

Appendix 1

2021 ANNUAL STOCKHOLDERS MEETING REQUIREMENTS AND PROCEDURE FOR VOTING *IN ABSENTIA* AND PARTICIPATION VIA REMOTE COMMUNICATION

FERRONOUX HOLDINGS, INC.
2022 ANNUAL STOCKHOLDERS MEETING (ASM)
REQUIREMENTS AND PROCEDURE FOR VOTING *IN ABSENTIA* AND
PARTICIPATION VIA REMOTE COMMUNICATION

Cognizant of the ongoing COVID-19 pandemic and the need to minimize mass gatherings to contribute to the efforts of the Philippine government in curbing the continuing spread of the virus, Ferronoux Holdings, Inc. ("Ferronoux") has established a designated website in order to facilitate the registration of and voting *in absentia* and the participation by remote communication by the stockholders at the ASM to be held virtually on **Monday, November 14, 2022, at 2:00 p.m.**, as allowed under Sections 23 and 57 of the Revised Corporation Code.

Only stockholders of record as of the close of business on **October 25, 2022** (the record date) are entitled to notice and to vote at the meeting. Stockholders as of the record date (the "Stockholder/s) may register, vote *in absentia*, and participate via remote communication in accordance with the following procedures.

Participation Guidelines

A. General registration

Registration, authentication, and validation of participants and their shares shall be open beginning October 25, 2022 until November 4, 2022, 5 p.m. Participants may pre-register for the meeting by filling in the form found in this link: [<https://www.ferronouxholdings.com/asm2022>]. In case of problems with registration, or for any other comments, please email asm2022@ferronouxholdings.com.

Participants must have a valid email address, valid contact number, and a scanned copy or photo of a valid government ID (with photo or signature) to pre-register. Ferronoux reserves the right to require further documentation to ensure the identity and right to vote of the stockholder.

In particular, Stockholders shall be asked to provide the information and upload the documents listed below (the file size should be no larger than 5MB):

- A. For individual Stockholders:
1. Email address
 2. First and Last Name
 3. Birthdate
 4. Address
 5. Mobile Number
 6. Phone Number
 7. Current photograph of the Stockholder, with the face fully visible
 8. Stock Certificate Number and number of shares held by the stockholder
 9. Valid government-issued ID
 10. For Stockholders with joint accounts: A scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account

- B. For corporate/organizational Stockholders:
1. Email address
 2. First and Last Name of stockholder
 3. Address
 4. Mobile Number
 5. Phone Number
 6. Stock certificate number and number of shares held by the stockholder
 7. Current photograph of the individual authorized to cast the vote for the account (the "Authorized Voter")
 8. Valid government-issued ID of the Authorized Voter
 9. A scanned copy of the Secretary's Certificate or other valid authorization in favor of the Authorized Voter

For stockholders under PCD participant/broker's account, a scanned copy of the broker certification on the stockholder's number of shareholdings shall be required in addition to the above.

Validation and authentication shall be conducted by Ferronoux and the stock and transfer agent against latest and updated documents on record. Once authenticated and validated, participants shall receive a confirmatory email from Ferronoux, with details on how to join the meeting.

B. Registration of proxy

FERRONOUX IS NOT ASKING FOR A PROXY AND STOCKHOLDERS ARE REQUESTED NOT TO SEND A PROXY.

However, stockholders may attend by proxy by accomplishing the proxy form (accessible at <https://www.ferronouxholdings.com/asm2022>) which must be submitted to the corporation's principal address at 6th Floor, Hanston Building, F. Ortigas Jr. Road, Ortigas, Pasig City, on or before November 4, 2022. Soft copies of the proxies must be emailed in advance to asm2022@ferronouxholdings.com on or before November 3, 2022. Hard copies must follow and be mailed to Ferronoux's address at 6th Floor, Hanston Building, F. Ortigas Jr. Road, Ortigas, Pasig City, and received by the office no later than November 4, 2022.

- A. Beneficial owners whose shares are lodged with the Philippine Depository and Trust Corp. (PDTC) or registered under the name of a broker, bank or other fiduciary allowed by law, must likewise submit, along with the proxy form:
- A notarized certification from the owner of record (i.e. the broker, bank or other fiduciary) that he is beneficial owner, indicating thereon the number of shares (soft copies and hard copies, sent in the same manner as the proxy form)
- B. Corporate shareholders shall likewise be required to submit, along with the proxy form:

- A notarized Secretary's Certificate attesting to the authority of its representative to attend and vote at the stockholder's meeting (soft copies and hard copies, sent in the same manner as the proxy form)

Proxies shall fulfill these requirements in addition to the requirements for general registration above.

C. Nomination

Nomination of directors shall close on October 14, 2022. Aside from sending their nominations to the Corporate Secretary, stockholders may also send in their Board nominations to asm2022@ferronouxholdings.com.

D. Voting

1. In absentia or through remote communication

Stockholders who will participate in the virtual meeting, and those in absentia, shall complete an online voting form found in this link or shall send a scanned copy of the downloadable voting form (accessible through this link: <https://www.ferronouxholdings.com/asm2022>).

Deadline for submission of voting forms shall be on November 4, 2022, 5.p.m.

2. Via proxy

Stockholders who shall vote via proxy shall send duly accomplished proxy forms as indicated above ("B. Registration of Proxy").

Deadline for submission of proxies shall be as set forth above ("B. Registration of Proxy").

E. Validation of Proxies

Validation of proxies shall be made on November 7, 1 p.m., at 6th Floor, Hanston Building, F. Ortigas Jr. Road, Ortigas, Pasig City, by Ferronoux and the stock and transfer agent, against latest and updated documents on record.

F. Tabulation of Votes

The Office of the Corporate Secretary shall tabulate all votes cast in absentia together with the votes cast by proxy, and an independent third party will validate the results.

G. Meeting proper

Registration, authentication, and validation of participants and their shares shall be open until November 2, 2022, 5 p.m. Stockholders who did not register or whose identities are not authenticated and validated cannot attend, participate, or vote in the ASM.

The agenda of the meeting is accessible via the Notice of Annual Meeting in the website (see link: <https://www.ferronouxholdings.com/asm2022>), and shall be duly published in accordance with regulatory requirements.

The tabulated votes validly casted by stockholders in accordance with the foregoing procedures will be presented during the ASM. The total number of votes shall be reflected in the minutes.

Stockholders may attend the meeting on November 14, 2022 at 2:00 p.m. via the live streaming link sent to the email address indicated by the Stockholder on the registration form. The livestream shall be broadcast to registered participants via Zoom, which may be accessed on the Zoom application.

For purposes of quorum, only the following Stockholders shall be counted as present:

- A. Stockholders who have registered on the website for voting in absentia by November 4, 2022;
- B. Stockholders who have sent their proxies via e-mail to asm2022@ferronouxholdings.com on or before November 3, 2022 with corresponding hard copy furnished to Ferronoux no later than November 4, 2022.

Stockholders may access other pertinent documents via the website (<https://www.ferronouxholdings.com/asm2022>). Stockholders are regularly advised to visit the webpage for updates.

- Notice to PSE and SEC of 2022 Annual Meeting
- Annual Report for 2022 (SEC 17-A Form)
- Quarterly Reports for 2022 (17-Q)
- Proxy form
- Voting form
- Definitive Information Statement (shall be uploaded once available)
- Publication notices ((shall be uploaded once available)

Stockholders cannot record the meeting. However, a request for the recording of the ASM may be made to asm2022@ferronouxholdings.com. Stockholders who register and vote on the website for voting *in absentia* are hereby deemed to have given their consent to the collection, use, storing, disclosure, transfer, sharing and general processing of their personal data by Ferronoux and by any other relevant third party for the purpose of electronic voting *in absentia* for the ASM and for all other purposes for which the Stockholder can cast his/her/its vote as a stockholder of the Ferronoux.

For any other questions, kindly email asm2022@ferronouxholdings.com. Questions about the agenda may be sent to asm2022@ferronouxholdings.com on or before 12:30 p.m. of November 14, 2022. Questions or comments received on or before the foregoing date may be responded to during the ASM. Any questions not answered during the meeting shall be answered via email.

Appendix 2

STOCK TRANSFER AGENT REPORT ON THE LIST OF ALL STOCKHOLDERS AS OF SEPTEMBER 30, 2022



TRUST BANKING GROUP
Fiduciary Services Division

3F Trust Banking Group
PNB Financial Center Pres. D. Macapagal Boulevard
Pasay City, Philippines
Trunk Lines: (632) 8891-6040 to 70 local 4575
Direct Line: (632) 8573-4575
Fax: (632) 8526-3379

October 03, 2022

FERRONOUX HOLDINGS, INC.

c/o ISOC HOLDINGS, INC.

6/F Hanston Bldg., F. Ortigas Jr. Road,
Ortigas Center, Pasig City

Attention : **MR. MICHAEL C. COSIQUIEN**
President

Subject : **REPORT ON THE LIST OF TOP 100 STOCKHOLDERS**

Gentlemen:

As Transfer Agent for Ferronoux Holdings, Inc. we submit herewith the report on the list of top 100 stockholders as of September 30, 2022, as follows:

Count	Holder No.	Name	Nationality	No. of Shares	Percentage
1		PCD NOMINEE CORP. (FILIPINO)		261,579,518	99.9066227702
2		PCD NOMINEE CORP. (NON-FIL)		183,611	0.0701276425
3		JOSELYN C. TIU		18,747	0.0071601533
4		MARJORIE VILLANUEVA		18,747	0.0071601533
5		LEILA E. JORGE		10,001	0.0038197415
6		FELISA D. KING		8,747	0.0033407938
7		MATHEW JOHN G. ALMOGINO		1,000	0.0003819360
8		REMEGIO C. DAYANDAYAN		1,000	0.0003819360
9		RAMON N. SANTOS		1,000	0.0003819360
10		JESUS SAN LUIS VALENCIA		1,000	0.0003819360
11		ISIDRO C. ALCANTARA JR		100	0.0000381936
12		MANUEL M. LAZARO		100	0.0000381936
13		GE LIN		100	0.0000381936
14		HERMOGENE H. REAL		100	0.0000381936
15		ARSENIO K. SEBIAL JR		100	0.0000381936
16		ANTHONY M. TE		100	0.0000381936
17		OWEN NATHANIEL S AUITF: LI MARCUS AU		20	0.0000076387
18		PETER KHO		2	0.0000007639
19		DALESON UY		2	0.0000007639
20		JESUS G. CHUA, JR.		1	0.0000003819
21		IRVING C. COSIQUIEN		1	0.0000003819
22		MICHAEL C. COSIQUIEN		1	0.0000003819
23		YERIK C. COSIQUIEN		1	0.0000003819
24		ALFRED S. JACINTO		1	0.0000003819
25		ERWIN TERRELL Y. SY		1	0.0000003819
26		MICHELLE JOAN G. TAN		1	0.0000003819
		Total		261,824,002	100.0000000000



TRUST BANKING GROUP
Fiduciary Services Division

3F Trust Banking Group
PNB Financial Center Pres. D. Macapagal Boulevard
Pasay City, Philippines

Trunk Lines: (632) 8891-6040 to 70 local 4575
Direct Line: (632) 8573-4575
Fax: (632) 8526-3379

Very truly yours,
Philippine National Bank
Acting Through Its Trust Banking Group
As Transfer Agent
By:

A handwritten signature in black ink, appearing to read "MVM", is positioned above the name of the signatory.

MARIA VICTORIA C. MENDOZA
Senior Assistant Vice President

A handwritten signature in black ink, appearing to read "Audemard", is positioned above the name of the signatory.

EMYLYN P. AUDEMARD
Manager

Appendix 3

CERTIFICATION OF INDEPENDENT DIRECTOR (Atty. Mathew John G. Almogino)

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **MATHEW- JOHN GONONG ALMOGINO**, Filipino, of legal age and with business and postal address at Nippon Express Philippines Corporation, Lot 85 A & B Avocado Road, Food Terminal Inc. Complex, East Service Road, Taguig City, after having been duly sworn to in accordance with the law hereby declare that:

1. I am a nominee for independent director of Ferronoux Holdings, Inc. (formerly, "AG Finance, Incorporated") (the "Company") and have been its independent director since December 11, 2017.
2. I am affiliated with the following companies and organizations (including Government- Owned and Controlled Corporations):

Company Organization	Position/Relationship	Period of Service
Realship Corporation	Director/ Corporate Secretary	May 2015 to Present
Nippon Express Philippines Corporation	General Counsel and Manager for Administration and Legal Services	September 2012 to Present
Ocampo and Manalo Law Firm	Senior Associate	October 2006 to August 2012

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. Other than as disclosed in Item 2 above, I am not related to any director/ officer / substantial shareholder of the Company and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities and Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances.
7. I shall inform the Corporate Secretary of the Company of any changes in the abovementioned information within five days from its occurrence.

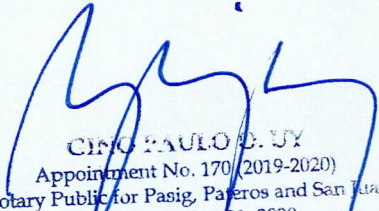
Done, this _____ day of October 5, 2022, at PASIG CITY.


MATHEW-JOHN GONONG ALMOGINO

Affiant

Subscribed and sworn to before me this day of OCT 05 2022 at
PASIG CITY affiant personally appeared before me and exhibited to me his
Tax Identification No. 109-255-999.

Doc No. 794;
Page No. 20;
Book No. VI;
Series of 2022.


CIRIO PAULO B. UY
Appointment No. 170 (2019-2020)
Notary Public for Pasig, Pateros and San Juan
Until December 31, 2020
(Extended until December 31, 2022 SC En Banc F.M No. 3795)
Attorney's Roll No. 51567
33rd Floor, The Orient Square
F. Ortigas Jr. Road, Ortigas Center, Pasig City
PTR Receipt No. 8131813; 01.05.22; Pasig City
IBP Receipt No. 171897; 01.04.22; RSM
MCLB Exemption No. VI-BEP004588; 04.15.25

REPUBLIC OF THE PHILIPPINES)
PASIG CITY, METRO MANILA) S.S.

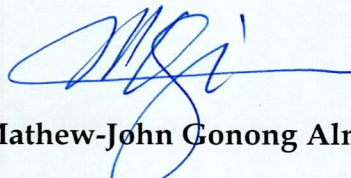
CERTIFICATION

I, **Mathew-John Gonong Almogino**, Filipino, of legal age, with office address Nippon Express Philippines Corporation, Lot 85 A & B Avocado Road, Food Terminal Inc. Complex, East Service Road, Taguig City, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Lead Director of **FERRONOUX HOLDINGS, INC. (formerly, AG FINANCE, INC.)** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address at at 6th Floor, Hanston Building, F. Ortigas Jr. Road, Ortigas Center, Pasig City.

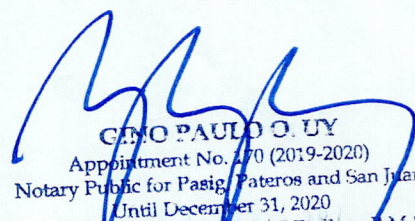
2. I hereby certify that I am not appointed or employed in any government agency.

IN WITNESS WHEREOF, I have hereunto set my hand this day of OCT 05 2022
at PASIG CITY, Metro Manila Philippines.


Mathew-John Gonong Almogino

SUBSCRIBED AND SWORN to before me this day of OCT 05 2022, affiant exhibited to me his Tax Identification No. 109-255-999-000.

Doc No.: 295;
Page No.: 20;
Book No.: 111;
Series of 2022.


GEN PAULO C. UY
Appointment No. 170 (2019-2020)
Notary Public for Pasig, Pateros and San Juan
Until December 31, 2020
(Extended until December 31, 2022 SC En/Banc B.M No. 3795)
Attorney's Roll No. 51567
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PTR Receipt No. 8131813; 01.05.22; Pasig City
IBP Receipt No. 171897; 01.04.22; RSM
MCLE Exemption No. VII-BEP004588; 04.15.25

Appendix 4

CERTIFICATION OF INDEPENDENT DIRECTOR (Atty. Alfred S. Jacinto)

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ALFRED S. JACINTO**, Filipino, of legal age and a resident of 118 Tordesillas St., Salcedo Village, Makati City, after having been duly sworn to in accordance with the law do hereby declare that:

1. I am a nominee for independent director of Ferronoux Holdings, Inc. (formerly, "AG Finance, Incorporated") (the "Company") and have been its independent director since January 10, 2018.
2. I am affiliated with the following companies or organizations (including Government- Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
CHAMP CARGOSYSTEM PHILIPPINES, INC.	Director Corporate Secretary	2009 to present
SENSEI CONSULTANCY SERVICES, INC.	Director & President	2013 to present
JR BOBADILLA RESOURCES, INC.	Independent Director	2010 to present
FERRONUX HOLDINGS, INC.	Independent Director	2018 to present
EURONET TECHNOLOGY SERVICES, INC.	Independent Director	March 2022 to present
ISOC Cold Chain Logistics, Inc. doing business under the name and style of "ORCA Cold Chain Solutions	Independent Director	June 2022 to present
SANTEC PLANT CONTROLS INC.	Corporate Secretary	2011 to present
FORTISIMO INC.	Corporate Secretary	2016 to present
TEAM PIA, INC.	Corporate Secretary	2015 to present
MAXICollector VENTURES INC.	Corporate Secretary	2005 to present
MAXIGROUP INC.	Corporate Secretary	2016 to present
SAINT MERCED PRODUCTIONS, INC. Doing business under the name/s and style's of REIN ENTERTAINMENT PRODUCTIONS	Corporate Secretary	2018 to present
GABRIEL'S SYMPHONY FOUNDATION, INC.	Corporate Secretary	2021 to present

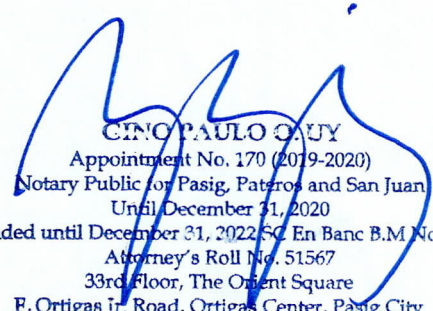
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of AG Finance, Inc., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director / officer / substantial shareholder of the Company and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities and Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the corporate Secretary of the Company of any changes in the abovementioned information within five days from its occurrence.

Done this _____ day of OCT 05 2022, at PASIG CITY.


ALFRED S. JACINTO
Affiant

Subscribed and sworn to before me this _____ day of OCT 05 2022 at PASIG CITY,
affiant exhibited to me his Tax Identification No. 165-833-350.

Doc No. 392;
Page No. 80;
Book No. VI;
Series of 2022.


CINO PAULO QUIVY
Appointment No. 170 (2019-2020)
Notary Public for Pasig, Patros and San Juan
Until December 31, 2020
(Extended until December 31, 2022 SC En Banc B.M. No. 3795)
Attorney's Roll No. 51567
33rd Floor, The Orient Square
F. Ortigas Jr. Road, Ortigas Center, Pasig City
PTR Receipt No. 8131813; 01.05.22; Pasig City
IBP Receipt No. 171897; 01.04.22; RSM
MCLE Exemption No. VII-BEP004588; 04.15.25

REPUBLIC OF THE PHILIPPINES)
) S.S.

CERTIFICATION

I, **Alfred S. Jacinto**, Filipino, of legal age, and a resident of 118 Tordesillas St., Salcedo Village, Makati City, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Independent Director of **FERRONOUX HOLDINGS, INC. (formerly, AG FINANCE, INC.)** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address 6th Floor, Hanston Building, F. Ortigas Jr. Road, Ortigas Center, Pasig City.

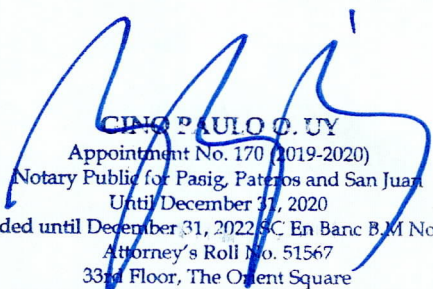
2. I hereby certify that I am not appointed or employed in any government agency.

IN WITNESS WHEREOF, I have hereunto set my hand this day of OCT 05 2022 at PASIG CITY, Metro Manila Philippines.


Alfred S. Jacinto

SUBSCRIBED AND SWORN to before me this day of OCT 05 2022 at PASIG CITY, affiant exhibited to me his Tax Identification No. 165-833-350.

Doc No.: 793;
Page No.: 80;
Book No.: UL;
Series of 2022.


CINO PAULO C. UY
Appointment No. 170 (2019-2020)
Notary Public for Pasig, Patagos and San Juan
Until December 31, 2020
(Extended until December 31, 2022 SC En Banc B.M. No. 3795)
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