

ITALPINAS DEVELOPMENT CORPORATION
ANNUAL STOCKHOLDERS' MEETING
January 22, 2021 at 3:00 PM (Manila Time)

Guidelines for Participating via Remote Communication and Voting in Absentia

The Annual Stockholders' Meeting (ASM) of **ITALPINAS DEVELOPMENT CORPORATION** ("IDC" or the "Company") is scheduled on **January 22, 2021 at 3:00 PM (Manila Time)**. The record date for determination of stockholders entitled receive notice for, to attend, and to vote at such meeting and any adjournment thereof shall be the end of trading hours of the Philippine Stock Exchange on October 15, 2020.

In light of the ongoing community quarantine imposed in several areas of the country and in consideration of health and safety concerns of everyone involved, IDC shall allow attendance, participation and voting by stockholders via remote communication or in absentia pursuant to Sections 49 of the Revised Corporation Code of the Philippines and SEC Memorandum Circular No. 6-2020.

Step 1. Pre- ASM Registration/Validation/Voting Procedures

Stockholder must pre-register online through [<https://idc-reg.verovoting.com.au/>] to participate in the ASM via remote communication or to exercise their right to vote in absentia or vote by proxy. They may also vote by proxy by sending the documentary requirements with transmittal letter addressed to the Office of the Corporate Secretary, at 8th Floor, Chatham House Bldg., Valero corner Rufino Sts., Salcedo Village, Makati City VIA COURIER/PERSONAL DELIVERY OR scanned copies of these documents by January 5, 2021 to corporatesecretary@italpinas.com with return-receipt.

Pre-registration at [<https://idc-reg.verovoting.com.au/>] by uploading all the documentary requirements should be made no later than January 5, 2021.

Meanwhile, the following complete/accurate documentary requirements with transmittal letter **MUST BE SENT TO AND RECEIVED** by the Office of the Corporate Secretary no later than January 8, 2021 for those that opt to vote by Proxy on manually filled ballot:

- For Certificated Individual Stockholders

1. A clear copy of the stockholder's valid government-issued ID (such as passport, driver's license, or unified multipurpose ID) showing photo, signature and personal details, preferably with residential address
2. Stock certificate number/s
3. A valid and active e-mail address and contact number of stockholder

4. If appointing a proxy, duly accomplished and signed proxy indicating the votes on the agenda items. Proxy form can be downloaded from IDC'S' website www.italpinas.com and at [<https://italpinas.com/annual-stockholders-meeting-2020-portal/>]

If sending via email, attachment/s should be clear copies in JPG or PDF format, with each file size no larger than 2MB.

- For Certificated Multiple Stockholders or Joint owners

1. A clear copy of the ALL stockholders' valid government-issued IDs (such as passport, driver's license, or unified multipurpose ID) showing photo, signature personal details and contact number, preferably with residential address

2. Stock certificate number/s

3. A valid and active email-address and contact number of authorized representative

4. Proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the name of multiple stockholders (need not be notarized)

5. If appointing a proxy, duly accomplished and signed proxy indicating the votes on the agenda items. Proxy form can be downloaded from IDC'S' website www.italpinas.com and at [<https://italpinas.com/annual-stockholders-meeting-2020-portal/>]

If sending via email, attachment/s should be clear copies in JPG or PDF format, with each file size no larger than 2MB.

- For Certificated Corporate/Partnership Stockholders

1. Secretary's Certification of Board resolution attesting to the authority of representative to participate by remote communication for, and on behalf of the Corporation/Partnership

2. Stock certificate number/s

3. A clear copy of the valid government-issued ID (such as passport, driver's license, or unified multipurpose ID) of stockholder's authorized representative showing photo, signature and personal details, preferably with residential address

4. A valid and active email-address and contact number of authorized representative for verification

5. If appointing a proxy, duly accomplished and signed proxy indicating the votes on the agenda items. Proxy form can be downloaded from IDC'S' website www.italpinas.com at [<https://italpinas.com/annual-stockholders-meeting-2020-portal/>]

If sending via email, attachment/s should be clear copies in JPG or PDF format, with each file size no larger than 2MB.

- For Stockholders with Shares under PCD Participant/Broker Account

1. Certification from broker as to the number of shares owned by stockholder with contact details of PCD Participant/Broker for verification. Please note that should IDC be unable to verify the shares of a shareholder because the PCD Participant/Broker is inaccessible, this may result to failure of registration of concerned shareholder.

2. A clear copy of the stockholder's valid government-issued ID (such as passport, driver's license, or unified multipurpose ID) showing photo, signature and personal details, preferably with residential address

3. A valid and active email-address and contact number of stockholder or proxy

4. If appointing a proxy, duly accomplished and signed proxy indicating the votes on the agenda items. Proxy form can be downloaded from IDC'S' website www.italpinas.com and at [<https://italpinas.com/annual-stockholders-meeting-2020-portal/>]

If sending via email, attachment/s should be clear copies in JPG or PDF format, with each file size no larger than 2MB.

Stockholders will receive an e-mail reply from IDC'S' Office of the Corporate Secretary as soon as practicable. The Office of the Corporate Secretary's email reply will either confirm successful registration and provide the link/meeting details to IDCS' 2020 ASM OR require submission of deficient documents. If you have not received any email reply, please call tel. nos. (632) 8844 3871/ (632) 88443819/ (632) 844 3935 c/o Pacis & Reyes Attorneys

Important Reminders:

- Please refrain from sending duplicate and inconsistent information/documents as this can result in failed registration.

- All documents/information shall be subject to verification and validation by the Company.

- Each successful registration will be counted to determine quorum. However, should a successful registrant fail to cast his/her vote, the Chairman of the meeting shall be automatically appointed/designated as proxy to cast the vote of said registrant.

Step 2: Voting in Absentia Procedure

Stockholders who have successfully registered shall be notified via email from the Office of the Corporate Secretary of their validated registration for the ASM. Registered stockholders can then cast their votes for specific items in the agenda by voting online at [<https://idc-voting.verovoting.com.au/>] with their log-in credentials.

1. Validated registered shareholders can vote online on each agenda item on the ballot print-out. A brief description of each item for stockholders' approval can be found in the Information Statement

1.1 A stockholder has the option to vote “Yes”, “No”, or “Abstain” on each agenda item for approval except for the election of directors where every stockholder will be entitled to cumulate his votes.

2. Once the stockholder has finalized his vote, he can proceed to submit his ballot online no later than January 8, 2021 at 12 midnight (Manila time), the closing date of voting.

Step 3: Virtual ASM

The ASM will be broadcasted live and stockholders who have successfully registered can participate via remote communication. Details of the meeting will be sent to stockholders in the emails provided by IDC. Instructions on how to access the broadcast will also be posted at with this link [<https://italipinas.verovoting.com.au/>]

Video recordings of the ASM will be adequately maintained by the Company and will be made available to participating stockholders upon request. Stockholders may access the recorded webcast of the ASM by sending an email request addressed to admin@italpinas.com

Open Forum

During the virtual meeting, the Company will have an Open Forum, during which, the meeting’s moderator will read and where representatives of the Company shall endeavor to answer as many of the questions and comments received from stockholders as time will allow.

Stockholders may send their questions in advance by sending an email bearing the subject “IDC ASM 2020 Open Forum” to investors@italpinas.com or through online [<https://idc-voting.verovoting.com.au/>].

Questions/comments received but not entertained during the Open Forum due to time constraints will be addressed separately by IDC through the stockholders’ email addresses.

For any clarifications, please contact

ITALPINAS DEVELOPMENT CORPORATION
Unit 28C BPI Philamlife Building, 6811 Ayala Ave., Makati, 1226 Metro Manila
tel. nos. (632) 8893 0328

For other ASM-related queries, stockholders may contact investors@italpinas.com