



## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholders:

Please be notified that the annual meeting of stockholders of DMCI Holdings, Inc. (the "Corporation") will be held virtually on July 14, 2020, at 9:30 A.M. with the following agenda:

- (1) Call to Order
- (2) Report on Attendance and Quorum
- (3) Approval of Minutes of Previous Stockholders' Meeting
- (4) Management Report for the year ended December 31, 2019
- (5) Ratification of All Acts of the Board of Directors and Officers during the preceding year
- (6) Appointment of Independent Auditor
- (7) Election of Directors including the Independent Directors
- (8) Other Matters
- (9) Adjournment

Stockholders of record as of June 1, 2020 will be entitled to notice of and to vote at the said annual meeting or any adjournment or postponement thereof.

Given the current emergency health crisis, stockholders may only attend by remote communication, by voting in absentia, or by appointing the Chairman or the President or the Chief Finance Officer as proxy. Stockholders who intend to attend the said meeting should notify the Corporation by sending an email to [asm2020@dmcinet.com](mailto:asm2020@dmcinet.com). The Corporation will send the instructions for joining the virtual annual meeting via email to each stockholder who will signify his/her intention to attend the same.

Deadline for submission of proxies is on July 3, 2020 via mail or email at [asm2020@dmcinet.com](mailto:asm2020@dmcinet.com). Validation of proxies shall be held on July 8, 2020, 2:00 p.m., at the principal office of the Corporation, or virtually, as may be necessary or required.

### **Participation via Remote Communication**

The conduct of the annual stockholders' meeting will be streamed live, and stockholders may attend, and participate at the annual meeting by remote communication by following the instructions below:

1. Starting June 11, 2020, stockholders who intend to participate remotely should notify the Corporation by sending an email to [asm2020@dmcinet.com](mailto:asm2020@dmcinet.com).
2. An email confirmation and further instructions for the registration and voting will be provided to the stockholders.
3. A link will be sent by email to stockholders who will indicate their intention to participate at the annual meeting through remote communication. The stockholders should access the link provided by the company in order to register their attendance at the annual stockholders' meeting. Once the registration of the stockholders is validated by the company, the company shall send an email to the stockholders which shall contain the link for the July 14, 2020 annual stockholders' meeting. The stockholders may attend the said annual meeting on July 14, 2020 by accessing such link.
4. Stockholders who intend to vote in absentia are required to submit their vote through the online voting portal to be provided by the company upon confirmation of their registration. Votes should be submitted not later than July 5, 2020.
5. Stockholders who intend to attend and vote by proxy should submit their respective proxies by mail or by email to [asm2020@dmcinet.com](mailto:asm2020@dmcinet.com) not later than July 3, 2020. No further changes on the proxies will be accommodated after the deadline.

Makati City, Metro Manila,

June 8, 2020

For the Board of Directors:



ATTY. NOEL A. LAMAN

Corporate Secretary

Access to Notice of Meeting, Agenda and Rationale, Proxy Form, Definitive Information Statements, Financial Statements, Minutes of Annual Stockholders' Meeting dated May 21, 2019 can be downloaded by scanning the QR Code provided herewith.

Likewise, you may also download it from the company's website by clicking this link:

[http://www.dmciholdings.com/corporate\\_governance/page/2020-annual-stockholders-meeting](http://www.dmciholdings.com/corporate_governance/page/2020-annual-stockholders-meeting)

Electronic copies of the same documents are also available at the PSE Edge.

Hard copies of the DIS will be available upon request of the stockholder. You can submit your request by calling (632) 8888 3000 or by sending an email to [asm2020@dmcinet.com](mailto:asm2020@dmcinet.com)



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*\* DMCI Holdings, Inc. Dividend Policy: The Corporation is committed to provide reasonable economic returns to its shareholders with a dividend payout ratio of at least 25% of the preceding year's Consolidated Core Net Income, or the reported net income excluding all foreign exchange, mark-to-market gains and losses and non-recurring items. The Corporation may, from time to time, pay special dividends as a return of excess funds to shareholders as determined by the Board of Directors upon considering the investing and operating needs of the Corporation. The policy is subject to availability of retained earnings, and subject further to compliance with applicable laws, rules and regulations on dividend declarations.*

## **AGENDA DETAILS AND RATIONALE**

1. Call to Order. The Chairman of the Board of Directors, Mr. Isidro A. Consunji, will call the meeting to order.
2. Certification of Notice and Quorum .The Corporate Secretary, Atty. Noel A. Laman, will certify that copies of the Notice were sent to the stockholders of record, and will certify the number of shares present at the meeting, for the purpose of determining the presence of quorum for the transaction of corporate business .
3. Approval/ratification of the minutes of the annual meeting of stockholders held on May 21, 2019. The minutes of the May 21, 2019 annual stockholders' meeting are posted on the company's website. Hardcopies will also be distributed during the meeting. The stockholders will be requested to approve the said minutes. The proposed resolution reads as follows:

*"RESOLVED, That the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the minutes of the annual stockholders' meeting of the Corporation held on May 21, 2019."*

4. Approval of the Management Report for the year ending December 31,2019. The President will report on the performance of the company for the year 2019. The proposed resolution reads as follows:

*"RESOLVED, That the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the Management Report for the year ending December 31, 2019."*

5. Ratification of Acts of Directors and Officer . Resolutions, contracts, and acts of the board of directors and management for ratification refer to those passed or undertaken by them during the year and for the day to day operations of the Company as contained or reflected in the attached annual report and financial statements and more specifically identified in item 9 (2) of the Information Statement. The proposed resolution reads as follows:

*"RESOLVED, That the stockholders of DMCI Holdings, Inc. approve, ratify and confirm all the acts, decisions and resolutions of the Board of Directors and officers of the Corporation made or undertaken from May 21, 2019 and until the date of this meeting as they are reflected in the books and records of the Corporation."*

6. Appointment of Independent Auditors. The stockholders will be requested to approve the appointment of SyCip, Gorres, Velayo & Co. as independent auditors of the Corporation. The proposed resolution reads as follows:

*"RESOLVED, That the stockholders of DMCI Holdings, Inc. approve, ratify and confirm, as they do hereby, the appointment of SyCip Gorres Velayo & Co. as the external auditors of the Corporation for the current year."*

7. Election of Directors. The profiles / business experience of the candidates to the Board of Directors are provided in the information statement. The candidates for this year are as follows:

Regular Directors:

ISIDRO A. CONSUNJI  
CESAR A. BUENAVENTURA  
JORGE A. CONSUNJI  
HERBERT M. CONSUNJI  
MA. EDWINA C. LAPERAL  
LUZ CONSUELO A. CONSUNJI  
MARIA CRISTINA C. GOTIANUN

Independent Directors:

HONORIO O. REYES-LAO  
ANTONIO JOSE U. PERIQUET

8. Other Matters. The stockholders to propose such other matters.
9. Adjournment. After all the businesses have been considered, the meeting shall be adjourned.