

FERRONOUX HOLDINGS, INC.
ANNUAL STOCKHOLDERS MEETING (ASM) 2023
REQUIREMENTS AND PROCEDURE FOR VOTING *IN ABSENTIA* AND
PARTICIPATION VIA REMOTE COMMUNICATION

Cognizant of the COVID-19 pandemic and the need to avoid mass gatherings to contribute to the efforts of the Philippine government in curbing the further 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 Tuesday, October 20, 2023, at 1:00 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 **September 28, 2023** (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 September 14, 2023 until October 10, 2023, 5 p.m. Participants may pre-register for the meeting by filling in the form found in this link: [\[https://www.ferronouxholdings.com/asm2023\]](https://www.ferronouxholdings.com/asm2023). In case of problems with registration, or for any other comments, please email asm2023@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/asm2023>) 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 October 10, 2023. Soft copies of the proxies must be emailed in advance to asm2023@ferronouxholdings.com on or before October 6, 2023. 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 October 10, 2023.

- 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 September 22, 2023. Aside from sending their nominations to the Corporate Secretary, stockholders may also send in their Board nominations to asm2023@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/asm2023>).

Deadline for submission of voting forms shall be on October 10, 2023, 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 October 11, 2023, 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 October 10, 2023, 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/asm2023>), 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 October 20, 2023 at 1:00 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 October 10, 2023;
- B. Stockholders who have sent their proxies via e-mail to asm2023@ferronouxholdings.com on or before October 6, 2023 with corresponding hard copy furnished to Ferronoux no later than October 10, 2023.

Stockholders may access other pertinent documents via the website (<https://www.ferronouxholdings.com/asm2023>). Stockholders are regularly advised to visit the webpage for updates.

- Notice to PSE and SEC of the Annual Meeting
- Annual Report for 2022 (SEC 17-A Form)
- Quarterly Reports for 2020 (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 asm2023@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 asm2023@ferronouxholdings.com. Questions about the agenda may be sent to asm2023@ferronouxholdings.com on or before 12:30 p.m of October 19, 2023. 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.