

**ETON PROPERTIES PHILIPPINES, INC.
2020 ANNUAL STOCKHOLDERS' MEETING
REQUIREMENTS AND PROCEDURE FOR PARTICIPATION AND VOTING
THROUGH REMOTE COMMUNICATION**

A. Registration for the 2020 Annual Stockholders' Meeting and Casting of Votes through Remote Communication

1. Stockholders of record as of 28 May 2020 who wish to attend the Annual Stockholders' Meeting and vote in absentia should register by sending the requirements set forth below to eton_asm@pnb.com.ph on or before 19 June 2020 ("Registration Period").

2. Stockholders are required to submit the following for validation and verification:

a. For Individual Stockholders

- Scanned copy of the front and back portions of the Stockholder's **valid government-issued photo ID with residential address**. This must be in a digital, JPG format with a file size no larger than 2MB. Valid government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID Senior Citizen ID, Postal ID, Voter's ID and GSIS ID;
- Valid and active e-mail address;
- Valid and active contact number (landline or mobile number);
- Tax Identification Number (TIN).

b. For Stockholders with Joint accounts

- In addition to the above requirements, a scanned copy of the **authorization letter signed by all Stockholders** providing who among them is authorized to cast the vote for the account. The authorization letter must be in a digital, JPG format with a file size no larger than 2MB.

c. For Corporate Stockholders

- Scanned copy of a Secretary's Certificate attesting to the authority of the representative to vote for and on behalf of the Corporation. This must be in a digital, JPG format with a file size no larger than 2MB;
- Scanned copy of the front and back portions of the valid **government-issued photo ID** of the Stockholder's representative with residential address. This must be in a digital, JPG format with a file size no larger than 2MB. Valid government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, Postal ID, Voter's ID, GSIS ID and Senior Citizen ID;
- Valid and active email address of the Stockholder's representative;
- Valid and active contact number of the Stockholder's representative (landline or mobile number);
- Tax Identification Number (TIN).

d. For Stockholders represented by Proxy or authorized person

- In addition to the above requirements for the Stockholder, the same requirements shall be submitted by the Proxy or authorized representative;
- Scanned copy of the Proxy Form or an authorization letter signed by the Stockholder to cast the vote for the account. This must also be in a digital, JPG format with a file size no larger than 2MB. A sample proxy form may be downloaded at www.eton.com.ph.

e. For Individual Stockholders under Broker accounts

- Scanned copy of the broker's certification signed by the duly authorized signatory/ies on the Stockholder's number of shareholdings. This must also be in a digital, JPG format with a file size no larger than 2MB;
- Scanned copy of the front and back portions of the Stockholder's (or said Stockholders' proxy's) valid **government-issued photo ID with residential address**. This must be in a digital, JPG format with a file size no larger than 2MB. Valid government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, Senior Citizen ID Postal ID, Voter's ID and GSIS ID;
- Valid and active email address;
- Valid and active contact number (landline or mobile number).

f. For Corporate Stockholders under Broker accounts

- Scanned copy of the broker's certification signed by the duly authorized signatory/ies on the Stockholder's number of shareholdings. This must also be in a digital, JPG format with a file size no larger than 2MB;
- Scanned copy of the certification signed by a duly authorized officer of such corporate beneficial owner attesting to the authority of the representative to vote for and on behalf of the corporate beneficial stockholder (in JPG format)
- Scanned copy of the front and back portions of the valid **government-issued photo ID with residential address of the representative of the corporate Stockholder**. This must be in a digital, JPG format with a file size no larger than 2MB. Valid government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, Senior Citizen ID Postal ID, Voter's ID and GSIS ID;
- Valid and active email address;
- Valid and active contact number (landline or mobile number).

3. The verification procedure may take up to three (3) days upon submission of the required documents. Stockholders are encouraged to register early within the Registration Period.

4. Upon completion of the verification procedure, the Stockholder will receive an email confirmation which includes the **URL to the Zoom Webinar Registration Link** and the instructions on how to complete the said registration ("Zoom Registration"). The Stockholder must complete his/her/its Zoom Registration no later than 26 June 2020 to be able to access the webinar on the day of the meeting. The Stockholder voting in absentia will receive a Ballot/Voting Form.

5. The Stockholder needs to manually complete the Ballot/Voting Form by printing or by completing it with Adobe Reader (free software with Fill & Sign Tools). The Ballot/Voting Form contains the agenda items reflected on the Notice of the 2020 Eton ASM which require a vote. Registered Stockholders may vote as follows:

a. For items other than the election of directors, registered Stockholders have the option to vote “For”, “Against”, or “Abstain”;

b. For election of Directors, the system of cumulative voting shall be followed. Each registered Stockholder shall be entitled to such number of votes equal to the number of shares he/she owns, times the number of directors to be elected. Under this voting system, the registered Stockholder has the option to:

- (i) cast all his/her votes in favor of one (1) nominee; or
- (ii) distribute those votes among as many nominees as he/she may deem fit;

c. Once the registered Stockholder has completed filling up the Ballot/Voting Form, he/she can submit his/her votes by sending a scanned copy or a photograph of the Ballot/Voting Form via email to eton_asm@pnb.com.ph. Upon submission, the registered Stockholder may no longer change his/her votes.

6. The Office of the Corporate Secretary shall tabulate all valid votes in absentia and votes cast by proxy. An independent party will validate the voting results, which will be reported by the Corporate Secretary at the meeting. All votes should be submitted no later than 23 June 2020.

B. Other Information Regarding the 2020 Eton Annual Stockholders’ Meeting

1. Only Stockholders who have completed the registration and verification procedures within the Registration Period shall be considered in determining the existence of a quorum.
2. The Annual Stockholders’ Meeting will be streamed via Zoom. On the date of the Meeting, Stockholders are encouraged to log-in at least one (1) hour before the Meeting so as to allow the Company to address possible technical issues without delaying the Meeting.
3. Votes and queries cannot be submitted through the livestreaming link. Registered Stockholders may instead submit their queries or comments, which shall be limited to the matters set out in the Agenda, by sending an email to asm@eton.com.ph no later than 23 June 2020. For the orderly conduct of the meeting, only queries submitted on or before 23 June 2020 shall be addressed during the Annual Stockholders’ Meeting. Any query not addressed during Annual Stockholders’ Meeting due to time constraints shall be replied to through email.
4. The proceedings will be recorded in video and audio format. The Minutes of the Annual Stockholders’ Meeting will be uploaded to the Eton website.

Should you have questions or requests for clarification on the procedure for the 2020 Annual Stockholders’ Meeting, please email them to eton_asm@pnb.com.ph.