



August 11, 2021

NOTICE OF ANNUAL STOCK HOLDERS' MEETING

To Our Shareholders:

Please be notified that the venue of Annual Stockholders' Meeting ("ASM") of PRYCE CORPORATION shall be the **Rigodon Ballroom, The Peninsula Manila, corner of Ayala and Makati Avenues**. The meeting shall be held in person, and not via remote communication, on Friday, **September 17, 2021**, at 4:00 p.m. to take up the agenda, to wit:

AGENDA

1. Call to Order and Determination of Quorum
2. Approval of Minutes of Previous Meeting
3. President's Report
4. Approval of Annual Report and Audited Financial Statements
5. Ratification of Acts of the Board of Directors and Management
6. Election of Board of Directors
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

Only shareholders of record as of August 31, 2021 shall be entitled to attend, participate, and vote in this meeting.

The Corporation is NOT SOLICITING ANY PROXIES. However, those who cannot physically attend and wish to send a representative/proxy, please send

REPUBLIC OF THE PHILIPPINES)
City of Makati) SS.

SECRETARY'S CERTIFICATE

I, **VALENTINA S. PALMA**, of legal age, Filipino and Asst. Corporate Secretary of **PRYCE CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of Philippine laws with principal office address at 17TH Floor, Pryce Center, 1179 Chino Roces Avenue corner Bagtikan Street, Makati City, do hereby certify that:

At the Special Meeting of the Board of Directors held on August 10, 2021, the following resolutions, among others, were unanimously adopted and approved, and shall remain in full force and effect, to wit:

"RESOLVED, as it is hereby resolved, that the regular Annual Stockholders' Meeting of the Corporation shall be held in person, and not via remote communication, on September 17, 2021 at 4PM at the Rigodon Ballroom, The Peninsula Manila, corner of Ayala and Makati Avenues."

"RESOLVED FURTHER, that the agenda for the aforesaid meeting are as follows:

1. Call to Order and Determination of Quorum
2. Approval of Minutes of Previous Meeting
3. President's Report
4. Approval of Annual Report and Audited Financial Statements
5. Ratification of Acts of the Board of Directors and Management
6. Election of Board of Directors
7. Appointment of External Auditor
8. Other Matters
9. Adjournment"

“RESOLVED FURTHER, that the stockholders of record as of August 31, 2021, who are physically present, are entitled to attend, participate and vote at such meeting.”


The above resolutions and appointment or authorization are in full force and effect unless subsequently modified or rescinded in writing.

IN WITNESS WHEREOF, I have hereunto affixed my signature this
AUG 11 2021 at Makati City.


VALENTINA S. PALMA
Asst. Corporate Secretary

SUBSCRIBED AND SWORN to before me this AUG 11 2021 at Makati City, affiant having exhibited to me her UMID ID No. CNR-0003-5820992-2.

Doc. No. 149;
Page No. 30;
Book No. N;
Series of 2021.


ATTY. GIENAH M. SORIANO
Notary Public / Makati City / Until December 31, 2021
Appointment No. M-396
PTR No. 8533006 / Jan. 04, 2021 / Makati City
IBP No. 150673 / Jan. 12, 2021 / PPLM
Roll of Attorney's No. 74408
MCLE Exempt
(Admitted to the Bar on July 10, 2020)
17th Floor, Pryce Center
1179 Chino Roces Avenue, Makati City
8899-9407 / 8899-4401



PRYCE CORPORATION

website: www.pryce.com.ph

proxy letter to the Corporate Secretary on or before **September 7, 2021** at the above-indicated address for recording and verification.

The requirements and procedure for the nomination and election of the Board of Directors are stated in the Information Statement.¹

Shareholders are put on notice that electronic copies of the Information Statement, Management Report, SEC Form 17A, Audited Financial Statements and other pertinent documents are available at the Company's Website (www.pryce.com.ph) and PSE's Edge Portal (<https://edge.pse.com.ph>).

VALENTINA S. PALMA

Asst. Corporate Secretary

valentina.palma@prycegases.com

(02) 8 899-4401

¹ In the election of Directors, voting shall be cumulative. Thus, a stockholder, in person or by proxy, may vote such number of shares for as many persons as there are directors to be elected or he may accumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by a stockholder shall not exceed the total number of shares owned by him multiplied by the whole number of directors to be elected. The top seven (7) nominees with the most number of votes will be elected as directors. If the number of nominees does not exceed the number of directors to be elected, all the votes shall be cast in favor of the nominees.

Shares are traditionally voted by verbal motion and duly seconded during the meeting, unless otherwise required by law. A matter is approved when there is no objection or any such objections are otherwise overcome by the required affirmative vote. The Corporate Secretary is normally designated to count the votes to be cast.