

METRO PACIFIC INVESTMENTS CORPORATION

NOTICE OF SPECIAL SHAREHOLDERS' MEETING

Please be advised that a Special Meeting of the Shareholders of METRO PACIFIC INVESTMENTS CORPORATION (the “**Company**”) will be held on August 8, 2023 at 11:00 a.m.

The venue of the meeting is at Multipurpose Hall, Meralco Compound, Ortigas Avenue, Brgy. Ugong, Pasig City. Shareholders may also opt to attend the meeting virtually through the Company’s Electronic Registration and Voting System at <https://conveneagm.com/ph/mpicssm>. Shareholders who wish to attend the meeting, whether physically or virtually, must inform the Company’s Corporate Secretary by email at corsec@mpic.com.ph no later than August 4, 2023.

In order to ensure the safety and well-being of everyone who will be attending the meeting physically in light of the COVID-19 pandemic, the Company reserves the right to impose additional health and safety protocols at the meeting venue. Those who are interested in attending the meeting physically are advised to check the Company’s website from time to time.

The following is the agenda of the Special Meeting of the Shareholders:

- I. Call to Order
- II. Certification of Notice and Quorum
- III. Approval of Voluntary Delisting from the Main Board of the Philippine Stock Exchange
- IV. Other Matters
- V. Adjournment


The Board of Directors has fixed the close of business on July 18, 2023, as the record date for the determination of shareholders entitled to notice of and to vote at the Special Shareholders’ Meeting.

Duly accomplished proxies shall be submitted on or before August 3, 2023 to the Office of the Corporate Secretary at 9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City and/or by email to corsec@mpic.com.ph. Validation of proxies is set on August 4, 2023.

Shareholders may vote electronically, subject to validation procedures.

The rules and procedures participating in the meeting physically and virtually and for casting their votes *in absentia* are set forth in the Information Statement.

Very truly yours,



RICARDO M. PILARES III
Corporate Secretary
Pasig City

NOTICE TO SHAREHOLDERS

Approval of the Voluntary Delisting from the Main Board of the Philippine Stock Exchange.

Under the Amended Voluntary Delisting Rules (“**Voluntary Delisting Rules**”) of the Philippine Stock Exchange (“**PSE**”), a voluntary delisting must be approved by: (a) at least two thirds (2/3) of the entire membership of the Board of Directors, including the majority, but not less than two, of all its independent directors, and (b) stockholders owning at least two thirds (2/3) of the total outstanding and listed shares of the Company and with the number of votes cast against the delisting proposal comprising not more than ten percent (10%) of the total outstanding and listed shares of the Company.

On April 26, 2023, the Company received notice (the “**Initial Notice**”) that a consortium consisting of Metro Pacific Holdings, Inc. (“**MPHI**”), MIG Holdings Incorporated (“**MIG**”), GT Capital Holdings, Inc. (“**GT Cap**”), and Mit-Pacific Infrastructure Holdings Corporation (“**MPIH**”) (collectively the “**Bidders**”) intend to undertake a tender offer for common shares of the Company (the “**Tender Offer**”), with a view of taking the Company private through a voluntary delisting process. The Tender Offer shall cover all outstanding common shares of the Company, other than the common shares owned by the Bidders and the qualifying common shares of the directors of the Company (the “**Excluded Shares**” and the shares subject of the Tender Offer, the “**Tender Offer Shares**”). On the same date, the Board of Directors of the Company unanimously approved a resolution authorizing the filing of an application for voluntary delisting with the PSE, subject to compliance with the requirements of the Voluntary Delisting Rules of the PSE. The Board also resolved to postpone the annual shareholders’ meeting (“**ASM**”) to June 6, 2023, and to include the proposal to approve the voluntary delisting of the Company from the PSE as an agenda item.

The proposal to delist the Company from the Main Board of the PSE was included in the agenda of the annual shareholders’ meeting, which was scheduled on June 6, 2023. However, on May 31, 2023, the Company received notice from the Bidders requesting to defer the vote on the approval of the voluntary delisting of the Company from the PSE. In the notice, the Bidders noted that they commissioned the preparation of a Fairness Opinion and Valuation Report on the Company (the “**Report**”) for the Tender Offer. Furthermore, while the Tender Offer Rules provide that the Bidders are only required to provide the Report to the shareholders with the filing and distribution of the Tender Offer Report, which would take place after the passing of the shareholder vote on the delisting, they intended to make the Report available in advance of the Company’s ASM to give the shareholders information on the basis of the Tender Offer Price. Unfortunately, the Report could not be finalized after the Bidders were informed by the PSE that it could not confirm the independence of the Independent Financial Advisor (“**IFA**”) initially engaged to provide the Report. As a consequence of this development, upon the request of the Bidders, while the Company discussed the agenda on the voluntary delisting of the Company from the PSE during the ASM, voting on the same was deferred.

On July 3, 2023, the Company received a notice (the “**New Notice**”), which superseded the Initial Notice stating that they intend to proceed with the Tender Offer for the Tender Offer Shares with a view to taking the Company private through a voluntary delisting process. The New Notice indicates that the Tender Offer Price is set at Php 5.20 per common share on an all-cash basis. Based on the information received from the Bidders the tender offer price: (a) is the highest price that the Bidders are willing to offer in the Tender Offer; (b) is the best and final offer of the Bidders and will not be subject to any further adjustment (considering the timetable for the transaction, approvals and other regulatory requirements across multiple jurisdictions); (c) represents a 37% premium over the one-year Volume Weighted Average Price of the Company’s common shares; and (d) is with a premium of Ten Centavos (Php0.10) over the highest end of the range provided in the IFA Report (as defined below).

The Bidders also clarified that the tender offer price is independent of any interim dividend that may be declared by the Company for the first half of 2023. Shareholders of the Company’s common shares will receive both the interim dividend from MPIC and the tender offer price from the Bidders if the holder tenders the shares during the tender offer period. Any interim dividend declared will be paid by MPIC at a payment date decided by the Company to shareholders of MPIC as at

the applicable declared record date; the tender offer price will be paid by the Bidders, if the tender offer conditions are met, at a settlement date which will be specified in the Tender Offer Report. The Tender Offer Report will be circulated if and after the shareholder approval is secured.

To comply with the voluntary delisting requirements of the Exchange, the Report was issued by Unicapital, Inc. as the IFA, to support the tender offer price. A copy of the Fairness Opinion and Valuation Report prepared by Unicapital, Inc. (the "IFA Report") has already been finalized after the PSE confirmed the independence of Unicapital, Inc. as the IFA. A copy of the IFA Report was provided by the Bidders and was posted on the website of the Company (www.mpic.com.ph) and disclosed by the Company via PSE EDGE (www.edge.pse.com.ph). A copy of the Report will also be provided to shareholders together with the Tender Offer Report.

During the Special Meeting of the Board of Directors of the Company held on July 3, 2023, the Board unanimously (including all Independent Directors) approved a resolution authorizing the filing of an application for voluntary delisting of the common shares of the Company with the PSE, subject to compliance with the Voluntary Delisting Rules of the PSE. The Board of Directors unanimously approved the following resolution for the approval of the stockholders:

"RESOLVED, that the Company be authorized to apply for the voluntary delisting of its common shares of stock with the Philippine Stock Exchange ("PSE"), subject to compliance with the applicable rules and regulations of the PSE."

The Board also approved a resolution calling for a special shareholders' meeting on August 8, 2023 ("SSM"), with record date of July 18, 2023. The proposal to approve the Voluntary Delisting of the Company from the Main Board of the PSE is the only agenda item to be discussed and voted during the SSM.

In the New Notice, the Bidders further clarified that shareholder approval is being sought only for the Company's voluntary delisting from the PSE, and not for the tender of their shares. The decision by the shareholders to vote in favor of the voluntary delisting from the PSE is separate from the decision of the shareholders to tender their shares to the Bidders during the Tender Offer. The decision by the shareholders to tender shares is made by each shareholder individually during the tender offer period. Thus, shareholders who vote in favor of the voluntary delisting are not obligated to tender their shares. However, shareholders should note that the tender offer will only commence if the requisite approval of the shareholders of the Company as discussed above is secured. If shareholder approval to voluntarily delist from the PSE is not secured, the Bidders will be unable to undertake the Tender Offer for the Tender Offer Shares.

The tender offer is a separate process from the shareholder approval of the voluntary delisting. During the tender offer period, any shareholder may choose to tender or not, regardless of how such shareholder voted with respect to the voluntary delisting of the Company.

The Company intends to voluntarily delist from the Main Board of the Exchange after the completion of the Tender Offer. In order to comply with the voluntary delisting requirements of the PSE, the Tender Offer Shares acquired by the Bidders, together with the Excluded Shares, should constitute at least 95% of the total issued and outstanding common shares of MPIC, or such percentage as the PSE may allow to effect the voluntary delisting of MPIC from Main Board of the PSE (the "Delisting Threshold"). The Bidders will only accept and pay for the Tendered Shares if the Delisting Threshold is met.

Consequences of the Voluntary Delisting of the Company on its Stockholders

Assuming the Bidders acquire at least 95% of the total issued and outstanding common shares of MPIC (or such lower percentage as the PSE may allow), following completion of the tender offer, and subject to the approval of the PSE, all of the issued and outstanding common shares of the Company will be delisted from and will no longer be available for trading on the PSE.

If the Company is delisted, its common shares will no longer be traded on the PSE, which could affect investors' ability to liquidate their investment. Also, any capital gains generated by an investor from any sale or transfer of their common shares will be subject to the following taxes:

- Capital Gains Tax

The net capital gains realized by a citizen, resident alien, non-resident alien, whether or not engaged in trade or business within the Philippines, a domestic corporation (other than a dealer in securities), a resident foreign corporation, or a non-resident foreign corporation during each taxable year from the sale, exchange or disposition of shares of stock outside the facilities of the local stock exchange, are subject to capital gains tax at the rate of 15% of the net capital gains realized.

The above taxes are substantially higher than the stock transaction tax (at the rate of 0.6% of the gross selling price or gross value in cash of the shares) applicable for selling shares through the facilities of the PSE.

Furthermore, if the fair market value of the shares of stock in a Philippine corporation sold outside the facilities of the local stock exchange is greater than the consideration received by the seller or the selling price, the amount by which the fair market value of the shares exceeds the selling price shall be deemed a gift that is subject to donor's tax under Section 100 of the Tax Code; provided, however, that a sale, exchange or other transfer of such shares outside the facilities of the local stock exchange made in the ordinary course of business (a transaction which is bona fide, at arm's length and free from donative intent) will be considered as made for an adequate and full consideration in money or money's worth and will not be subject to donor's tax.

If an applicable income tax treaty exempts net gains from such sale from capital gains tax, an application for tax treaty relief has to be filed with the Bureau of Internal Revenue ("**BIR**") in accordance with BIR regulations, and approved by the BIR, to avail of the exemption.

The transfer of shares shall not be recorded in the books of a company, unless the BIR has issued a Certificate Authorizing Registration ("**CAR**"), certifying that capital gains and documentary stamp taxes relating to the sale or transfer have been paid or, where applicable, tax treaty relief has been confirmed by the International Tax Affairs Division of the BIR in respect of the capital gains tax, or other conditions have been met.

- **Documentary Stamp Tax**

The Philippines imposes a Documentary Stamp Tax ("DST") upon the transfer outside the PSE of shares issued by a Philippine corporation at the rate of ₱1.50 on each ₱200.00, or a fractional part thereof, of the par value of the shares. The DST is imposed on the person making, signing, issuing, accepting or transferring the document and is thus payable by either or both the vendor or the vendee of the shares.

The above taxes are substantially higher than the stock transaction tax (at the rate of 0.6% of the gross selling price or gross value in cash of the shares) applicable for selling shares through the facilities of the PSE.

Once the Company is delisted from the PSE, the Company will no longer be subject to the reporting obligations of a listed company under the applicable rules of the PSE. Likewise, if the Company ceases to be a public company (by having less than 100 stockholders holding at least 100 shares each) as defined under the Securities Regulation Code ("**SRC**"), its implementing rules, and other rules and regulations applicable to reporting companies, or if it ceases to have any registered securities under the SRC, and subject to compliance with SRC Rule 13.2 on the Voluntary Revocation of Registration of Securities of the Company, then the Company may also cease to be subject to reporting obligations under the SRC.



AGENDA DETAILS AND RATIONALE

1. **Call to Order.** The Chairman of the Board of Directors and President, Mr. Manuel V. Pangilinan, will call the meeting to order.
2. **Certification of Notice and Quorum.** The Secretary of the Meeting will certify that copies of the notice were published and made available to the shareholders of record of the Company as of July 18, 2023 and will certify the number of attendees for the purpose of determining the existence of quorum to validly transact business.

Pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020, the Corporation has set up a designated web address which may be accessed by the shareholders to participate and vote *in absentia* on the agenda items presented for resolution at the meeting. A shareholder who votes *in absentia* as well as a shareholder participating by remote communication shall be deemed present for purposes of quorum.

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

- i. Shareholders may attend in person at Multipurpose Hall, Meralco Compound, Ortigas Avenue, Brgy. Ugong, Pasig City with the option to attend virtually through the Company's Electronic Registration and Voting System at <https://conveneagm.com/ph/mpicssm>.¹
 - ii. Shareholders must notify the Company of their intention to participate in the meeting either in person or virtually to be included in determining quorum, together with the shareholders who voted *in absentia* and by proxy.
 - iii. Shareholders are encouraged to register online through Company's Electronic Registration and Voting System.
 - iv. The Company's Corporate Secretary will tabulate all votes received and an independent third party will validate the results.
 - v. The meeting proceedings shall be recorded in audio and video format.
3. **Approval of the Voluntary Delisting from the Main Board of the Philippine Stock Exchange.** Under the Amended Voluntary Delisting Rules ("**Voluntary Delisting Rules**") of the Philippine Stock Exchange ("**PSE**"), a voluntary delisting must be approved by: (a) at least two thirds (2/3) of the entire membership of the Board of Directors, including the majority, but not less than two, of all its independent directors, and (b) stockholders owning at least two thirds (2/3) of the total outstanding and listed common shares of the Company and with the number of votes cast against the delisting proposal comprising not more than ten percent (10%) of the total outstanding and listed common shares of the Company.

On April 26, 2023, the Company received notice (the "**Initial Notice**") that a consortium consisting of Metro Pacific Holdings, Inc. ("**MPHI**"), MIG Holdings Incorporated ("**MIG**"), GT Capital Holdings, Inc. ("**GT Cap**"), and

¹ The Company's Board of Directors issued a resolution on July 3, 2023 allowing shareholders to participate in the shareholders' meeting through remote communications or other alternative modes communication, and for this purpose, such remote or *in absentia* participation shall be considered in the determination of quorum.

Mit-Pacific Infrastructure Holdings Corporation (“**MPIH**”) (collectively the “**Bidders**”) intend to undertake a tender offer for common shares of the Company (the “**Tender Offer**”), with a view of taking the Company private through a voluntary delisting process. The Tender Offer shall cover all outstanding common shares of the Company, other than the common shares owned by the Bidders and the qualifying common shares of the directors of the Company (the “**Excluded Shares**” and the shares subject of the Tender Offer, the “**Tender Offer Shares**”). On the same date, the Board of Directors of the Company unanimously approved a resolution authorizing the filing of an application for voluntary delisting with the PSE, subject to compliance with the requirements of the Voluntary Delisting Rules of the PSE. The Board also resolved to postpone the annual shareholders’ meeting (“**ASM**”) to June 6, 2023, and to include the proposal to approve the voluntary delisting of the Company from the PSE as an agenda item.

The proposal to delist the Company from the Main Board of the PSE was included in the agenda of the annual shareholders’ meeting, which was scheduled on June 6, 2023. However, on May 31, 2023, the Company received notice from the Bidders requesting to defer the vote on the approval of the voluntary delisting of the Company from the PSE. In the notice, the Bidders noted that they commissioned the preparation of a Fairness Opinion and Valuation Report on the Company (the “**Report**”) for the Tender Offer. Furthermore, while the Tender Offer Rules provide that the Bidders are only required to provide the Report to the shareholders with the filing and distribution of the Tender Offer Report, which would take place after the passing of the shareholder vote on the delisting, they intended to make the Report available in advance of the Company’s ASM to give the shareholders information on the basis of the Tender Offer Price. Unfortunately, the Report could not be finalized after the Bidders were informed by the PSE that it could not confirm the independence of the Independent Financial Advisor (“**IFA**”) initially engaged to provide the Report. As a consequence of this development, upon the request of the Bidders, while the Company discussed the agenda on the voluntary delisting of the Company from the PSE during the ASM, voting on the same was deferred.

On July 3, 2023, the Company received a notice (the “**New Notice**”), which superseded the Initial Notice stating that they intend to proceed with the Tender Offer for the Tender Offer Shares with a view to taking the Company private through a voluntary delisting process. The New Notice indicates that the Tender Offer Price is set at Php 5.20 per common share on an all-cash basis. Based on the information received from the Bidders the tender offer price: (a) is the highest price that the Bidders are willing to offer in the Tender Offer; (b) is the best and final offer of the Bidders and will not be subject to any further adjustment (considering the timetable for the transaction, approvals and other regulatory requirements across multiple jurisdictions); (c) represents a 37% premium over the one-year Volume Weighted Average Price of the Company’s common shares; and (d) is a premium of Ten Centavos (Php0.10) over the highest end of the range provided in the Report.

The Bidders also clarified that the tender offer price is independent of any interim dividend that may be declared by the Company for the first half of 2023. Shareholders of the Company’s common shares will receive both the interim dividend from MPIC and the tender offer price from the Bidders if the holder tenders the shares during the tender offer period. Any interim dividend declared will be paid by MPIC at a payment date decided by the Company to shareholders of MPIC as at the applicable declared record date; the tender offer price will be paid by the Bidders, if the tender offer conditions are met, at a settlement date which will be specified in the Tender Offer Report. The Tender Offer Report will be circulated if and after the shareholder approval is secured.

To comply with the voluntary delisting requirements of the Exchange, the Report was issued by Unicapital, Inc, as the IFA, to support the tender offer price. A copy of the Fairness Opinion and Valuation Report prepared by Unicapital, Inc. (the “**IFA Report**”) has already been finalized after the PSE confirmed the independence of Unicapital, Inc. as the IFA. A copy of the IFA Report was provided by the Bidders on and was posted on the website of the Company (www.mpic.com.ph) and disclosed by the Company via PSE EDGE (www.edge.pse.com.ph). A copy of the Report will also be provided to shareholders together with the Tender Offer Report.

During the Special Meeting of the Board of Directors of the Company held on July 3, 2023, the Board unanimously (including all Independent Directors) approved a resolution authorizing the filing of an application for voluntary delisting of the common shares of the Company with the PSE, subject to compliance with the Voluntary Delisting Rules of the PSE. The Board of Directors unanimously

approved the following resolution for the approval of the stockholders:

“RESOLVED, that the Company be authorized to apply for the voluntary delisting of its common shares of stock with the Philippine Stock Exchange (“PSE”), subject to compliance with the applicable rules and regulations of the PSE.”

The Board also approved a resolution calling for a special shareholders’ meeting on August 8, 2023 (“SSM”), with record date of July 18, 2023. The proposal to approve the Voluntary Delisting of the Company from the Main Board of the PSE is the only agenda item to be discussed and voted during the SSM.

In the New Notice, the Bidders further clarified that shareholder approval is being sought only for the Company’s voluntary delisting from the PSE, and not for the tender of their shares. The decision by the shareholders to vote in favor of the voluntary delisting from the PSE is separate from the decision of the shareholders to tender their shares to the Bidders during the Tender Offer. The decision by the shareholders to tender shares is made by each shareholder individually during the tender offer period. Thus, shareholders who vote in favor of the voluntary delisting are not obligated to tender their shares. However, shareholders should note that the tender offer will only commence if the requisite approval of the shareholders of the Company as discussed above is secured. If shareholder approval to voluntarily delist from the PSE is not secured, the Bidders will be unable to undertake the Tender Offer for the Tender Offer Shares.

The tender offer is a separate process from the shareholder approval of the voluntary delisting. During the tender offer period, any shareholder may choose to tender or not, regardless of how such shareholder voted with respect to the voluntary delisting of the Company.

The Company intends to voluntarily delist from the Main Board of the Exchange after the completion of the Tender Offer. In order to comply with the voluntary delisting requirements of the PSE, the Tender Offer Shares acquired by the Bidders, together with the Excluded Shares, should constitute at least 95% of the total issued and outstanding common shares of MPIC, or such percentage as the PSE may allow to effect the voluntary delisting of MPIC from Main Board of the PSE (the “**Delisting Threshold**”). The Bidders will only accept and pay for the Tendered Shares if the Delisting Threshold is met.

4. **Other Matters.** Shareholders may be requested to consider such other issues/matters as may be raised throughout the course of the meeting. The Company will entertain and endeavor to answer questions received from the shareholders on any matter brought up during the special shareholders’ meeting during this portion of the meeting.
5. **Adjournment.** After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.

WE ARE NOT SOLICITING YOUR PROXY

PROXY

The undersigned shareholder of METRO PACIFIC INVESTMENTS CORPORATION (the “**Company**”) hereby appoints _____ or in his absence, the Chairman of the meeting, as attorney-in-fact and proxy, with power of substitution, to present and vote all shares registered in the name of the undersigned shareholder of ___ shares, at the Special Meeting of Shareholders of the Company on August 8, 2023 and at any adjournments thereof for the purpose of acting on the proposal to approve the Voluntary Delisting of the Company’s Common Shares from the Main Board of the Philippine Stock Exchange.

Approval of the Voluntary Delisting For Against Abstain

Instructions:

1. Shareholders who will not, are unable or do not expect to attend the meeting in person but would like to be represented thereat may choose to execute and send a proxy form (with supporting documents) to the Office of the Corporate Secretary (Atty. Ricardo M. Pilares III) at 9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City on or before August 3, 2023. Shareholders may likewise email a copy of the accomplished proxy form (with supporting documents) to corsec@mpic.com.ph.
2. Proxy form may also be accomplished online through <https://conveneagm.com/ph/mpicssm> once registration is submitted and validated.
3. All proxies submitted will be validated by the Office of the Corporate Secretary, the Company’s stock transfer agent and the independent tabulator on August 4, 2023.
4. The submitted proxy form is deemed revoked if the shareholder submits a written Notice of Revocation to the Corporate Secretary.
5. If the proxy form is returned without indicating the intended vote on the above matters, the proxy holder shall be deemed as being given full authority and discretion to vote the shares as he/she may deem fit.

Printed Name of Shareholder and Signature: _____

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

- Preliminary Information Statement
 Definitive Information Statement

2. Name of Registrant as specified in its charter **METRO PACIFIC INVESTMENTS CORPORATION**

3. **METRO MANILA, PHILIPPINES**

Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number: **CS200604494**

5. BIR Tax Identification Code: **244-520-457-000**

6. **9th Floor Tower 1, Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City**
Address of principal office and postal Code

7. Registrant's telephone number, including area code: **(63) 2 8888-0888**

8. Date, time and place of the meeting of security holders: August 8, 2023 at 11:00 a.m. Shareholders may attend (i) physically at the Multipurpose Hall, Meralco Compound, Ortigas Avenue, Brgy. Ugong, Pasig City, or (ii) virtually through a link that will be provided by the Company.

9. **July 18, 2023**

Approximate date on which the Information Statement is first to be sent or given to security holders

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding*
Common Shares	28,695,934,752
Class A Preferred Shares	9,128,105,319

* Reported by the stock transfer agent as of 30 June 2023

11. Are any or all of registrant's securities listed in a Stock Exchange?

Yes No

The Registrant's common shares are listed on the Philippine Stock Exchange.

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED
NOT TO SEND US A PROXY.**

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

The Special Meeting of the Shareholders of Metro Pacific Investments Corporation (the “**Company**”) will be held on August 8, 2023, 11:00 a.m. at Multipurpose Hall, Meralco Compound, Ortigas Avenue, Brgy. Ugong, Pasig City. Shareholders have the option to attend virtually through the Company’s Electronic Registration and Voting System at <https://conveneagm.com/ph/mpicssm>.

The mailing address of the Company is at the 9th Floor Tower 1, Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City.

In accordance with the SEC Notice dated February 16, 2022, this Information Statement will be posted in the Company’s website (www.mpic.com.ph) no later than July 18, 2023.

Item 2. Dissenters' Right of Appraisal

Under Section 80 of the Revised Corporation Code, the following are the instances when a shareholder may exercise his appraisal right:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any shareholder 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;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets of the Company;
3. In case of merger or consolidation; and
4. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

In order that a dissenting shareholder may exercise his appraisal right, such dissenting shareholder must have voted against the proposed corporate action at the meeting. Within thirty (30) days after the date of the meeting at which meeting such shareholder voted against the corporate action, the dissenting shareholder shall make a written demand on the Company for the fair value of his/her shares which shall be agreed upon by the dissenting shareholder and the Company. If the proposed corporate action is implemented, the Company shall pay the dissenting shareholder upon surrendering the certificates of stock representing his/her shares, the fair value of said shares on the day prior to the date on which the vote was taken. If the dissenting shareholder and the Company cannot agree on the fair value of the shares within sixty (60) days from the date of shareholders’ approval of the corporate action, then the determination of the fair value of the shares shall be determined by three (3) disinterested persons, one (1) of whom shall be named by the dissenting shareholder, one (1) by the Company and a third to be named by the two (2) already chosen. The findings of the majority of the appraisers shall be final and their award shall be paid by the Company within thirty (30) days after such award is made. The procedure to be followed in exercising the appraisal right shall be in accordance with Sections 80 to 85 of the Revised Corporation Code.

The sole agenda item that will be taken up during the special meeting of the stockholders does not entitle a dissenting shareholder to a right of appraisal.

In accordance with the Voluntary Delisting Rules of the Philippine Stock Exchange (the “**Exchange**”), the delisting must be approved by: (1) at least two thirds of the entire membership of the Board, including the majority, but not less than two, of all its independent directors; and (2) the stockholders owning at least two thirds (2/3) of the total outstanding and listed common shares of the Company. In addition, the number of votes cast against the delisting proposal should not be more than ten percent (10%) of the total outstanding and listed common shares of the Company. Thus, only the holders of common shares can vote on this agenda item.

The action of the Board of Directors of the Company approving the filing of an application for voluntary delisting of the common shares of the Company was approved by more than 2/3 of all the members of the Board of Directors of the Company, including all of its four independent directors, during the special

meeting of the Board of Directors held on July 3, 2023. During the same meeting, the Board of Directors of the Company approved a resolution calling for a Special Shareholders' Meeting on August 8, 2023, with record date of July 18, 2023 with the proposal to approve the Voluntary Delisting of the Company from the Main Board of the PSE as the only agenda item.

Item 3. Interest of Certain Persons In, or Opposition to Matters to be Acted Upon

Certain directors of the Company are members of the Board of Directors or hold executive positions in MPHI, MIG and GT Cap. MPHI, MIG, and GT Cap are among the Bidders which will undertake the tender offer in accordance with the Voluntary Delisting Rules of the PSE. In particular, Mr. Pangilinan, the Chairman of the Board and President of the Company, is also the Chairman of the Board of MPHI. In addition to Mr. Pangilinan, Messrs. Palisoc, Espinosa and Lim, directors of the Company, also sit as members of the Board of Directors of MPHI. Mr. Pangilinan is also a member of the Board of Directors and is the controlling shareholder of MIG. Additionally, Mr. Alfred V. Ty, Vice Chairman of the Company and Mr. Francisco C. Sebastian director of the Company are also Vice Chairman and Chairman, respectively, of the Board of Directors of GT Capital. Other than the foregoing, no other director or officer of the Company has any substantial interest, direct or indirect, by security holdings or otherwise, in the matter to be acted upon during the meeting.

The action of the Board of Directors of the Company approving the filing of an application for voluntary delisting of the common shares of the Company, subject to compliance with the Voluntary Delisting Rules of the Exchange, was approved by all of the Directors of the Company, including all four (4) independent directors of the Company, particularly, Retired Chief Justice Artemio V. Panganiban, Mr. Pedro E. Roxas, Mr. Oscar J. Hilado and Fr. Roberto C. Yap S.J.

Except as otherwise stated above, none of the directors or officers or any of their respective associates has any substantial interest, direct or indirect, in any of the matters to be acted upon in the shareholders' meeting.

None of the directors of the Company has informed the Company that he/she intends to oppose any action to be taken by the Company at the shareholders' meeting.

Additional Information in connection with the matter for approval of the stockholders

Under the Delisting Rules, a tender offer to all stockholders of record must be made. Pursuant thereto, the Company has been informed that the Bidders will conduct a tender offer to acquire up to 100% of the total outstanding common shares of the Company ("**Tender Offer**"). The Bidders will only undertake the Tender Offer if the required shareholder approval for the voluntary delisting of the Company is secured. Subject to securing the approval of the shareholders, the Tender Offer will commence shortly after the Special Shareholders' Meeting and the Tender Offer period shall be 20 business days unless extended in accordance with applicable rules and regulations.

Subject to the approval of the Exchange, the Company intends to voluntarily delist from the Main Board of the Exchange after the completion of the Tender Offer (the "**Voluntary Delisting**"). At a special meeting of the Board of Directors of the Company held on July 3, 2023, the Board of Directors of the Company has approved the filing of an application for Voluntary Delisting subject to (1) the approval of the shareholders of the Company, and (2) the completion of the Tender Offer, resulting in the Consortium acquiring such number of common shares that the Exchange may allow for the voluntary delisting of the Company from the PSE.

Consequences of the Voluntary Delisting of the Company on its Stockholders

Assuming the Bidders acquire at least 95% of the total issued and outstanding common shares of MPIC (or such lower percentage as the PSE may allow), following completion of the tender offer, and subject to the approval of the PSE, all of the issued and outstanding common shares of the Company will be delisted from and will no longer be available for trading on the PSE.

If the Company is delisted, its common shares will no longer be traded on the PSE, which could affect investors' ability to liquidate their investment. Also, any capital gains generated by an investor from any sale or transfer of their common shares will be subject to the following taxes:

- Capital Gains Tax

The net capital gains realized by a citizen, resident alien, non-resident alien, whether or not engaged in trade or business within the Philippines, a domestic corporation (other than a dealer in securities), a resident foreign corporation, or a non-resident foreign corporation during each taxable year from

the sale, exchange or disposition of shares of stock outside the facilities of the local stock exchange, are subject to capital gains tax at the rate of 15% of the net capital gains realized.

The above taxes are substantially higher than the stock transaction tax (at the rate of 0.6% of the gross selling price or gross value in cash of the shares) applicable for selling shares through the facilities of the PSE.

Furthermore, if the fair market value of the shares of stock in a Philippine corporation sold outside the facilities of the local stock exchange is greater than the consideration received by the seller or the selling price, the amount by which the fair market value of the shares exceeds the selling price shall be deemed a gift that is subject to donor's tax under Section 100 of the Tax Code; provided, however, that a sale, exchange or other transfer of such shares outside the facilities of the local stock exchange made in the ordinary course of business (a transaction which is bona fide, at arm's length and free from donative intent) will be considered as made for an adequate and full consideration in money or money's worth and will not be subject to donor's tax.

If an applicable income tax treaty exempts net gains from such sale from capital gains tax, an application for tax treaty relief has to be filed with the Bureau of Internal Revenue ("**BIR**") in accordance with BIR regulations, and approved by the BIR, to avail of the exemption.

The transfer of shares shall not be recorded in the books of a company, unless the BIR has issued a Certificate Authorizing Registration ("**CAR**"), certifying that capital gains and documentary stamp taxes relating to the sale or transfer have been paid or, where applicable, tax treaty relief has been confirmed by the International Tax Affairs Division of the BIR in respect of the capital gains tax, or other conditions have been met.

- **Documentary Stamp Tax**

The Philippines imposes a Documentary Stamp Tax ("**DST**") upon the transfer outside the PSE of shares issued by a Philippine corporation at the rate of ₱1.50 on each ₱200.00, or a fractional part thereof, of the par value of the shares. The DST is imposed on the person making, signing, issuing, accepting or transferring the document and is thus payable by either or both the vendor or the vendee of the shares.

The above taxes are substantially higher than the stock transaction tax (at the rate of 0.6% of the gross selling price or gross value in cash of the shares) applicable for selling shares through the facilities of the PSE.

Once the Company is delisted from the PSE, the Company will no longer be subject to the reporting obligations of a listed company under the applicable rules of the PSE. Likewise, if the Company ceases to be a public company (by having less than 100 stockholders holding at least 100 shares each) as defined under the Securities Regulation Code ("**SRC**"), its implementing rules, and other rules and regulations applicable to reporting companies, or if it ceases to have any registered securities under the SRC, and subject to compliance with SRC Rule 13.2 on the Voluntary Revocation of Registration of Securities of the Company, then the Company may also cease to be subject to reporting obligations under the SRC.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of June 30, 2023, the following common and preferred shares of stock of the Company were outstanding:

Class	Number of Outstanding Shares
Common	28,695,934,752
Class A Preferred Shares	9,128,105,319

Of the total outstanding common capital stock, as of June 30, 2023, 25,291,880,840 common shares or 88.14 percent are owned by Philippine nationals, while 3,404,053,912 common shares or 11.86 percent are owned by foreigners. All Class A Preferred shares are owned by a Philippine national. The record date

for the purpose of determining the shareholders entitled to vote is July 18, 2023.

Pursuant to the Delisting Rules, only the holders of common shares of stock of the Company are entitled to vote on the Voluntary Delisting of the Company. Each common share is entitled to one vote.

As of June 30, 2023, the stock transfer agent of the Company reported that there are 1,248 holders of common shares of the Company. The top 20 shareholders of record, the number of common shares held and the percentage of the common shares outstanding and held by each shareholder of record of the Company as of June 30, 2023 are as follows:

Rank	SHAREHOLDER NAME	Number of Common Shares	Percentage of Class
1	METRO PACIFIC HOLDINGS, INC.	13,222,948,172	46.08%
2	PCD NOMINEE CORPORATION (FILIPINO)	7,123,553,154	24.82%
3	GT CAPITAL HOLDINGS, INC.	4,900,000,000	17.08%
4	PCD NOMINEE CORPORATION (FOREIGN)	3,403,796,661	11.86%
5	ALBERT F. DEL ROSARIO &/OR MARGARET GRETCHEN V. DEL ROSARIO	12,774,224	00.04%
6	MANUEL VELEZ PANGILINAN	9,500,001	00.03%
7	RAY CELIS ESPINOSA	7,600,001	00.03%
8	BABY LEA M. WONG	1,000,000	nil
9	RAUL L. IGNACIO	1,000,000	nil
10	NICOLAS G. MANALO	1,000,000	nil
11	TESSA G. ACOSTA	1,000,000	nil
12	FIRST LIFE FINANCIAL CO., INC.	830,000	nil
13	BERCK Y. CHENG OR ALVIN Y. CHENG OR DIANA Y. CHENG OR CHERYL Y. CHENG	650,000	nil
14	J. LUIGI L. BAUTISTA	650,000	nil
15	EDWARD S. GO	600,000	nil
16	RODRIGO E. FRANCO	600,000	nil
17	SANTHEA V. DELOS SANTOS	600,000	nil
18	AURORA CANAPE	500,000	nil
19	FRANCISCO A. ARELLANO	400,000	nil
20	ELVIRA M. CRUZ OR BERNARDO A. CRUZ	300,000	nil

Security Ownership of Record and Beneficial Owners of at least 5% of the Company's Securities as of June 30, 2023.

Security ownership of Record and Beneficial Owners of at least 5% of the Company's Securities					
Type of Class	Name and address of record owner and relationship with Issuer	Citizenship	Name of Beneficial Owner & Relationship with Record Owner	No. of Shares Held	Percent of class
Common Shares	Metro Pacific Holdings, Inc. ("MPHI") 10 th Floor Net One Center, 26 th Street cor. 3 rd Avenue. Bonifacio Global City, Taguig City	Filipino	MPHI is both record and beneficial owner. Mr. Manuel V. Pangilinan is usually designated as its representative, with authority to vote its shares, at meetings of shareholders.	13,222,948,172	46.08%
Common	PCD Nominee Corporation*	Filipino	Public ownership	7,123,553,154	24.82%
Common	GT Capital Holdings, Inc. 43/F GT Tower International, Ayala Avenue cor. H.V. Dela Costa Street, Makati City	Filipino	GT Capital Holdings, Inc. is the record owner and the beneficial owner. Mr. Alfred V. Ty is usually designated as its representative, with authority to vote its shares, at meetings of shareholders.	4,900,000,000	17.08%
Common	PCD Nominee Corporation*	Foreign	Public ownership	3,403,796,661	11.86%
Class "A" Preferred Shares	Metro Pacific Holdings, Inc. 10 th Floor Net One Center, 26 th Street cor. 3 rd Avenue. Bonifacio Global City, Taguig City	Filipino	Metro Pacific Holdings, Inc. is both record and beneficial owner. Mr. Manuel V. Pangilinan is usually designated as its representative, with authority to vote its shares, at meetings of shareholders.	9,128,105,319	100%

*PCD Nominee Corporation is the registered owner of shares beneficially owned by participants in the Philippine Central Depository, Inc. (PCD), a private company organized to implement an automated book entry system of handling securities transactions in the Philippines. Under the PCD procedures, when an issuer of a PCD-eligible issue will hold a shareholders' meeting, the PCD shall execute a pro-forma proxy in favor of its participants for the total number of shares in their respective principal securities account as well as for the total number of shares in their client securities account. For the shares held in the principal securities account, the participant concerned is appointed as proxy with full voting rights and powers as registered owner of such shares. For the shares held in the client securities account, the participant concerned is appointed as proxy, with the obligation to constitute a sub-proxy in favor of its clients with full voting and other rights for the number of shares beneficially owned by such clients. As of May 31, 2023, Standard Chartered Bank and The Hongkong and Shanghai Banking Corp. Ltd. – Clients Acct., participants of PCD, beneficially own 2,420,505,892 and 1,260,531,541 respectively, of the Company's total common outstanding shares.

Other than the abovementioned, the Company has no knowledge of any person who, as of June 30, 2023 was directly or indirectly the beneficial owner of, or who has voting power or investment power (pursuant to a voting trust or other similar agreement) with respect to, shares comprising more than five percent (5%) of the Company's outstanding voting shares of stock.

Security Ownership of the Directors and Members of Management as of June 30, 2023

The following are the number of common shares of stock owned of record and/or beneficially by the directors and principal officers of the Company, and the percentage of shareholdings of each, as of June 30, 2023:

Type of Class	Name and Address of Owner	Amount and nature of Beneficial ownership		Citizenship	Percent of class
		Direct	Indirect		
Common	Manuel V. Pangilinan 15 Banaba Circle, South Forbes Park, Brgy. Forbes Park, Makati City	10,280,001*	0	Filipino	0.03%
Common	Jose Ma. K. Lim 315 Infante Street, Brgy. Little Baguio, San Juan City	32,157,001*	0	Filipino	0.11%
Common	June Cheryl A. Cabal-Revilla 111 Camia Street, Alabang, Muntinlupa City	1*	0	Filipino	0.00%
Common	Ray C. Espinosa Unit 25-H, One McKinley Place, 26 th Street cor. 3 rd Avenue, Brgy. Fort Bonifacio, Bonifacio Global City, Taguig	8,600,001*	0	Filipino	0.03%
Common	Ramoncito S. Fernandez 16 Brazil Street, Loyola Grand Villas, Quezon City	6,960,001*	0	Filipino	0.02%
Common	Christopher H. Young Makati Shangri-la, Ayala Avenue cor. Makati Avenue, Makati City	1*	0	British	0.00%
Common	Augusto P. Palisoc Jr. 317 Apo Street, Ayala Alabang Village, Brgy. Ayala Alabang, Muntinlupa City	16,850,001*	0	Filipino	0.06%
Common	Artemio V. Panganiban 1203 Acacia, Dasmariñas Village, Makati City	1,600,100*	0	Filipino	0.01%
Common	Rogelio L. Singson 12 San Geronimo St, Magallanes Village, Makati City	1	0	Filipino	0.00%
Common	Francisco C. Sebastian 454 Ma. Cristina St., Ayala Alabang Village, Muntinlupa City	600,100*	0	Filipino	0.00%
Common	Ricardo M. Pilares III 309 & 310 Sandstone at Portico, Capt. Henry Javier Street, Brgy. Oranbo, Pasig City	325,001*	0	Filipino	0.00%
Common	Alfred V. Ty 20/F GT Tower Ayala Avenue, Makati City 1226	600,001*	0	Filipino	0.00%
Common	Oscar J. Hilado 112 Mariposa Loop, Cubao, Quezon City	1,350,000*	2,075,901	Filipino	0.00%
Common	Pedro E. Roxas 6 Ipil Road, Forbes Park, Makati City	5,000*	0	Filipino	0.00%
Common	Roberto C. Yap, S.J. Jesuit Residences, Ateneo de Manila, Loyola Heights, Quezon City	1*	0	Filipino	0.00%
Common	Cristina S. Palma Gil-Fernandez 19/F Liberty Center	0	0	Filipino	0.00%

Type of Class	Name and Address of Owner	Amount and nature of Beneficial ownership		Citizenship	Percent of class
		Direct	Indirect		
	104 H.V. dela Costa Street Salcedo Village, Makati City				
	Aggregate for above named officers and directors	79,327,211	2,075,901		

* Including at least one (1) qualifying share and shares under PCD, if any.

Changes in Control

The Company is not aware of any voting trust agreements or any other similar agreements which may result in a change in control of the Company. No change in control of the Company has occurred since the beginning of its last fiscal year.

Directors and Executive Officers

No action or matter with respect to the election of directors or executive officers of the Company will take place.

Independent Public Accountants

No action or matter with respect to the independent public accountants of the Company will be take place.

ISSUANCE AND EXCHANGE OF SECURITIES

No action or matter with respect to the authorization or issuance of any securities will be taken by the Company.

OTHER MATTERS

On April 26, 2023, the Company received notice (the “**Initial Notice**”) that a consortium consisting of MPHI, MIG, GT Capital, and MPIH (collectively the “**Bidders**”) intend to undertake a tender offer for common shares of the Company (the “**Tender Offer**”), with a view of taking the Company private through a voluntary delisting process. The Tender Offer shall cover all outstanding common shares of the Company, other than the common shares owned by the Bidders and the qualifying common shares of the directors of the Company (the “**Excluded Shares**” and the shares subject of the Tender Offer, the “**Tender Offer Shares**”). On the same date, the Board of Directors of the Company unanimously approved a resolution authorizing the filing of an application for voluntary delisting with the PSE, subject to compliance with the requirements of the Voluntary Delisting Rules of the PSE. The Board also resolved to postpone the annual shareholders’ meeting (“**ASM**”) to June 6, 2023, and to include the proposal to approve the voluntary delisting of the Company from the PSE as an agenda item.

The proposal to delist the Company from the Main Board of the PSE was included in the agenda of the annual shareholders’ meeting, which was scheduled on June 6, 2023. However, on May 31, 2023, the Company received notice from the Bidders requesting to defer the vote on the approval of the voluntary delisting of the Company from the PSE. In the notice, the Bidders noted that they commissioned the preparation of a Fairness Opinion and Valuation Report on the Company (the “**Report**”) for the Tender Offer. Furthermore, while the Tender Offer Rules provide that the Bidders are only required to provide the Report to the shareholders with the filing and distribution of the Tender Offer Report, which would take place after the passing of the shareholder vote on the delisting, they intended to make the Report available in advance of the Company’s ASM to give the shareholders information on the basis of the Tender Offer Price. Unfortunately, the Report could not be finalized after the Bidders were informed by the PSE that it could not confirm the independence of the Independent Financial Advisor (“**IFA**”) initially engaged to provide the Report. As a consequence of this development, upon the request of the Bidders, while the Company discussed the agenda on the voluntary delisting of the Company from the PSE during the ASM, voting on the same was deferred.

On July 3, 2023, the Company received a notice (the “**New Notice**”), which superseded the Initial Notice stating that they intend to proceed with the Tender Offer for the Tender Offer Shares with a view to taking the Company private through a voluntary delisting process. The New Notice indicates that the Tender Offer Price is set at Php 5.20 per common share on an all-cash basis. Based on the information received from the Bidders the tender offer price: (a) is the highest price that the Bidders are willing to offer in the Tender Offer ; (b) is the best and final offer

of the Bidders and will not be subject to any further adjustment (considering the timetable for the transaction, approvals and other regulatory requirements across multiple jurisdictions); (c) represents a 37% premium over the one-year Volume Weighted Average Price of the Company's common shares; and (d) is a premium of Ten Centavos (Php0.10) over the highest end of the range provided in the Report.

The Bidders also clarified that the tender offer price is independent of the Company's interim dividend that may be declared by the Company for the first half of 2023, which is customarily declared by the Company during the release of its second quarter results in August. Shareholders of the Company's common shares will receive both the interim dividend from MPIC and the tender offer price from the Bidders if the holder tenders the shares during the tender offer period, as the shares will be crossed only at the completion of the tender process, expected in September 2023 after the dividend record date of MPIC. Any interim dividend declared will be paid by MPIC at a payment date decided by the Company to shareholders of MPIC as at the applicable declared record date; the tender offer price will be paid by the Bidders, if the tender offer conditions are met, at a settlement date which will be specified in the Tender Offer Report. The Tender Offer Report will be circulated if and after the shareholder approval is secured.

To comply with the voluntary delisting requirements of the Exchange, the Report was issued by Unicapital, Inc, as the IFA, to support the tender offer price. A copy of the Fairness Opinion and Valuation Report prepared by Unicapital, Inc. (the "**IFA Report**") has already been finalized after the PSE confirmed the independence of Unicapital, Inc. as the IFA. A copy of the IFA Report was provided by the Bidders and posted on the website of the Company (www.mpic.com.ph) and disclosed by the Company via PSE EDGE (www.edge.pse.com.ph). A copy of the Report will also be provided to shareholders together with the Tender Offer Report.

On July 3, 2023, the Board of Directors of the Company unanimously approved the filing of an application for voluntary delisting of the Company from the Exchange, subject to compliance with the Voluntary Delisting Rules of the PSE. The approval of the Board of Directors includes the filing of the Petition for Voluntary Delisting with the Exchange and the filing of the Petition for Voluntary Revocation of the Company's Registration Statement under the Securities Regulation Code.

The approval of the stockholders holding common shares of the Company is sought in compliance with the Voluntary Delisting Rules of the PSE.

The shareholder approval is being sought only for the Company's voluntary delisting from the PSE, and not for the tender of their shares. The decision by the shareholders to vote in favor of the voluntary delisting from the PSE is separate from the decision of the shareholders to tender their shares to the Bidders during the Tender Offer. The decision by the shareholders to tender shares is made by each shareholder individually during the tender offer period. Thus, shareholders who vote in favor of the voluntary delisting are not obligated to tender their shares. However, shareholders should note that the tender offer will only commence if the requisite approval of the shareholders of the Company as discussed above is secured. If shareholder approval to voluntarily delist from the PSE is not secured as discussed, the Bidders will be unable to undertake the Tender Offer for the Tender Offer Shares.

The tender offer is separate process from the shareholder approval of the voluntary delisting. During the tender offer period, any shareholder who tenders their shares may offer all or a portion of their common shares in the Company for acceptance by, and sale to, the Bidders, regardless of how such shareholder voted with respect to the voluntary delisting of the Company. In order to comply with the voluntary delisting requirements of the PSE, the Tender Offer Shares acquired by the Bidders, together with the Excluded Shares, should constitute at least 95% of the total issued and outstanding common shares of MPIC, or such percentage as the PSE may allow to effect the voluntary delisting of MPIC from Main Board of the PSE. The Bidders will only accept and pay for the Tendered Shares if the Delisting Threshold is met.

Subject to securing the requisite approval of the shareholders of the Company as discussed above, compliance with the requirements of the Voluntary Delisting Rules, and the approval of the Exchange, the Company intends to voluntarily delist from the Main Board of the Exchange after the completion of the Tender Offer as required under the Voluntary Delisting Rules.

VOTING PROCEDURES

Manner of voting

Summary:

1. Each shareholder shall be entitled to one vote for each common share.

2. The sole item in the agenda, which is the Voluntary Delisting of the Company from the Exchange, requires the affirmative vote of the shareholders holding common shares representing at least two thirds (2/3) of the total outstanding common capital stock of the Company, and provided that the votes cast against the Voluntary Delisting should not be more than ten percent (10%) of the total outstanding common shares of the Company.
3. Shareholders must notify the Company of their intention to participate in the meeting to be included in the determination of quorum.
4. A shareholder may vote: (a) electronically through the Company's Electronic Registration and Voting System at <https://conveneagm.com/ph/mpicssm>, or (b) by submitting a proxy, which may be the Chairman of the meeting, or (c) voting onsite through a printed ballot to be provided by the Company, all of which are subject to validation procedures. A shareholder voting electronically shall be deemed present for purposes of quorum.
5. Proxies shall be in writing, signed and filed by the shareholder, substantially in the form provided in this Information Statement, and shall be received by the Office of the Corporate Secretary on or before the close of business on August 3, 2023.
6. All votes received shall be tabulated by the Office of the Corporate Secretary with the assistance of the Company's stock transfer agent. Inspectors from an independent third party appointed by the Board will also validate the results of voting. The Corporate Secretary shall report the results of voting during the meeting.
7. The detailed instructions for participation in the casting of votes are set forth in Annex "A" – Requirements and Procedures for Electronic Voting in Absentia.

Voting requirements

In accordance with the Delisting Rules of the Exchange, the delisting must be approved by the stockholders owning at least two thirds (2/3) of the total outstanding and listed (common) shares of the Company. In addition, the number of votes cast against the delisting proposal should not be more than ten percent (10%) of the total outstanding and listed (common) shares of the Company.

Method of counting votes

The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the shareholders who are participating in the meeting by remote communication and are voting *in absentia* or represented by proxies at the Special Meeting of the Shareholders.

UPON THE WRITTEN REQUEST OF A SHAREHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID SHAREHOLDER A COPY OF THE INFORMATION STATEMENT FREE OF CHARGE, EXCEPT FOR EXHIBITS ATTACHED THERETO WHICH SHALL BE CHARGED AT COST. ANY WRITTEN REQUEST FOR A COPY OF THE ABOVE-MENTIONED DOCUMENTS SHALL BE ADDRESSED AS FOLLOWS:

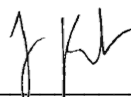
**Metro Pacific Investments Corporation
9F Tower 1, Rockwell Business Center
Ortigas Avenue, Pasig City
Attention: RICARDO M. PILARES III**

SIGNATURE PAGE

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 the City of Pasig on the 4th day of July 2023.

METRO PACIFIC INVESTMENTS CORPORATION

By:



RICARDO M. PILARES III

Vice President for Legal/Compliance Officer/
Corporate Governance Officer/Corporate Secretary



**SPECIAL SHAREHOLDERS’ MEETING
REQUIREMENTS AND PROCEDURES
FOR ELECTRONIC VOTING**

Please be advised that a Special Meeting of the Shareholders of METRO PACIFIC INVESTMENTS CORPORATION will be held on August 8, 2023.

Registration Period

Registration to vote may be made only through the Company’s Electronic Registration and Voting System at <https://conveneagm.com/ph/mpicssm> (the “Website”) beginning on July 19, 2023 (the “Registration Period”).

Registration Requirements

The following are needed for the online registration:

For Individual Shareholders

1. Full name;
2. Valid and current email address;
3. Valid and current contact number, including the area code (landline or mobile number);
4. Citizenship/Nationality; and
5. Digital copy of the shareholder’s valid government-issued ID (in JPG format).

For Corporate Shareholders

1. Secretary’s certificate or equivalent document (in case of a non-resident shareholder) attesting to the authority of the representative to vote for and on behalf of the corporation;
2. Full name of the shareholder’s Authorized Representative;
3. Valid and current email address of the shareholder’s Authorized Representative;
4. Valid and current contact number, including the area code (landline or mobile number) of the shareholder’s Authorized Representative;
5. Citizenship/Nationality of the Authorized Representative; and
6. Digital copy of the valid and unexpired government-issued ID of the Authorized Representative (in JPG format).

For Shareholders under Broker Accounts (PCD Nominees)

1. A broker’s certification on the shareholder’s number of shareholdings (in JPG format) as of record date of July 18, 2023;
2. Full name of the shareholder;
3. Valid and current email address;
4. Valid and current contact number, including the area code (landline or mobile number);
5. Citizenship/Nationality; and
6. Digital copy of the shareholder’s valid and unexpired government-issued ID (in JPG format).

Online Registration Procedure

1. Register into the Company’s Electronic Registration and Voting System at the Website by clicking “Register Now”. Please ensure that you have prepared the necessary information and requirements.
2. Enter the information required in the respective fields and upload the supporting documents.

3. Read the Agreement and Data Privacy Consent in the Website. If you agree to its terms, please check the box signifying your consent to the processing of your personal information which shall be used only for purposes of the Special Meeting of the Shareholders.
4. When all information and documents have been uploaded, please click the “Continue” button.
5. Upon verifying your submitted information, click the “Submit Registration” button.
6. Confirm your email address upon receiving a verification email. Upon verification, create your own password to complete your registration and sign into the Website.

Reminders

- A shareholder’s registration cannot be completed if any of the mandatory requirements are not submitted.
- Only shareholders who submitted the complete requirements through the Website by August 3, 2023, or who physically submit the complete requirements onsite before the start of the meeting, are entitled to participate in the Special Meeting of the Shareholders.
- In case of any issues relating to your registration in the Website, please send an email to support@conveneagm.com.

Verification of Shareholder Registrations

The Company or its stock transfer agent shall verify the information and details submitted through the Electronic Voting System, starting on July 19, 2023.

After verification of complete submission of the required information and documents, the shareholder shall receive an e-mail through the shareholder’s registered e-mail address confirming registration.

Please send an email to corsec@mpic.com.ph in case you have not received any notification by July 19, 2023.

Data Privacy

Each individual shareholder’s (or that of the corporate shareholder’s authorized representative) data will be collected, stored, processed and used exclusively for the purposes of the Special Meeting of the Shareholders. Personal information will be processed in accordance with the Philippine Data Privacy Act of 2012 and applicable regulations. The detailed data privacy policy of the Company may be accessed in the Website.

From: [ICTD Submission](#)
To: [MPIC Compliance](#)
Subject: Re: Metro Pacific Investments Corporation_Preliminary Information Statement_04 July 2023
Date: Tuesday, July 4, 2023 2:18:29 PM

This is an External Email. Please be cautious in opening links even if it's from a trusted contact.

Thank you for reaching out to ictdsubmission@sec.gov.ph!

Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <https://secexpress.ph/>. For further clarifications, please call (02) 8737-8888.

----- NOTICE TO
COMPANIES -----

Please be informed of the reports that shall be filed only through ictdsubmission@sec.gov.ph.

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

Please be informed that the submission of the abovementioned eleven (11) reports through the ictdsubmission@sec.gov.ph shall no longer be accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation

3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link – <https://apps010.sec.gov.ph/>

For your information and guidance.

Thank you.