



ROXAS HOLDINGS, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders of Roxas Holdings, Inc. will be held on 15 February 2017 at ten o'clock in the morning at Turf Room, Manila Polo Club, McKinley Road, Forbes Park, Makati City, Metro Manila.

The Agenda of the Meeting is:

- (1) Call to Order
- (2) Certification of Notice and Quorum
- (3) Approval of the Minutes of the Annual Meeting of Stockholders held on 2 March 2016
- (4) Presentation and Approval of the Annual Report to Stockholders
- (5) Ratification of All Acts and Resolutions of the Board of Directors and Management
- (6) Approval in the Amendment of Article VII of the Articles of Incorporation to Increase the Authorized Capital Stock from One Billion Five Hundred Million Pesos (PhP 1,500,000.00) to Two Billion Pesos (PhP 2,000,000,000.00)
- (6) Election of the Board of Directors
- (7) Election of External Auditors
- (8) Other Matters
- (9) Adjournment

The Board of Directors has fixed the close of business on 28 December 2016 as the Record Date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting of Stockholders.

Registration for the meeting shall start at 9:30 in the morning. Please bring a valid identification paper or document such as a passport, driver's license or company I.D. to facilitate registration.

IF YOU CANNOT ATTEND THE MEETING, YOU MAY SUBMIT A PROXY THROUGH THE OFFICE OF THE ASSISTANT CORPORATE SECRETARY LOCATED AT THE **14F, Net One Center, 26th cor. 3rd Avenue, Bonifacio Global City, Taguig, Metro Manila** ON OR BEFORE 3 FEBRUARY 2017.

By Order of the Board of Directors.

A handwritten signature in black ink, appearing to read 'Florencio M. MAMAUAG, JR.', is written over a light blue horizontal line.

FLORENCIO M. MAMAUAG, JR.
Assistant Corporate Secretary

2 December 2016