



**ENERGY DEVELOPMENT CORPORATION
2022 Special Stockholders' Meeting
February 24, 2022**

FREQUENTLY ASKED QUESTIONS

1. When and where will the 2022 Special Stockholders' Meeting of the Company be held?

- ❖ The 2022 Special Stockholders' Meeting of the Company will be held virtually on **February 24, 2022 at 10:00 A.M.** There will be no physical venue for the meeting. The meeting will be held via remote communication at https://conveneagm.com/ph/edc_ssm2022/, with the Chairman of the meeting presiding from Makati City, Metro Manila.

2. Why is the 2022 Special Stockholders' Meeting being held via remote communication?

- ❖ Due to the current COVID-19 pandemic, and to ensure the health and safety of our directors, officers, and our stockholders, the Company deems it prudent to hold the 2022 Special Stockholders' Meeting via remote communication.

3. Is the holding of the 2022 Special Stockholders' Meeting via remote communication allowed by the Securities and Exchange Commission?

- ❖ The conduct of stockholders' meeting through remote communication or other alternative modes of communication is consistent with the pronouncement of the SEC pursuant to SEC Memorandum Circular No. 6, Series of 2020. The Revised Corporation Code likewise provides for the use of remote communication or other alternative modes of communication for the conduct of stockholders' meeting.

4. Who can participate and vote at the 2022 Special Stockholders' Meeting?

- ❖ Stockholders of record as of **January 28, 2022** are entitled to participate and vote at the 2022 Special Stockholders' Meeting.

5. How can stockholders participate at the 2022 Special Stockholders' Meeting?

- ❖ Qualified stockholders who intend to participate by remote communication should pre-register at https://conveneagm.com/ph/edc_ssm2022/, on or before **6:00 P.M. on February 17, 2022**. Please refer to the Requirements and Procedure for Participation and Voting at the 2022 Special Stockholders' Meeting of EDC for the documentary requirements to register (Annex "A" of the Definitive Information Statement).

6. What happens after pre-registration?

- ❖ Successful registrants will receive an electronic invitation for the special stockholders' meeting ("Electronic Invite") via their registered email addresses. The Electronic Invite will contain confirmation of their verification status with a complete guide on how to access the special stockholders' meeting portal. The portal will include downloadable guides on how to join the meeting and cast votes.

7. Is an email address required to register for the 2022 Special Stockholders' Meeting?

- ❖ Yes, one of the requirements to register and participate in the 2022 Special Stockholders' Meeting is a valid and active email address.

8. If shares are co-owned, will any of the joint shareholders be able to register?

- ❖ For stockholders with joint accounts, an authorization letter signed by the other stockholder/s indicating the person authorized to participate in the 2022 Special Stockholders' Meeting and to cast votes is required to be submitted during pre-registration.

9. Should I submit hardcopies of the documentary requirements to the Company?

- ❖ Given the current COVID-19 situation, the Company will allow the use of electronic signature for the documents required to be submitted. However, the Company reserves the right to request additional information and require originally signed and notarized copies of the documents to be submitted at a later time.

10. What will be the basis for determining whether there is a quorum for the meeting?

- ❖ The determination of whether there is a quorum to proceed with the meeting will be based on the shares held by stockholders who successfully registered within the prescribed period. By voting *in absentia* (electronic voting) or by proxy or by participating remotely in the meeting, a stockholder shall be deemed present for purposes of determining quorum.

11. How can stockholders vote on the matters for approval as set out in the notice?

- ❖ Qualified stockholders who have successfully registered for the meeting may cast their votes on the matters for approval and participate in the election of directors by voting *in absentia* (electronic voting) or by proxy. Please refer to the Requirements and Procedure for Participation and Voting at the 2022 Special Stockholders' Meeting of EDC for the details on how to vote *in absentia* (electronic voting) or by proxy.

12. Is there a deadline for voting?

- ❖ Yes, the deadline for voting is on **February 17, 2022 at 6:00 P.M.**

13. Can I appoint a proxy?

- ❖ Yes. A stockholder may execute a proxy either electronically or by downloading and sending a scanned copy at https://conveneagm.com/ph/edc_ssm2022/. Please refer to the Requirements and Procedure for Participation and Voting at the 2022 Special Stockholders' Meeting of EDC for the details on how to vote by proxy.

14. In case I submitted a proxy, can I still revoke the same?

- ❖ Yes. A stockholder who has executed a proxy, either electronically or by submission of a scanned copy, may revoke the same at any time prior to **6:00 P.M.** on **February 17, 2022**. Please refer to the Requirements and Procedure for Participation and Voting at the 2022 Special Stockholders' Meeting of EDC for the details on how to revoke a proxy.

Once revoked, the stockholder may vote on the matters for approval and participate in the election of directors by voting *in absentia* (electronic voting) until **6:00 P.M.** on **February 17, 2022** or submit another proxy within the same period. A stockholder may revoke its proxy only once.

15. Is voting allowed during the livestream of the 2022 Special Stockholders' Meeting?

- ❖ A stockholder may only vote for the matters set out in the updated agenda through a secure online voting platform at https://conveneagm.com/ph/edc_ssm2022/ until **6:00 P.M.** on **February 17, 2022**, after which, the voting platform will be disabled.

16. How will the votes cast be validated and reported?

- ❖ Votes received through electronic voting, together with votes cast through proxies, will be tabulated by the Office of the Corporate Secretary. All votes cast shall be subject to validation by BDO Unibank, Inc. – Transaction Banking Group, the Company's Stock and Transfer Agent. The results of the voting will be reported during the meeting.

17. Can I ask questions regarding the Company and its operations and performance?

- ❖ Yes, a stockholder, once successfully registered, may raise any relevant questions or express an appropriate comment limited to the agenda items by submitting the same through https://conveneagm.com/ph/edc_ssm2022/ from **February 2 to 17, 2022**.

18. I was not able to submit my questions during the allotted period, can I still ask questions during the livestream of the 2022 Special Stockholders' Meeting?

- ❖ Stockholders participating in the virtual meeting may raise questions or express appropriate comment during such meeting by emailing their questions to edc_shmeeting@energy.com.ph.

19. I was not able to register before the deadline, can I still join the 2022 Special Stockholders' Meeting livestream?

- ❖ Only stockholders who have successfully registered will be allowed to join and participate during the livestream of the 2022 Special Stockholders' Meeting.

20. Will the 2022 Special Stockholders' Meeting be recorded?

- ❖ Yes, the proceedings of the meeting will be recorded. A copy of the recorded proceedings will be made available to the stockholders upon request while the minutes of the meeting will be made available at the Company's website: www.energy.com.ph.

21. Where can I access the Definitive Information Statement?

- ❖ A copy of the Definitive Information Statement, including the notice of the meeting, minutes of the previous meeting of the stockholders, and other documents related to the 2022 Special Stockholders' Meeting such as the Requirements and Procedure for Participation and Voting at the 2022 Special Stockholders' Meeting of EDC may be accessed through the Company's website: www.energy.com.ph.

22. In case I have questions about the conduct of the virtual meeting, who can I contact?

- ❖ For any question about the conduct of the virtual meeting, you may visit the Company's website at www.energy.com.ph or get in touch with the Company through edc_shmeeting@energy.com.ph.