



## ALTUS PROPERTY VENTURES, INC.

(Formerly: Altus San Nicolas Corp.)

National Highway, Brgy. 1, San Francisco, San Nicolas, Ilocos Norte  
Telephone No.(028) 8397-1888 loc. 36201

### ANNUAL MEETING OF STOCKHOLDERS MAY 13, 2021

#### EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

The Corporation has established a procedure for the registration of and voting *in absentia* by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication or votes in absentia shall be deemed present for purposes of quorum.

The following is a summary of the guidelines for voting and participation in the meeting:

- (i) Stockholders may attend the meeting by viewing the livestream at this link: [https://bit.ly/APVI\\_2021ASM](https://bit.ly/APVI_2021ASM). The livestream shall be broadcast via Microsoft Teams. Please refer to Annex "D" of the Information Statement for detailed guidelines for participation via remote communication.
  - (ii) Questions and comments on the items in the Agenda may be sent to [corporate.secretary@altuspropertyventures.com.ph](mailto:corporate.secretary@altuspropertyventures.com.ph). Questions or comments received on or before May 5, 2021 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.
  - (iii) Each item in the agenda for approval of the stockholders will be shown on the screen during the livestreaming as the same is taken up at the meeting.
  - (iv) Stockholders may cast their votes on any item in the agenda for approval via the following modes on or before May 5, 2021:
    - a. By sending their proxies appointing the Chairman of the meeting to the Corporate Secretary;
- OR
- b. By voting *in absentia*, subject to validation procedures. Please refer to Annex "D" of the Information Statement for the detailed procedure for registration and voting *in absentia*.
  - (v) Stockholders may cast their votes on any item in the agenda for approval by sending their proxies appointing the Chairman of the meeting to the Corporate Secretary by email to [corporate.secretary@altuspropertyventures.com.ph](mailto:corporate.secretary@altuspropertyventures.com.ph) or hard copies to the Office of the Corporate Secretary, 12/F Robinsons Cyberscape Alpha, Sapphire and Garnet Road, Ortigas Center, Pasig City on or before May 5, 2021.
    - a. Stockholders holding shares through a broker may course their proxies through their respective brokers, which shall issue a certification addressed to the Corporate Secretary and duly-signed by their authorized representative, stating the number of shares being voted and the voting instructions on the matters presented for approval.
    - b. Stockholders may also send their duly-executed proxies directly to the Corporate Secretary. The proxies shall be sent together with the following supporting documents:
      - i. Government-issued identification (ID) of the Stockholder;

- ii. For Stockholders with joint account: The proxy form must be signed by all joint stockholders. Alternatively, they may submit a scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to sign the proxy.
  - iii. If holding shares through a broker, the certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder.
- (vi) Stockholders intending to participate via remote communication who have not sent their proxies or voted *in absentia* must notify the Corporation by email to [corporate.secretary@altuspropertyventures.com.ph](mailto:corporate.secretary@altuspropertyventures.com.ph) on or before May 5, 2021 in order to be counted for quorum. The email should contain the following:
  - a. If holding shares through a broker, certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder;
  - b. Government-issued identification (ID) of the Stockholder.
- (vii) For purposes of quorum, the following stockholders shall be deemed present:
  - a. Those who sent in their proxies before the deadline;
  - b. Those who voted in absentia before the cut off time; and
  - c. Those who notified the Corporation before the deadline of their intention to participate via remote communication.
- (viii) The Office of the Corporate Secretary shall tabulate all votes received and an independent third party will validated the results. During the meeting, the Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The votes for each item for approval under the agenda will be shown on the screen.

### **Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on August 28, 2020**

Copies of the minutes will be distributed before the meeting and will be presented to the stockholders for approval.

### **Presentation of annual report and approval of the financial statements for the preceding year**

The annual report and the financial statements for the preceding fiscal year will be presented to the stockholders for approval.

### **Election of Board of Directors**

After having undergone the nomination process as conducted by the Corporate Governance Committee, the nominees for election as members of the Board of Directors, including independent directors, will be presented to the stockholders. The profiles of the nominees shall be provided in the Information Statement to be sent to the Stockholders. The members of the Board of Directors of the Corporation shall be elected by plurality vote.

### **Appointment of External Auditor**

The Corporation's external auditor is Punongbayan and Araullo and will be nominated for reappointment for the current fiscal year.

**Ratification of the acts of the Board of Directors and its committees, officers and management**

Ratification of the acts of the Board of Directors and its committees, officers and management of the Corporation since the last annual stockholders' meeting up to the current stockholders' meeting, as duly recorded in the corporate books and records of the Corporation, will be requested.

**Consideration of such other matters as may properly come during the meeting**

The Chairman will open the floor for comments and questions from the stockholders which were sent by email on or before May 5, 2021. The Chairman will decide whether matters raised by the stockholders may be properly taken up in the meeting or in another proper forum.