



FILIPINO FUND, INC.

**NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

**OF**

**FILIPINO FUND, INC.**

Please take notice that the 2023 Annual Stockholders' Meeting ("ASM") of Filipino Fund, Inc. (the "Company"), will be held on May 9, 2023 (Tuesday) at 9:00 in the morning via remote communication under the platform of Zoom Video Communications.

The Agenda for the Virtual ASM shall be as follows:

1. Calling of meeting to order
2. Certification of notice
3. Determination and declaration of quorum
4. Approval of the minutes of the Annual Stockholders' Meeting held on May 10, 2022
5. Presentation and approval of the Annual Report and Audited Financial Statements for the year ended December 31, 2022
6. Approval and confirmation of all acts, proceedings and resolutions of the Board of Directors, Officers, Committees, and the Fund Manager during the past year
7. Appointment of External Auditor for calendar year 2023
8. Election of the Board of Directors
9. Approval of the 1-year term extension of the Independent Directors, Bernardo M. Villegas and John G. Tan
10. Other Matters
11. Adjournment

The Minutes of the 2022 ASM is available for examination on the website of the Company at <https://www.filipinofund.com.ph>.

The record date shall be on April 11, 2023 for the purpose of determining the list of stockholders of the Company who are entitled to vote at the 2023 ASM.

The Company will allow attendance only by remote communication and voting *in absentia*, subject to validation procedures.

Stockholders who will participate in the ASM by remote communication should pre-register at <https://www.filipinofund.com.ph/news/registration> on or before May 5, 2023. Successful registrants will receive an email invitation with a complete guide on how to join the ASM and how to cast votes *in absentia*. For any registration concerns, please contact [corporatesecretary@filipinofund.com.ph](mailto:corporatesecretary@filipinofund.com.ph). Please refer to the Definitive Information Statement on the guidelines on attendance by remote communication and voting *in absentia* which is posted on the website of the Company at <https://www.filipinofund.com.ph>. Only stockholders who have successfully registered within the prescribed period, together with the stockholders who voted *in absentia* and by proxy, will be included in the determination of quorum.

Proxies, in the form provided by the Company, must be scanned and emailed to the Company's Corporate Secretary at [corporatesecretary@filipinofund.com.ph](mailto:corporatesecretary@filipinofund.com.ph) not later than April 28, 2023. The proxies shall be validated on May 3, 2023. The Corporate Secretary's decision shall be final and binding on the stockholders, and those not settled during the proxy validation shall be deemed waived and may no longer be raised.

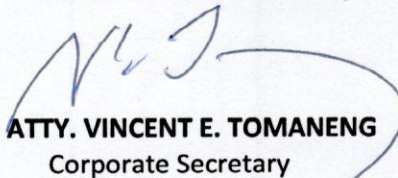
Stockholders may send their questions about the ASM and the Company to its Fund Manager at [mgmanuel@abcapital.com.ph](mailto:mgmanuel@abcapital.com.ph) and/or [corporatesecretary@filipinofund.com.ph](mailto:corporatesecretary@filipinofund.com.ph).

Pursuant to SEC Notice dated March 13, 2023, the Stockholders may examine the Definitive Information Statement, Management Report, and SEC Form 17A on the Company's website and through the PSE Edge Portal.

There will be an audio and video recording of the ASM. All votes cast shall be validated by the Stock and Transfer Agent, Stock Transfer Service, Inc.

Mandaue City, Cebu, Philippines, March 23, 2023.

For the Board of Directors,



**ATTY. VINCENT E. TOMANENG**  
Corporate Secretary

**PROXY**

The undersigned stockholder of Filipino Fund, Inc. (the "Company") hereby appoints \_\_\_\_\_ or in his absence, the Chairman of the meeting, as my proxy at the 2023 Annual Stockholders' Meeting ("ASM") of the Company, to be held via remote communication on May 9, 2023 (Tuesday) at 9:00 in the morning, for the purpose of acting on the following matters:

	<b>Proposal</b>	<b>Approve</b>	<b>Disapprove</b>	<b>Abstain</b>
I	Approval of the Minutes of the ASM held on May 10, 2022			
II	Approval of the Annual Report and the Audited Financial Statements for CY 2022			
III	Ratification of all acts, proceedings, and resolutions of the Board of Directors, Officers, Committees, and the Fund Manager since the last ASM up to the date of this meeting			
IV	Appointment of SGV & Co. as the External Auditor for CY 2023			

<b>V</b>	<b>Election of Directors</b>	<b>Number of Votes<sup>1</sup></b>
	1. Frank S. Gaisano	
	2. Margaret G. Ang	
	3. Bernardo M. Villegas	
	4. John G. Tan	
	5. Joaquin E. Quintos IV	
	6. Aljim C. Jamandre	
	7. Vincent E. Tomaneng	
VI	Approval of the 1-year term extension of Independent Directors Villegas and Tan	

\_\_\_\_\_  
Number of Shares Held

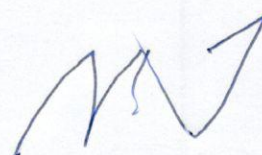
\_\_\_\_\_  
Signature of Stockholder/Authorized Signatory

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed name of Stockholder

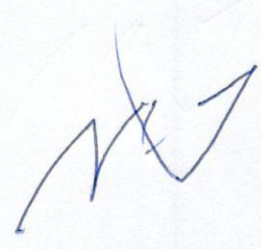
This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted for the election of all nominees and for the approval of all the matters stated above and for such matters as may properly come before the ASM in the manner described in the Definitive Information Statement and/or as recommended by Management or the Board of Directors.

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<sup>1</sup> Stockholders shall have the right to vote the number of shares of stock standing, on record date, in his own name on the stock and transfer book of the Company; and such stockholder may vote such number of shares for as many individuals as there are directors to be elected or he may cumulate 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 him shall not exceed the number of shares owned by him as shown in the books of the Company multiplied by the whole number of directors to be elected.

A handwritten signature in blue ink, consisting of several stylized, overlapping loops and lines, located in the bottom right corner of the page.