

NOTICE OF ANNUAL STOCKHOLDERS' MEETING**TO ALL STOCKHOLDERS:**

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of **FILINVEST REIT CORP.** ("FILRT", the "Company", or the "Corporation") will be conducted virtually on **April 24, 2025 (Thursday)**¹ at **11:00 AM** at which meeting the following matters shall be taken up:

- I. Call to Order
- II. Proof of Notice of Meeting
- III. Certification of Quorum
- IV. Approval of the Minutes of the (i) Annual Stockholders' Meeting held on April 17, 2024, and (ii) Special Stockholders' Meeting held on March 04, 2025
- V. Presentation of the Management Report
- VI. Ratification of the Audited Financial Statements for the year ended December 31, 2024
- VII. General Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Board Committees and Management up to April 24, 2025
- VIII. Election of the Members of the Board of Directors, including three (3) Independent Directors, to serve for 2025-2026
- IX. Appointment of the External Auditor
- X. Other Matters
- XI. Adjournment

Pursuant to the provisions of the Company's By-Laws, the Board of Directors during its meeting held on January 24, 2025 resolved that the Annual Stockholders' Meeting be held in a virtual format. As such, the stockholders may attend the said meeting only by remote communication, by voting in absentia or through proxy.

Only Stockholders of Record as of 5:00 PM of February 28, 2025 shall be entitled to vote at this meeting. Votes cast remotely or *in absentia* should be received by the Corporation on or before April 14, 2025.

Stockholders who wish to vote by proxy shall submit the same on or before April 14, 2025 to the Office of the Corporate Secretary, located at Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila on or by email to FILRTASM@filinvestreit.com.

¹ Should the date of Annual Stockholders' Meeting be declared a legal holiday, the ASM will be held on the next succeeding business day, at the same time (11:00a.m.)

A proxy submitted by a corporation should be accompanied by a Corporate Secretary's certificate quoting the board resolution designating a corporate officer to execute the proxy. In addition to the above requirement for corporations, a proxy form given by a broker or custodian bank in respect of shares of stock carried by such broker or custodian bank for the account of the beneficial owner must be accompanied by a certification under oath stating that the broker or custodian bank has obtained the written consent of the account holder.

PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES.

The Corporation's Information Statement, Management Report, and 2024 Audited Financial Statements will be made available in the Company's website at <https://www.filinvestreit.com/> and in the Philippine Stock Exchange EDGE disclosure system no later than March 28, 2025.

Please be guided accordingly.


JENNIFER C. LEE
Assistant Corporate Secretary

**EXPLANATION OF AGENDA ITEMS
FOR STOCKHOLDERS' APPROVAL AND/OR RATIFICATION**

Call to Order

The Chairperson will formally commence the meeting at approximately 11:00 a.m. on April 24, 2025.

Proof of Notice and Certification of Quorum

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

Pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020 which provide for remote attendance and voting *in absentia* in stockholders' meetings, the Company has set up a system and process to allow stockholders to register and vote *in absentia* on the matters in the agenda. Only stockholders who successfully registered in the stockholder registration system, together with those who voted *in absentia* or by proxy, will be included in determining the existence of a quorum.

The following are the procedures for the meeting:

- Stockholders who wish to appoint the Chairperson as proxy may submit the same on or before April 14, 2025 to the Office of the Corporate Secretary, located at Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila, or by email to FILRTASM@filinvestreit.com.
- Stockholders who wish to attend the meeting via remote communication and/or vote *in absentia* must register at the following web address: https://shareholders.filinvest.com.ph/FILRT_SHAREHOLDERSYSTEM. After validation, the stockholders will receive an email with instructions on how to access the voting ballot and the meeting. The details of the process are provided in the Information Statement.
- The votes will be tabulated by the Office of the Corporate Secretary and the stock transfer agent. The results will be reported in the meeting.
- Any comments and questions on the agenda should be emailed to FILRTASM@filinvestreit.com on or before April 14, 2025. The Board of Directors and/or officers will endeavor to answer these questions during the meeting. Due to time constraints, any questions that will not be addressed during the meeting may be answered by email.
- There will be an audio and visual recording of the meeting.

Approval of the Minutes of the (1) Annual Stockholders' Meeting held on April 17, 2024, and (2) Special Stockholders' Meeting held on March 4, 2025

The minutes of the (1) Annual Stockholders' Meeting held on April 17, 2024, and (2) Special Stockholders' Meeting held on March 4, 2025 can be viewed at the Company's website through the following links, respectively:

https://filinvestreit.com/sites/default/files/2024-09/filrt_minutes_2024_asm_2024.4.17_for_uploading_signed_by_kcl.pdf and https://www.filinvestreit.com/sites/default/files/2025-03/minutes-filrt-ssm_04_march_2025_clean_redacted_0.pdf. Copies of the minutes are also attached as Annexes "D" and "E" of the Information Statement.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the stockholders present and entitled to vote thereat, a quorum being present.

Presentation of the Management Report

The President, Ms. Maricel Brion-Lirio, will report on the Company's 2024 performance and the outlook for this year.

Ratification of the Audited Financial Statements for the year ended December 31, 2024

The Company's Audited Financial Statements is subject to ratification by the stockholders representing at least a majority of its outstanding capital stock. The Audited Financial Statements refers to the financial operations, balance sheet and income statement of FILRT as of and for the year ended December 31, 2024. The Company's Audited Financial Statements for 2024 is attached as **Annex "B"** of the Information Statement and will be made available on the Company's website.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the stockholders present and entitled to vote thereat, a quorum being present.

Ratification of the Acts and Resolutions of the Board of Directors, Board Committees and Management from the Date of the Last Annual Stockholders' Meeting up to April 24, 2025

The acts of the Board of Directors, Board Committees and Management that are subject of ratification are those that were adopted since the last annual meeting up to April 24, 2025, as duly recorded in the corporate books. These acts include the approval of contracts and agreements, application for government permits and licenses, appointment of officers, designation of authorized representatives, and other transactions in the general conduct of business. The summary of the major resolutions approved and adopted by the Board and the Board Committees are discussed in the Information Statement.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the at least a majority of the stockholders present and entitled to vote thereat, a quorum being present.

Election of the Members of the Board of Directors, including three (3) Independent Directors, to serve for 2025-2026

In accordance with the Company's Revised Manual on Corporate Governance and Amended By-Laws, the stockholders must elect the members of the Board of Directors of the Company comprised of seven (7) directors, including three (3) independent directors, who shall hold office for a term of one (1) year, or until their successors shall have been duly elected and qualified. There will be an election of the members of the Board during the Annual Stockholders' Meeting to serve for the year 2025 to 2026.

The Corporate Governance Committee, convened as the Nominations Committee, evaluated the nominees to the Board, including the three (3) nominees for independent directors, and determined whether they have all the qualifications and none of the disqualifications to serve

in the Board. The Final List of Candidates and the qualifications of each nominee director is discussed in the Information Statement.

Appointment of the External Auditor

The Audit and Risk Management Oversight Committee and the Board endorsed to the stockholders the re-appointment of SGV & Co. as the external auditor for the ensuing year. The details of the external auditor are provided in the Information Statement.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the stockholders present and entitled to vote thereat, a quorum being present.

Consideration of Other Matters as may be properly submitted

The Chairperson will open the floor for comments and questions by the stockholders, as may have been submitted on or before April 14, 2025.