on **July 8, 2022** shall be entitled to vote at said meeting or any adjournment thereof.

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 February 16, 2022, this 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 July 19, 2022. Electronic copies of the Information Statement and Management Report and SEC Form 17-A and other pertinent documents will be made available on the (a) Company's website (www.hoi.com.ph) and (b) PSE Edge.

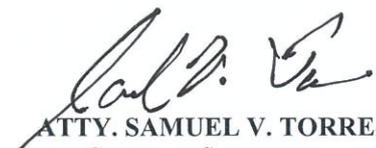
Given the current circumstances, stockholders may only attend and participate in the meeting by remote communication and vote only by proxy or remotely *in absentia*. Stockholders who wish to attend and participate in the meeting by remote communication shall inform and notify the Company by email at hi_asm@hoi.com.ph, on or before July 31, 2022. The link to the live webcast of the meeting shall be sent to the email address of the registered stockholder.

For voting via Proxy, duly accomplished proxies shall be submitted by email to the Office of the Corporate Secretary at hi_asm@hoi.com.ph, for inspection, validation, and recording at least ten (10) days before the Annual Stockholders' meeting, on or before July 31, 2022. Proxies received thereafter shall not be recognized for the meeting.

For further details of the procedures for attending and participating in the meeting through remote communication, for casting of votes and the proxy form format are set forth in the Information Statement.

The Company shall record the Annual Stockholders' Meeting and post the same in its website.

Makati City, June 28, 2022.


ATTY. SAMUEL V. TORRES
Corporate Secretary

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

OF

HOUSE OF INVESTMENTS, INC.

Date : 06 August 2021
Time : 2:30 P.M.
Place : Via Electronic Means of Communication

The Chairperson, Ms. Helen Y. Dee, welcomed the Company's stockholders to the 2021 Annual Stockholders' Meeting (ASM). The Chairperson noted that due to the persisting threat posed by the COVID-19 pandemic, and to comply with the Inter-Agency Task Force on Emerging Infectious Diseases' advisory to avoid physical mass gatherings, the Company is conducting its 2021 Annual Stockholders' Meeting as an online and recorded video-streaming meeting. She then stated that the procedure for the ASM is embodied in the Company's Definitive Information Statement, which has been posted in the Company's website.

The Chairperson also advised that to accord the Stockholders the opportunity to participate in the ASM, the Stockholders were informed that they may register online. Further, they were made aware that only questions and concerns submitted online prior to the given deadline will be addressed during the ASM. As for questions during the ASM, they will be addressed via email after the ASM.

The Chairperson proceeded to introduce the incumbent members of the Board of Directors of the Company, as follows:

- | | | |
|--------------------------------|---|--------------------------|
| 1. Ms. Helen Y. Dee | – | Chairperson of the Board |
| 2. Mr. Lorenzo V. Tan | – | Director/President & CEO |
| 3. Ms. Yvonne S. Yuchengco | – | Director |
| 4. Mr. Medel T. Nera | – | Director |
| 5. Atty. Wilfrido E. Sanchez | – | Director |
| 6. Mr. Gil A. Buenaventura | – | Director |
| 7. Mr. Lorenzo Andres T. Roxas | – | Director |
| 8. Dr. Roberto F. De Ocampo | – | Independent Director |
| 9. Mr. Juan B. Santos | – | Independent Director |
| 10. Mr. John Mark S. Frondoso | – | Independent Director |
| 11. Francisco H. Licuanan III | – | Independent Director |

I. CALL TO ORDER.

The Chairperson, Ms. Helen Y. Dee, called the meeting to order.

II. PROOF OF NOTICES.

The Chairperson asked the Corporate Secretary, Atty. Samuel V. Torres, whether proper notices of the meeting were sent to the stockholders entitled thereto.

The Corporate Secretary certified that stockholders of record as of 06 July 2021 were duly notified of the 2021 ASM in four (4) ways, as follows:

First, by publication of the Notice of the ASM, including its Agenda, on 05 July 2021 and 06 July 2021 in The Manila Bulletin and the Philippine Star, both in print and online editions for two (2) consecutive days, as evidenced by the Affidavits of Publications executed by the respective representatives of the publishers.

Second, by disclosure with the Philippine Stock and Exchange, Inc.

Third, by posting on the Company's website.

Finally, through email for those who have successfully registered online, consistent with the applicable Securities and Exchange Commission (SEC) Rules and the Company's internal guidelines on the holding of the ASM by electronic means of communication.

III. DETERMINATION OF QUORUM.

The Corporate Secretary certified that out of the 776,465,281 outstanding shares of stock entitled to participate and vote, a total of 519,352,366 shares are represented in the meeting, with 1,630 shares participating remotely or in absentia and 519,890,011 shares represented by proxy. All of the said shares represent 66.89% of those entitled to participate and vote and constitute more than 2/3 of the outstanding capital stock. The Corporate Secretary then confirmed that there was quorum.

IV. APPROVAL OF THE MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETING.

The Chairperson proceeded to present the next item in the Agenda, which is the approval of the Minutes of the last Annual Stockholders' Meeting held on 17 August 2020. She advised that a copy of the Minutes is posted in the Company's website and available to all stockholders for viewing.

The Corporate Secretary then stated that a total of 519,352,366 shares, representing 66.89% of the total outstanding stock, voted in favor of the following resolution to approve the Minutes of the 2020 Annual Stockholders' Meeting:

“RESOLVED, that the minutes of the last stockholders' meeting be, as they are hereby, noted and approved.”

V. **APPROVAL OF THE 2020 MANAGEMENT REPORT AND THE AUDITED FINANCIAL STATEMENTS.**

The Chairperson noted the next item on the Agenda, which is the approval of the 2020 Management Report and the 2020 Audited Financial Statements. She then mentioned that the Annual Report is posted in the Company's website, aside from being presented in the required SEC Form 17-A. The Chairperson then requested the Company's President & CEO, Mr. Lorenzo V. Tan, to present a report on the results of the Company's operations last year and the 2020 Audited Financial Statements.

Mr. Tan's presentation on "Rising Above Uncertainties. Looking Beyond 2020." commenced with an expression of faith as a sign of commiseration for those affected by the COVID-19 pandemic. Mr. Tan then recalled the circumstances surrounding the onset of the COVID-19 pandemic, its effect on the Philippine economy, and the response of the Yuchengco Group of Companies. Thereafter, Mr. Tan proceeded to discuss the Company's Consolidated Revenues, Revenue Contributors, Net Income (Loss) Attributable to Parent, and Financial Results Per Business Segment.

Mr. Tan particularly reported on the Company's businesses and activities in the construction industry (EEI Corporation), education [Malayan Education System, Inc. (Operating Under the Name of Mapua University); Malayan Colleges Laguna, Inc., A Mapua School; Malayan Colleges Mindanao (A Mapua School), Inc.; Malayan High School of Science, Inc., National Teachers College; Affordable Private Education Center, Inc. (APEC School); and University of Nueva Caceres], car dealership business (Honda, Isuzu and Geely), pharmaceuticals (HI-Eisai Pharmaceutical, Inc.), energy sector (Petro Green Energy Corporation and Petroenergy Resources Corporation), afterlife services (Manila Memorial Park Cemetery, Inc. and La Funeraria Paz-Sucat, Inc.), and real estate (San Lorenzo Ruiz Investment Holdings and Services, Inc.; Joint Venture with Sojitz Corporation, a Japanese company). He discussed the following:

1. Business Continuity
2. Digital Evolution
3. Relevant & Dynamic Partner in Nation Building
4. Our Environmental, Social and Governance Responsibilities

Mr. Tan also provided an update on the improvements during the first half of 2021, which exemplifies how the Company remains undeterred in overcoming the crisis brought about by the COVID-19 pandemic. He discussed the Consolidated Revenues and Net Income Attributable to Parent Company.

Mr. Tan concluded his report by affirming that the Company remains faithful to its vision, committed to fulfilling its mission and that it will continue to rise above uncertainties by leading innovation, supporting its various businesses and pursuing new opportunities that will enrich the lives of the Company's stakeholders.

After the President's Report, the Corporate Secretary noted the proposal to approve the Management Report and the 2020 Audited Financial Statements under the following resolution:

"RESOLVED, that the Management Report and the 2020 Audited Financial Statements, as made available to the Stockholders, be as they are hereby, noted and approved."

There being no objections, the Corporate Secretary advised that a total of 519,352,366 shares, representing 66.89% of the total outstanding stock, voted in favor of the above resolution.

VI. RATIFICATION AND CONFIRMATION OF THE ACTS, RESOLUTIONS AND PROCEEDINGS OF THE BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, OTHER COMMITTEES AND OFFICERS OF THE COMPANY DURING THE YEAR IN REVIEW.

The Chairperson proceeded to present the next item in the Agenda, which is the ratification and confirmation of all acts, resolutions and proceedings of the Board of Directors, the Executive Committee, the Other Committees, and Officers of the Company during the year in review.

The Corporate Secretary noted the proposal to ratify and confirm all acts, resolutions and proceedings of the Board of Directors, the Executive Committee, the Other Committees, and Officers of the Company during the year in review under the following resolution:

“RESOLVED, as it is hereby resolved, that all acts, resolutions, and proceedings of the Board of Directors, the Executive Committee, the Other Committees, and the Officers during the year in review be ratified and confirmed.”

There being no objections, the Corporate Secretary advised that a total of 519,352,366 shares, representing 66.89% of the total outstanding stock, voted in favor of the above resolution.

VII. ELECTION OF DIRECTORS FOR 2021-2022.

The Chairperson proceeded to the next item in the Agenda, which is the election of directors for the year 2021-2022. She then asked the Corporate Secretary if he has the list of nominees to the Board of Directors. The Corporate Secretary replied in the affirmative and stated that, as of 14 May 2021, the deadline for nominations, there were eleven (11) nominees evaluated and qualified by the Corporate Governance, Nomination and Related Party Transactions Committee for election as members of the Board of Directors, namely:

Regular Directors

1. Ms. Helen Y. Dee
2. Mr. Lorenzo V. Tan
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

Independent Directors

8. Dr. Roberto F. De Ocampo
9. Francisco H. Licuanan III
10. Mr. Juan B. Santos
11. Mr. John Mark S. Frondoso

The Corporate Secretary particularly noted 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), the reelection and retention of Dr. Roberto F. de Ocampo and Mr. Francisco H. Licuanan III as independent directors of the Company is being proposed for stockholders' approval based on the invaluable contribution and guidance that they are constantly providing to the Company. He further stated that the meritorious justifications for Dr. de Ocampo and Mr. Licuanan's reelection and retention as Independent Directors were provided for in the Company's Definitive Information Statement.

Thereafter, the Corporate Secretary confirmed the results of the election, stating that all the shares represented in the meeting, particularly, a total of 519,352,366 shares, representing 66.89% of the total outstanding stock, voted in favor of the election of all eleven (11) nominees. The Chairperson thus declared and proclaimed the above-named nominees as elected members of the Company's Board of Directors for 2021-2022.

VIII. APPOINTMENT OF EXTERNAL AUDITOR.

The Chairperson proceeded to tackle the next item on the Agenda, which is the appointment of the Company's external auditor.

The Corporate Secretary noted the proposal for SGV & CO. to be reappointed as the Company's external auditor for the calendar year ending 31 December 2021 under the following resolution:

“RESOLVED, that the auditing firm, SGV & CO. be reappointed as the Company's External Auditor for the calendar year ending December 31, 2021.”

There being no objections, the Corporate Secretary advised that a total of 519,352,366 shares, representing 66.89% of the total outstanding stock, voted in favor of the above resolution.

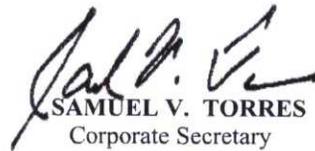
IX. OTHER MATTERS.

The Chairperson inquired if there were any other matters that any of the stockholders wished to discuss. The Corporate Secretary confirmed that there was none. The Chairperson then also asked if there were any comments and questions submitted to the Company prior to the deadline for submission. The Corporate Secretary replied that no questions were received from the stockholders.

Minutes of the Annual Stockholders' Meeting
House of Investments, Inc.
06 August 2021

X. ADJOURNMENT.

There being no other questions and with no other business to transact, on motion duly made and seconded, the Annual Stockholders' Meeting was adjourned.


SAMUEL V. TORRES
Corporate Secretary

ATTEST:


HELEN Y. DEE
Chairperson

EXPLANATION OF AGENDA ITEMS

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

1. Stockholders may attend and participate in the meeting by remote communication. Stockholders who intend to attend and participate by remote communication shall inform the Company via email at hi_asm@hoi.com.ph, on or before July 31, 2022. After verification of the email request, the link to the live webcast of the meeting shall be sent to the indicated email address of the registered stockholder.
2. Stockholders may vote by appointing a proxy. Stockholders voting by proxy shall email the duly accomplished proxies for examination, validation and recording at least ten (10) days before the Annual Stockholders' Meeting, or on or before July 31, 2022 to the Office of the Corporate Secretary at hi_asm@hoi.com.ph.
3. Pursuant to Sections 57 and 23 of the Revised Corporation Code, which allow for voting by remote communication or *in absentia* by the stockholders, the Company has set up a registration and voting mechanism. Stockholders may cast their votes electronically at the time provided for in the notice and mechanism, as detailed in the attachments to the Information Statement, Annex A and Annex B. A stockholder who votes by remote communication or in absentia shall be deemed present for purposes of quorum.
4. The items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the outstanding voting stock, voting through a proxy or voting electronically in absentia.
5. Each of the proposed resolutions or items in the Agenda will be shown on the screen as the same is taken up at the meeting.
6. Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his/her/its votes.
7. The Company's stock transfer agent will tabulate, verify and validate all votes received.
8. The Corporate Secretary shall report the results of voting during the meeting.
9. Stockholders may email to hi_asm@hoi.com.ph relevant questions or comments to matters to be taken up, on or before the time of the meeting. Stockholders are advised to send questions early to be assured that these will be taken up in time.
10. A link to the recorded webcast of the meeting will be posted on the Company's website after the meeting.

Call to Order

The Chairperson will formally open the meeting at 4:00 in the afternoon.

Certification of Notice and Quorum (& Rules of Conduct and Procedures)

The Corporate Secretary, will certify that written notice for the meeting was duly sent to the stockholders and that a quorum exists for the transaction of business.

Approval of Minutes of the Annual Stockholders' Meeting held on August 6, 2021

The minutes of the Annual Stockholders' Meeting held on August 6, 2021 is posted on the Company's website, at <https://hoi.com.ph/category/minutes-of-all-general-or-special-stockholder-meeting/>. A copy of the minutes is also attached to the Information Statement. A resolution approving the minutes will be presented to the stockholders for approval.

Approval of the Management Report and Audited Financial Statements for 2021

The President and Chief Executive Officer of the Company, Mr. Lorenzo V. Tan, will deliver a report to the stockholders on the performance of the Company in 2021 and the outlook for 2022. The audited financial statements as of December 31, 2021 will be included in the Information Statement. A resolution noting the report and approving the 2021 audited financial statements will be presented to the stockholders for approval.

Approval of the 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

The acts and resolutions of the Board of Directors, all Committees and Management of the Company for ratification were those adopted from August 6, 2021 until August 10, 2022. They include: a) opening/closing of bank accounts and delegation of bank signatories; b) approval of credit lines; c) appointment/promotion of officers; and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of Management were those taken to implement the resolutions of the Board of Directors or its Committees and those taken in the general conduct of business. A resolution on this agenda item will be presented to the stockholders for approval.

Election of Directors for 2022-2023

Any stockholder may submit to the Corporate Governance, Nomination and Related Party Transactions Committee nominations to the Board of Directors no later than May 18, 2022. The Corporate Governance, Nomination and Related Party Transactions Committee will determine whether the nominees for Directors, including the nominees for Independent Directors, have all the qualifications and none of the disqualifications to serve as members of the Board of Directors before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board will be included in the Information Statement.

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 independent director nominees, Dr. Roberto F. de Ocampo, OBE and Mr. Francisco H. Licuanan III, are already serving a cumulative term of ten (10) years as reckoned from the year 2012. Nonetheless, the Company proposes the re-election and retention of Dr. de Ocampo and Mr. Licuanan as independent directors. Meritorious justification for their retention/extension are provided in Item 5 of the Information Statement.

Appointment of External Auditor

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

A resolution for the appointment of the external auditor will be presented to the stockholders for approval.

Such other business that may properly come before the meeting

The Chairperson will open the floor for comments and questions from the stockholders. Stockholders may raise matters or issues that may be properly taken up at the meeting.

PART 1
INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

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

Date of meeting : **August 10, 2022**
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 : **July 15, 2022**
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 February 16, 2022, 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 July 19, 2022. 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 May 31, 2022:

| | |
|---------------|--------------------|
| Common Stocks | 776,465,281 shares |
|---------------|--------------------|

Each common share of the Company's capital stock is entitled to one (1) vote at the Annual Stockholders' Meeting.

(b) Record Date: July 8, 2022

Only stockholders of record at the close of business on **July 8, 2022** 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 May 31, 2022.

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 | 397,166,274* | 51.15% |
| Common | ESTATE OF ALFONSO T. YUCHENGO 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. <i>7/F Yuchengco Tower, RCBC Plaza, 6819 Ayala Ave., Makati City</i> | 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 | 99,642,331 | 12.83% |
| Common | BPI SECURITIES CORPORATION <i>8/F BPI Head Office Bldg., Ayala Ave., cor. Paseo de Roxas Makati City</i> | Mr. John Kennard T. Fajardo <i>Nominee</i> is authorized to direct voting of the shares held by BPI Securities Corporation | Filipino | 46,422,390 | 5.98% |
| 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.

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 May 31, 2022 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 | 386,960 | 0.0993% |
| Mr. John Mark S. Frondoso | Filipino | Direct | 5 | 0.0000% |
| Mr. Francisco H. Licuanan III | Filipino | Direct | 500 | 0.0006% |
| 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 | | | 1,660,100 | 0.2138% |
| 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 May 31, 2022, there are 20,388,091 shares or 2.63% 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 | 19 Years |
| Mr. Lorenzo V. Tan | Director President & CEO | 5 Years as Director 2 Year and 9 Months as President & CEO |
| Mr. Medel T. Nera | Director | 10 Years |
| Atty. Wilfrido E. Sanchez | Director | 21 Years |
| Mr. Gil A. Buenaventura | Director | 2 Years |
| Ms. Yvonne S Yuchengco | Director | 20 Years |
| Mr. Lorenzo Andres T. Roxas | Director | 1 Year and 7 months |

| INDEPENDENT DIRECTORS | | |
|-------------------------------|-----------------|--------------------------|
| Name | Position | Length of Service |
| Dr. Roberto F. de Ocampo | Director | 21 Years |
| Mr. John Mark Frondoso | Director | 5 Years |
| Mr. Francisco H. Licuanan III | Director | 14 Years |
| Mr. Juan B. Santos | Director | 7 Years |

| EXECUTIVE OFFICERS | | | |
|---|---|------------|--------------------|
| Name | Position | Age | Citizenship |
| Ms. Helen Y. Dee | Chairperson | 78 | Filipino |
| Mr. Lorenzo V. Tan | President & CEO | 60 | Filipino |
| Ms. Gema O. Cheng | EVP – COO, CFO & Treasurer | 57 | Filipino |
| Mr. Alexander Anthony G. Galang | SVP – Internal Audit | 61 | Filipino |
| Mr. Joselito D. Estrella | SVP – Chief Information Officer | 57 | Filipino |
| Mr. Philippe John S. Fetalvero | SVP – Business Operations Head, Cars Division | 53 | Filipino |
| Ms. Ma. Esperanza F. Joven | FVP – Finance | 51 | Filipino |
| Ms. Ma. Elisa E. De Lara | FVP – Internal Audit | 53 | Filipino |
| Ms. Maria Teresa T. Bautista | VP –Controller | 49 | Filipino |
| Atty. Victoria T. Tomelden | VP – Division Head, Group Internal Audit | 50 | Filipino |
| Ms, Ruth C. Francisco | SVP – Chief Risk Officer | 58 | Filipino |
| Atty. Lalaine P. Monserate | AVP – Legal & Compliance Officer | 58 | Filipino |
| Mr. Gerard G. Magadia | VP – GM, Procurement Shared Services | 50 | Filipino |
| Atty. Samuel V. Torres | Corporate Secretary | 57 | Filipino |
| Atty. Ma. Elvira Bernadette G. Gonzalez | Asst. Corporate Secretary | 45 | 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 the **Chairperson** of EEI Corporation, 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, 60, Filipino, is a **Director** and the **President & CEO** of the Company. Mr. Tan is currently serving as **Director** of Smarts Communications, Inc., Digitel 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.

ATTY. WILFRIDO E. SANCHEZ, 85, 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 Asiabest

Group International Inc. (“ABG”), EEI Corporation, EMCOR, Inc., J-DEL Investments and Management Corporation, K-Servico, Inc., Kawasaki Motor Corporation, Magellan Capital Holdings Corp., Trimotors Technology Corp., Wodel, Inc. and KS Prime Financial Corp.; **Independent Director** in Philippine National Bank, Tanduary Distillers, Inc., Asia Brewery, Inc., LT Group, Inc., and Eton Properties Philippines, Inc.; **Trustee** in Asian Institute of Management (AIM), 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.

YVONNE S. YUCHENGCO, 68, Filipino, is a **Director** from 1999-2006, 2008 to present. She is also the **President, Chairman and Director** of Philippine Integrated Advertising Agency, Inc.; **Director and Chairman** of Y Realty Corporation; **Chairperson and President** of Royal Commons, Inc., Y Tower II Office Condominium Corp. and Yuchengco Tower Office Condominium Corp.; **Director and Vice Chairperson** of National Reinsurance Corp. of the Philippines and Malayan Insurance Co., Inc.; **Director and Chairperson** of RCBC Capital Corporation; **Chairperson** of XYZ Assets Corporation; **Director, Treasurer and CFO** of Pan Malayan Management & Investment Corp.; **Director, Vice President and Treasurer** of Pan Managers Inc.; **Director and President** of Alto Pacific Corporation, MICO Equities, Inc. and RCBC Land, Inc.; **Director and Treasurer** of Water Dragon, Inc., Honda Cars Kalookan, Inc., Malayan High School of Science, Inc., Mona Lisa Development Corp. and Petro Energy Resources Corp.; **Director and Vice-President** of AY Holdings, Inc.; **Director and Corporate Secretary** of MPC Investment Corporation; **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 Colleges Inc., Malayan International Insurance Corp., Manila Memorial Park Cemetery, Inc., Pan Malayan Express, Inc., Pan Malayan Realty Corp., Seafront Resources Corp., Shayamala Corporation, YGC Corporate Services, Inc. and Yuchengco Center, Inc. and Asia-Pac Reinsurance Co., Ltd.; **Trustee** of Avignon Tower Condominium Corporation, Phil-Asia Assistance Foundation, Inc., Mapua University, and AY Foundation, 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, 66, Filipino, is a **Director** from 2011 to present. He is also a **Director** of iPeople inc., EEI Corp., Seafront Resources Corp., National Reinsurance Corporation of the Philippines, Inc., Generika Pharmaceutical Group, Ionics, Inc. 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.

GIL A. BUENAVENTURA, 69, 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** of Makati Business Club, Management Association of the Philippines and Investment Committee, De La Salle Philippine School System; **Board Member** of Banker Association of the Philippines, BANCNET and Philippine Payments Management Inc. **Educational Background:** Mr. Buenaventura

holds a Master of Business Administration in Finance from University of Wisconsin, Madison, Wisconsin.

ROBERTO F. DE OCAMPO, 76, 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.

FRANCISCO H. LICUANAN III, 78, 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.

JUAN B. SANTOS, 83, 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.

JOHN MARK S. FRONDOSO, 47, 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.

EXECUTIVE OFFICERS:

GEMA O. CHENG, 57, 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.; and serves as **Director** of the following: Malayan Colleges Laguna, Inc., A Mapua School, Malayan Colleges Mindanao, A Mapua School, La Funeraria Paz-Sucat, 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) with concurrent role as CFO of the Commercial Properties Group; *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, 61, Filipino, is the **Senior Vice President for Internal Audit** since 2009. He was **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, 57, 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, 53, Filipino, is the **SVP - Business Operations Head, HI Cars Division**. He was the **General Manager** of Honda Cars Kalookan, Inc. from 1989 to 2019. *His past experiences include:* **Sales Manager** of Right Computer Systems, Inc. & **Faculty** at De La Salle University (IMPACT Center) from 1991 to 1993; **Sales Manager** of Honda Cars Kalookan, Inc. from 1994 to 1998. *Educational Background:* Bachelor of Science in Computer Science (Information Technology) from De La Salle University - Manila.

RUTH C. FRANCISCO, 58, 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. She is also a **Director** at San Lorenzo Ruiz Investment Holdings and Services, Inc. *Educational Background:* Doctor of Business Administration, Colegio de San Juan de Letran; Master of Business Administration, Philippine Christian University; Bachelor of Science in Commerce, Major in Accounting, Manuel L. Quezon University.

MA. ESPERANZA F. JOVEN, 51, 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** of San Lorenzo Investment Holdings and Services, 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., San Lorenzo Ruiz Investment Holdings & Services, Inc., and Blackhounds Security & Investigation Agency, Inc. **Her past experiences include: Vice President for Finance** of iPeople, inc. and **Director** of Zamboanga Industrial Finance Corporation. **Educational Background and Certifications:** Master of Science in Computational Finance and Bachelor of Science in Applied Mathematics from De La Salle University-Manila. She also held the Series 7, 63, & 24 licenses with the Financial Industry Regulatory Authority (FINRA), The Nasdaq Stock Market, and in the 52 states and territories of the USA.

MARIA ELISA E. DE LARA, 52, Filipino, is the **First Vice President for Group Internal Audit**. 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, 49, Filipino, is the **Vice President - Controller** since July, 2017. She is also the **Controller** of Landev Corporation; **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. 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.

VICTORIA T. TOMELDEN, CPA, CIA, 50, Filipino, is the **Vice President - Division Head Group Internal Audit**. She currently sits as **Trustee** at the Institute of Internal Auditors, Philippines (IIA-P) and **chairs** the Board's Governance Committee. She is also an **associate member** at the Institute of Corporate Directors – Philippines (ICD). Prior to joining HI, she was the VP and Chief Audit Executive of Holcim Philippines Group of Companies from January, 2010 to December, 2020. She was also the Company's **Corporate Legal Counsel** from May, 2006 to December, 2009. She also held various **Finance functions** prior to becoming a lawyer. **Educational Background:** holder of Yellow Belt Lean-Six Sigma, Certified Internal Auditor, Management Program Certificate from Duke Corporate Education Ltd, Pfaffikon (SZ), Switzerland, Organizational Leadership Program Certificate from the IMD Business School, Lausanne, Switzerland, Bachelor of Laws from Arellano University School of Law (AUSL) and Bachelor of Science in Accountancy from Polytechnic University of the Philippines, Manila (PUP).

LALAIN P. MONSERATE, 58, Filipino, 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. and RCBC Realty Corporation being newly covered persons under the Designated Non-Financial Businesses and Profession (DNFBP) on December 2021 to present. **Her past experiences include: Assistant Director** of the Investigation and Prosecution Division, Enforcement and Investor Protection Department of the Securities and Exchange Commission (SEC). She spent 12 years at the SEC, rising from the ranks, i.e. from Securities Investigator, Securities Counsel, Chief Counsel, Division Head and Assistant Director. **Educational Background:** Bachelor of Laws and Bachelor of Arts in Political Science from the University of Nueva Caceres in Naga City.

GERARD G. MAGADIA, 50, 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) and Bachelor of Science in Chemistry from Pablo Borbon Memorial Institute of Technology.

SAMUEL V. TORRES, 57, 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 Led by 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, 45, 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. (Operating as Mapua Malayan Colleges Mindanao), 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, 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 2022-2023:

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
- 7) Mr. Lorenzo Andres T. Roxas

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

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, and John Mark S. Frondoso 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 (10) years as reckoned from the year 2012. Nonetheless, the stockholders voted for the re-election and retention of Dr. de Ocampo and Mr. Licuanan as independent directors in the 2021 Annual Stockholders' Meeting of the Company based on the invaluable contribution and guidance that they are constantly providing to the Company. The following meritorious justifications were 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.

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 2021-2022 are as follows:

Committee Membership of Directors

Executive Committee

| | |
|-------------------------|----------|
| Helen Y. Dee | Chairman |
| Lorenzo V. Tan | Member |
| Medel T. Nera | Member |
| Juan B. Santos | Member |
| Gil A. Buenaventura | Member |
| Lorenzo Andres T. Roxas | 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.

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, 2022:

- (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: 1. Lorenzo V. Tan, President & CEO 2. Gema O. Cheng, EVP – Chief Operating Officer, Chief Financial Officer & Treasurer 3. Alexander Anthony G. Galang, SVP – Internal Audit 4. Joselito D. Estrella, SVP – Chief Information Officer 5. Ruth C. Francisco, SVP – Chief Risk Officer | 2022 | P43.7(est) | P0 | P0 |
| | 2021 | P41.6M | P0 | P0 |
| | 2020 | P38.7M | P0 | P0 |
| All other officers and directors as group unnamed. | 2022 | P55.4M (est) | P0 | P1.6M (est) |
| | 2021 | P49.8M | P0 | P1.5M |
| | 2020 | P41.0M | P0 | P1.1M |
| TOTALS | 2022 | P99.0M (est) | P0 | P1.6M (est) |
| | 2021 | P91.4M | P0 | P1.5M |
| | 2020 | P79.7M | 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 P25,000 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 Audit, Board Risk Oversight, and Corporate Governance, RPT and Nominations committee meetings and P5,000 in other committee meetings.

Item 7: Independent Public Accountants

The Accounting firm of Sycip Gorres Velayo and Company (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 SRC Rule 68, paragraph 3(b)(iv) and Memorandum Circular No. 8, series of 2003 (Five (5) Year Rotation of External Auditors), the Company has engaged Ms. Wenda Lynn M. Loyola, as the Engagement Partner of SGV & Co. effective 2016.

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 on August 10, 2022 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 |
|------|-------------------|
| 2021 | P3,854,000 |
| 2020 | P3,417,000 |
| 2019 | P3,296,450 |

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

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

No action is to be taken with respect to the following:

1. modification or exchange of securities
2. financial and other information

3. mergers, consolidation, acquisition and similar matters
4. restatement of accounts

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, or the issuance or authorization for issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

Item 11: Financial and Other Information

The audited financial statements as of December 31, 2021, Management Discussion and Analysis, Market Price of Shares and Dividends and other data 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 6, 2021 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 519,352,366 common shares or 66.89% 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 17, 2020 Minutes constitutes a ratification of the accuracy and faithfulness of the Minutes of the events that transpired during the said meeting, such as (a) 2019 annual report and audited financial statements, (b) approval of the amendment of Article First of the Articles of Incorporation reflecting the change in corporate name of the Company; (c) approval of the amendment of Article Third of the Articles of Incorporation reflecting the change in the principal address of the Company; (e) ratification of the actions of the Board of Directors, different Committees and Management during the year 2020, (f) election of directors, and (g) 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 17, 2020 for the period 2019 up to the date of meeting (August 6, 2021). 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 2021-2022.
5. Re-appointment of Sycip Gores Velayo & Co. as external auditor of the Company for the fiscal year ending 31 December 2021.

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. Medel T. Nera, President
3. Ms. Yvonne S. Yuchengco
4. Mr. Lorenzo V. Tan
5. Dr. Reynaldo B. Vea
6. Atty. Wilfrido E. Sanchez
7. Mr. Juan B. Santos
8. Mr. Lorenzo Andres T. Roxas

Officers:

9. Ms. Gema O. Cheng, EVP-COO, CFO and Treasurer
10. Mr. Anthony Alexander G. Galang, SVP-Internal Audit
11. Ms. Ma. Esperanza F. Joven, VP-Finance
12. Ms. Ma. Teresa T. Bautista, VP-Corporate Controller
13. Ms. Maria Elisa E. De Lara, VP-Internal Audit
14. Atty. Lalaine P. Monserate, AVP-Legal and Compliance Officer
15. Atty. Samuel V. Torres, Corporate Secretary
16. 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 were made available on the Company's website.

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.

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 17, 2020 for the period 2020 up to the date of meeting (August 6, 2021). 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

No action is to be taken with respect to the amendment of Charter, By-laws of Other Documents.

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 6, 2021.
2. Approval of the Management Report and the Audited Financial Statements of the Company for the year ended December 31, 2021;
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 6, 2021 up to the date of the 2022 Annual Stockholders' Meeting.
4. Election of Directors for 2022-2023;
5. Appointment of External Auditor

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 monitored its compliance with Securities and Exchange Commission (SEC) Memorandum Circulars as well as all relevant Philippine Stock Exchange (PSE) Circulars 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 2017, 2018, 2019, and 2021. The IACGR for the year 2022 will be submitted on or before May 30, 2023

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

In its 2017, 2018, 2019, and 2020 Integrated Annual Corporate Governance Reports (IACGRs), the Company has complied with majority of all recommendations specified in the said Report. In 2021, the Company is compliant with all the recommendations specified in the IACGR.

(c) Deviation from the Manual on Corporate Governance

There is no deviation from the Manual on Corporate Governance. This can be gleaned from the Integrated Annual Corporate Governance Report (IACGR) where majority of the recommendations were complied by the Company. In 2019, while there were two (2) recommendations which the Company cannot comply, the Company provided for substantial explanation (pursuant to the “comply or explain” approach required by SEC) including the fact that the principles recommended were still being achieved by the Company despite its non-compliance. In its 2020 report, the Company will endeavor to comply with the said two un-complied recommendations in 2019, however, due to the pandemic, the Company was not able to comply with the same, thus it has provided substantial explanations to the effect that the principles recommended were still achieved by the Company despite its non-compliance. In 2021, the Company is compliant with all the recommendations specified in the IACGR.

(d) Plans to Improve Corporate Governance

In order to improve the performance of the Chairperson, the Board of Directors and its officers, the Company 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. Likewise, 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 on 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 in good corporate governance as well as the Manual on Corporate Governance by requiring its Chairperson, Directors and Officers to attend the annual seminar on Corporate Governance conducted by entities accredited by the Securities and Exchange Commission (SEC).

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

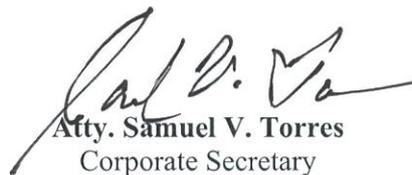
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on June 28, 2022.

House of Investments, Inc.

By:

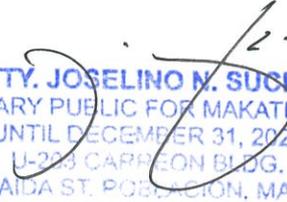


Atty. Lalaine P. Monserate
Compliance Officer



Atty. Samuel V. Torres
Corporate Secretary

SUBSCRIBED AND SWORN BEFORE ME
HIS 28 JUN 2022 AT MAKATI CITY
AFFIANT EXHIBITED TO ME HIS / HER.



ATTY. JOELINO M. SUCION
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023
U-203 CARRERON BLDG.
2746 ZENAIDA ST. PGBLACION, MAKATI CITY
IBP NO. 163458/01/02/2022
PTR NO. 86518/7/01/03/2022
MCLE COMPLAINEE NO. VI-0018184/2-28-19
ROLL NO. 60799
APPOINTMENT NO. M-078

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Series of Jove

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JUAN B. SANTOS**, Filipino, of legal age and a resident of 2420 Bougainvillea, 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.

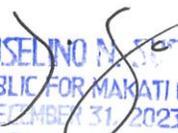
Done this 01 JUN 2022 day of April 2022, at Makati City, Metro Manila, Philippines.



JUAN B. SANTOS
Affiant

SUBSCRIBED AND SWORN to before me this 01 JUN 2022 day of April 2022 at Makati City, affiant personally appeared before me and exhibited to me his Philippine Passport No. _____, issued at _____, and valid until _____.

Doc. No. 444 ;
Page No. 88 ;
Book No. 32 ;
Series of 2022.


ATTY. JOSEINO M. SANTOS
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023
U-203 CARRERA BLDG.
2746 ZENAJA ST. POBLACION, MAKATI CITY
IBP NO. 153456 / 01/02/2022
PTR NO. 8851817/01/03/2022
MCLE COMPLIANCE NO. VI-0018184/2-28-19
ROLL NO. 60799
AFFIDAVIT NO. M-U/8

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)

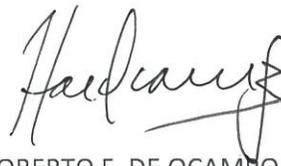
| NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER | COMPANY | NATURE OF RELATIONSHIP |
|--|---------|------------------------|
| N.A. | N.A. | N.A. |
| | | |
| | | |

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.

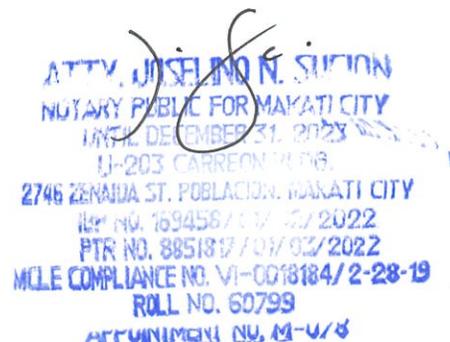
Done, this 23rd day March 2022, at Makati City



ROBERTO F. DE OCAMPO
Affiant

SUBSCRIBED AND SWORN to before me this 23rd day of March 2022 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. 443 :
Page No. 88 :
Book No. 32 :
Series of 2022



 ATTY. JOSEINO N. SISON
 NOTARY PUBLIC FOR MAKATI CITY
 UNTIL DECEMBER 31, 2023
 U-203 CARREON WING
 2746 ZENAJA ST. POBLACION, MAKATI CITY
 REP. NO. 169458/01/02/2022
 PTR NO. 88518/01/02/2022
 MCLE COMPLIANCE NO. VI-0018184/2-28-19
 ROLL NO. 60799
 AFFIDAVIT NO. M-0/8

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 |
|--|--|--------------------------|
| Innovative Property Solutions, Inc. | Chairman/President & CEO and Stockholder | October 2005 to Present |
| Lucky Fort Food Ventures Inc. | Stockholder | 2006 to Present |
| GeoEstate Development Corp. | Chairman/CEO and Stockholder | October 2006 to Present |
| Coca-Cola Bottlers Phils./Coca-Cola Export Corp.(Phils.) | Member, Advisory Board | April 2007 to Present |
| Battery Park Investments Inc. | Chairman/CEO and Stockholder | May 2007 to Present |
| New Pacific Resources Management (SVP-AMC), Inc. | Chairman/CEO and Stockholder | July 2007 to Present |
| Stonebridge Corporation | President | November 2013 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 01 JUN 2022 day of April 2022, at Makati City, Metro Manila, Philippines.

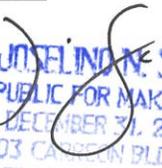

FRANCISCO H. LICUANAN III

Affiant

01 JUN 2022

SUBSCRIBED AND SWORN to before me this _____ day of April 2022 at Makati City, affiant personally appeared before me and exhibited to me his Philippine Passport No. _____, issued at _____, valid until _____.

Doc. No. 442 _____;
Page No. 88 _____;
Book No. 32 _____;
Series of 2022.


ATTY. JOSELINA SISON
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023
1J-203 CAMDEN BLDG.
2746 ZENaida ST. POBLACION, MAKATI CITY
IBF NO. 159458/01/02/2022
PTR NO. 8851817/01/03/2022
MCLE COMPLIANCE NO. VI-0018184/2-28-19
ROLL NO. 60799
AFFIDAVIT NO. M-016

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 |
| Philippine Public School Teachers Association | Trustee / Chairman of Investment Committee | July 2013 - 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

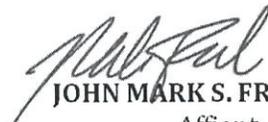
Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

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 their 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.

Done this _____ day of April 2022 at Makati City, Metro Manila, Philippines.


JOHN MARK S. FRONDOSO
Affiant

01 JUN 2022

SUBSCRIBED AND SWORN to before me this _____ day of April 2022 at MAKATI CITY, 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. 441 ;
Page No. 88 ;
Book No. 32 ;
Series of 2022.

ATTY. JOSE INOCENCIO
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023
U-201 CIVIL SERVICE BLDG.
2746 ZENADA ST. POGA LUN, MAKATI CITY
REG. NO. 88327/01/02/2022
PTR NO. 88318/01/03/2022
MCLE COMPLIANCE NO. VI-0016184/2-28-19
ROLL NO. 60739
ATTORNEY REG. NO. 19-476



30 May 2022

THE SECURITIES AND EXCHANGE COMMISSION
PICC Complex, Roxas Boulevard
Pasay City

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 10 August 2022 are government employees.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Samuel V. Torres", written over a horizontal line.

SAMUEL V. TORRES
Corporate Secretary

SECRETARY'S CERTIFICATE

I, **SAMUEL V. TORRES**, of legal age, a Filipino citizen, and with office address at 4th Floor, Grepalife Building, 221 Sen. Gil J. Puyat Ave., Makati City, after having been duly sworn in accordance with law, hereby certify that:

- I am the duly elected and incumbent Corporate Secretary of the **HOUSE OF INVESTMENTS, INC.** (the "Corporation"), a corporation duly organized and validly existing under the laws of the Philippines, with office address at 9th Floor, Grepalife Building, 221 Sen. Gil J. Puyat Avenue, Makati City.
- As Corporate Secretary, I have custody of the corporate records and other related files of the Corporation. Based on said records and files, I hereby confirm that the Corporation had a total of fourteen (14) Board of Directors' Meetings for calendar year 2021, which were held on the following dates:

| Date | Meeting |
|-------------------|--|
| February 19, 2021 | Special Board of Directors' Meeting |
| April 12, 2021 | Regular Board of Directors' Meeting |
| April 30, 2021 | Special Board of Directors' Meeting |
| May 05, 2021 | Special Board of Directors' Meeting |
| May 21, 2021 | Regular Board of Directors' Meeting |
| June 25, 2021 | Special Board of Directors' Meeting |
| July 14, 2021 | Special Board of Directors' Meeting |
| August 06, 2021 | Regular Board of Directors' Meeting |
| August 06, 2021 | Organizational Board of Directors' Meeting |
| August 20, 2021 | Special Board of Directors' Meeting |
| October 01, 2021 | Special Board of Directors' Meeting |
| October 22, 2021 | Special Board of Directors' Meeting |
| November 11, 2021 | Special Board of Directors' Meeting |
| November 26, 2021 | Regular Board of Directors' Meeting |

- The attendance of the Corporation's Directors at the said board meetings is as follows:

| Directors | Present | Absences | Date of Absence |
|----------------------------|---------|----------|---|
| Helen Y. Dee | 14 | 0 | - |
| Lorenzo V. Tan | 14 | 0 | - |
| Medel T. Nera | 14 | 0 | - |
| Yvonne S. Yuchengco | 14 | 0 | - |
| Wilfrido E. Sanchez | 14 | 0 | - |
| Juan B. Santos | 14 | 0 | - |
| Gil A. Buenaventura | 14 | 0 | - |
| John Mark S. Frondoso | 14 | 0 | - |
| Roberto F. De Ocampo | 14 | 0 | - |
| Francisco H. Licuanan, III | 14 | 0 | - |
| Lorenzo Andres T. Roxas | 12 | 2 | August 06, 2021 <i>Regular and Organizational Board of Directors' Meetings</i> |

- Further, the attendance of the Corporation's Directors during the various committee meetings is as follows:

Audit Committee

| Date of Meeting | Directors | Present | Absences |
|-------------------|----------------------|---------|----------|
| April 07, 2021 | Roberto F. De Ocampo | 4 | 0 |
| May 12, 2021 | Juan B. Santos | 4 | 0 |
| August 04, 2021 | Medel T. Nera | 4 | 0 |
| November 11, 2021 | | | |

Corporate Governance, Nominations and Related Party Transactions Committee

| Date of Meeting | Directors | Present | Absences |
|-------------------|----------------------------|---------|----------|
| April 06, 2021 | John Mark S. Frondoso | 4 | 0 |
| May 18, 2021 | Roberto F. De Ocampo | 4 | 0 |
| July 28, 2021 | Francisco H. Licuanan, III | 4 | 0 |
| December 16, 2021 | | | |

Remuneration Committee

| Date of Meeting | Directors | Present | Absences |
|------------------|---------------------|---------|----------|
| October 22, 2021 | Wilfrido E. Sanchez | 1 | 0 |
| | Juan B. Santos | 1 | 0 |
| | Gil A. Buenaventura | 1 | 0 |

Board Risk Oversight Committee

| Date of Meeting | Directors | Present | Absence |
|-------------------|-------------------------|---------|---------|
| March 30, 2021 | Juan B. Santos | 3 | 0 |
| May 27, 2021 | John Mark S. Frondoso | 3 | 0 |
| November 03, 2021 | Lorenzo Andres T. Roxas | 3 | 0 |

5. There were no committee meetings held by the Executive Committee during the period covered.
6. This Certification is being executed in compliance with the requirements of the Philippine Securities and Exchange Commission.

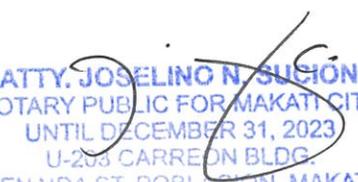
IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of June 2022, in Makati City, Philippines.


SAMUEL V. TORRES
Corporate Secretary

24 JUN 2022

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2022 at Makati City, affiant exhibiting to me his Community Tax Cert. No. 07663747, issued at Quezon City on 30 March 2022, and Driver's License No. N13-83-001463, issued by the DOT-LTO, and valid until 10 November 2022, as competent evidence of his identity.

Doc. No. 394 :
Page No. 79 :
Book No. 39 :
Series of 2022.


ATTY. JOELINO N. SUCION
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023
U-203 CARREDON BLDG.
2746 ZENAIDA ST. POBLACION, MAKATI CITY
IBF NO. 169458/01/02/2022
PTR NO. 8351817/01/03/2022
MCLE COMPLAINT NO. VI-0018184/2-28-19
ROLL NO. 60799
APPOINTMENT NO. M-078