

**2020 ANNUAL STOCKHOLDERS' MEETING
OF
P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.
("ASM")**

RULES AND PROCEDURE IN

**PARTICIPATION IN THE ASM
BY REMOTE COMMUNICATION**

AND

ELECTRONIC VOTING IN ABSENTIA

1) Participation in the ASM by Remote Communications.

- a) Shareholders (SH) of record as of 07 May 2020 are entitled to attend and participate and vote in absentia during the ASM on 29 May 2020 provided, they:
 - i) Register electronically at <https://www.phoenixfuels.ph/annual-stockholders-meeting/>
 - ii) Have their shares authenticated and verified through the registration process and
 - iii) Proxies, if any and applicable, accompanied by their respective authorities (Special Power of Attorney or Secretary's Certificate) validated.
- b) Only SH who have registered and whose shares have been verified, proxies validated shall be counted in the determination of a quorum and other corporate actions.
- c) SH may send their questions, comments and/or remarks prior to or during the meeting to pnx.corpsec@phoenixfuels.ph or investors@phoenixfuels.ph. It is requested and encouraged that questions will be limited to the Annual Report, Financial Statements as of 31 December 2019 and the Definitive Information Statement sent to all stockholders of record as of 07 May 2020.
- d) Since there is only a limited technical capacity for shareholders, only a limited number of questions will be addressed directly during the ASM. However, the Company shall endeavor to answer the submitted questions or queries through the specified email provided by the SH.

- e) A link to the recorded webcast of the Meeting will be posted on the Company's website, www.phoenixfuels.ph after the Meeting. Stockholders shall have two weeks from posting to raise to the Company any issues, clarifications and concerns on the Meeting conducted

2) **Voting in Absentia**

- a) In view of the fact that the ASM will be conducted virtually, voting shall be cast through the following means:

- i) Electronic voting which will be provided through a link to all stockholders of record as of 07 May 2020 who are duly registered and shares have been authenticated and verified or their proxies, duly validated.
- ii) Through submission of votes/ballots; Forms are downloadable in the Company's website at <https://www.phoenixfuels.ph/annual-stockholders-meeting/>, subject to the conditions set herein paragraph 1 (a), to any of the following addresses:

(1) Office of the Corporate Secretary
Stella Hizon Reyes Rd., Bo. Pampanga
Lanang, Davao City 8000

(2) Office of the Corporate Secretary
17/F Udenna Tower
Rizal Drive corner 4th Avenue
Bonifacio Global City, Taguig City

- Or -

- iii) Submission of the votes/ballots, forms are downloadable in the Company's website at <https://www.phoenixfuels.ph/annual-stockholders-meeting/>, subject to the conditions set herein paragraph 1 (a) through email to pnx.corpsec@phoenixfuels.ph
- b) The registration, authentication and validation process shall be open starting May 19, 2020 and will close at 5:00PM on 28 May 2020. Thereafter, SH may no longer avail of the option to vote in absentia

- c) To register, authenticate and validate SH's shares or proxies, as the case may be, simply follow the steps in the registration process until completion. For further help and information, please send an email to pnx.corpsec@phoenixfuels.ph. The Company shall approve and confirm authentication and validation, as the case may, be through the SH email.
- d) Requirement for Registration:
- i) For Individual Stockholders with certificated shares:
 - (1) Government issued ID with photo and signature
 - (2) Recent photo with face fully visible. Must be JPEG, PNG, or PDF format (max 10 MB)
 - (3) Valid and active email address
 - (4) Valid and active contact number preferably mobile phone
 - ii) For Shareholders, individual or corporate, with or under Broker Accounts
 - (1) Authorization, duly notarized, from Broker **specifying the number of shares**, form is downloadable. However, other forms are acceptable provided that information on the number of shares is included as well as the name of the authorized representative is made evident in the authorization. A scanned copy is in PDF or JPEG format with file no larger than (10 MB)
 - (2) Government issued ID with photo and signature
 - (3) Recent photo with face fully visible. Must be JPEG, PNG, PDF (max 10 MB)
 - (4) Valid and active email address
 - (5) Valid and active contact number preferably mobile phone
 - iii) For Corporate Shareholders
 - (1) Secretary's Certificate, Board Resolution, forms downloadable at <https://www.phoenixfuels.ph/annual-stockholders-meeting/>, duly notarized, authorizing the registering SH to participate and vote in the ASM and specifying number of shares. However, other forms are acceptable provided that information on the number of shares is included as well as the name of the authorized representative is made evident in the authorization. A scanned copy is in PDF or JPEG format with file no larger than (10 MB)
 - (2) Government issued ID with photo and signature
 - (3) Recent photo with face fully visible. Must be JPEG, PNG, PDF (max 10 MB)
 - (4) Valid and active email address
 - (5) Valid and active contact number preferably mobile phone

(6) Valid and active email address of the corporation the registering SH is representing

Note: The Company reserves the right to reject processing of registration and deny access to ASM facilities for incomplete documents or for any discrepancy found in information provided. An email confirmation on the status of the SH's registration shall be sent to the registered email.

- e) Voting or Polls shall commence on 19 May 2020 subject to the conditions set in paragraph 1(a) and shall be closed at 12:00 noon of 29 May 2020.

Once SH has submitted their ballots, the same can no longer be changed. In the event that multiple votes are cast representing the same shares, the Company shall count only the initial votes cast.

- f) The Office of the Corporate Secretary shall tabulate all votes cast in electronically including proxies which shall be validated by the External and Internal Auditors.
- g) For any questions or clarifications regarding the Internal Procedures, SH may e-mail pnx.corpsec@phoenixfuels.ph.