

**GUIDELINES AND PROCEDURES FOR PARTICIPATING VIA REMOTE
COMMUNICATION AND VOTING *IN ABSENTIA* AT THE 2020 ANNUAL
STOCKHOLDERS' MEETING
OF
PHILIPPINE INFRADEV HOLDINGS INC.**

As a precautionary and safety measure in view of the Corona Virus Disease 2019 (COVID-19) pandemic, Philippine Infradev Holdings Inc. (the "Company") will be conducting its Annual Stockholders' Meeting ("ASM") on November 10, 2020 at 2:00 PM, by way of a virtual meeting through remote communication or *in absentia*.

Only Stockholders of record as of September 30, 2020 who have successfully registered for the meeting shall be able to participate and vote in the 2020 ASM.

I. Registration and Participation/Attendance Procedure:

1. Stockholders who intend to participate in the virtual ASM may register at <https://agm.conveneagm.com/infradevasm2020> with the following requirements for registration:
 - a. *For individual stockholders holding stock certificates in their names:*
 - i. Scanned copy of any valid government-issued ID;
 - ii. Active contact number, either landline or mobile;
 - iii. Proxy Form, if any.
 - b. *For corporate stockholders holding stock certificates in the name of the corporation:*
 - i. Secretary's Certificate attesting to the authority of the representative to participate and / or vote in the 2020 ASM;
 - ii. Documents required under items 1.a (i), (ii) and (iii) for the authorized representative.
 - c. *For stockholders with joint accounts:*
 - i. Scanned copy of authorization letter signed by other stockholders indicating the person among them authorized to participate and/or vote in the 2020 ASM;
 - ii. Documents required under items 1.a (i), (ii) and (iii) for the authorized stockholder;
 - d. *For stockholders under PCD Participant / Brokers Account or "Scripless Shares":*
 - i. Coordinate with the broker and request for the full account name and reference number or account number;
 - ii. Documents required under items 1.a (i), (ii) and (iii).

2. Upon successful registration at <https://agm.conveneagm.com/infradevasm2020> and validation of the documents, the stockholder will receive an email confirmation and a unique link which can be used to log in and view the 2020 ASM.
3. Only those stockholders who have registered following the procedure above, and stockholders who have voted by providing their executed Proxy Form shall be included for purposes of determining the existence of a quorum.
4. For purposes of voting during the 2020 ASM, please see section on Voting Procedure below.
5. For the Question and Answer portion during the 2020 ASM, stockholders may send their questions related to the agenda at <https://agm.conveneagm.com/infradevasm2020>. Due to limitations on technology and time, not all questions may be responded to during the 2020 ASM but the Company will endeavor to respond to all the questions through email.
6. In compliance with SEC requirements, the proceedings during the 2020 ASM will be recorded.
7. Stockholders intending to participate by remote communication in the 2020 ASM are required to register not later than 5:00 p.m. of October 30, 2020.
8. In compliance with the SEC Notice dated April 2020, the Definitive Information Statement, the Management Report, SEC Form 17A and other pertinent documents may be accessed through the Company's website at <https://www.infra.com.ph/news/2020-annual-stockholders-meeting-november-10-2020/>.

II. Voting Procedure:

Stockholders may vote during the 2020 ASM either (1) by Proxy or (2) by voting *in absentia* through our Online Stockholder Voting System.

1. Voting by Proxy:
 - a. Stockholder may download the Proxy Form at the Company's website at <https://www.infra.com.ph/news/2020-annual-stockholders-meeting-november-10-2020/> or at <https://agm.conveneagm.com/infradevasm2020> and accomplish and sign the same. The Company's Chairman or President or your designated proxy is authorized to cast the votes pursuant to your instructions in the Proxy Form.
 - b. Send a scanned copy of the executed Proxy Form by email to admin@infra.com.ph
 - c. The scanned copy of the executed Proxy Form should be emailed to the above email address not later than October 30, 2020.
 - d. The original copy of the signed Proxy Form should subsequently be delivered to:

The Corporate Secretary,
Philippine Infradev Holdings Inc.
35/F Rufino Pacific Tower
6784 Ayala Avenue
Makati City 1223

2. Voting *in absentia* through the Online Stockholder Voting System:
 - a. Follow the Registration and Participation/Attendance Procedure set forth in Item I above.
 - b. Stockholders may vote in absentia through the Online Stockholder Voting System not later than 5:00 p.m. of November 8, 2020.
 - c. Upon validation, the Company will send an email to the stockholder containing the link for the Online Stockholder Voting System and the instructions for casting votes in the Online Stockholder Voting System. Registered stockholders shall have until 5:00 p.m. of November 8, 2020 to cast their votes.
 - d. All agenda items indicated in the Notice of Meeting will be included in the Online Stockholder Voting System and the registered stockholder may vote as follows:
 - i. For items other than election of the Directors, the stockholder may vote: "For", "Against", or "Abstain". The vote shall be considered as cast for all the stockholder's shares.
 - ii. For the election of Directors, the stockholder may vote for all the nominees, not vote for any of the nominees, or vote for some of the nominees only, in such number of shares as the stockholder may see fit, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of Directors to be elected.
 - e. Once voting is completed in the Online Stockholder Voting System, the stockholder shall proceed to click on the "Submit" button which shall complete the process. Once submitted, the stockholder may no longer change the votes cast. The votes cast *in absentia* will have equal effect as votes cast by proxy.

For any questions or clarification, you may contact us through:

- Email at admin@infra.com.ph; or
- Telephone number at +632 82838459
- For your shareholdings, our stock transfer agent, Stock Transfer Service, Inc. (STSI), through telephone number +632 84033798.