



NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholders:

Please be notified that the annual meeting of stockholders of DMCI Holdings, Inc. (the "Corporation") will be held virtually on May 18, 2021 at 9:30 A.M. with the following agenda:

- (1) Call to Order
- (2) Report on Attendance and Quorum
- (3) Approval of Minutes of Previous Stockholders' Meeting
- (4) Management Report for the year ended December 31, 2020
- (5) Ratification of All Acts of the Board of Directors and Officers during the preceding year
- (6) Appointment of Independent Auditor
- (7) Re-Election of Independent Directors (SEC MC No. 4-2017)
 - (a) Mr. Antonio Jose Periquet
 - (b) Mr. Honorio O. Reyes-Lao
- (8) Election of Directors including the Independent Directors
- (9) Other Matters
- (10) Adjournment

Stockholders of record as of April 7, 2021 will be entitled to notice of and to vote at the said annual meeting or any adjournment or postponement thereof.

Given the current emergency health crisis, stockholders may only attend by remote communication, by voting in absentia, or by appointing the Chairman or the President or the Chief Finance Officer as proxy. Stockholders who intend to attend the said meeting should notify the Corporation by sending an email to dmcichi_asm@dmcinet.com. The Corporation will send the instructions for joining the virtual annual meeting via email to each stockholder who will signify his/her intention to attend the same.

Deadline for submission of proxies is on May 8, 2021 via mail or email at dmcih_asm@dmcinet.com. Validation of proxies shall be held on May 13, 2021, 2:00 p.m., at the principal office of the Corporation, or virtually, as may be necessary or required.

Makati City, Metro Manila,

April 12, 2021

For the Board of Directors:



ATTY. NOEL A. LAMAN

Corporate Secretary

** DMCI Holdings, Inc. Dividend Policy: The Corporation is committed to provide reasonable economic returns to its shareholders with a dividend payout ratio of at least 25% of the preceding year's Consolidated Core Net Income, or the reported net income excluding all foreign exchange, mark-to-market gains and losses and non-recurring items. The Corporation may, from time to time, pay special dividends as a return of excess funds to shareholders as determined by the Board of Directors upon considering the investing and operating needs of the Corporation. The policy is subject to availability of retained earnings, and subject further to compliance with applicable laws, rules and regulations on dividend declarations.*

AGENDA DETAILS AND RATIONALE

1. Call to Order. The Chairman of the Board of Directors, Mr. Isidro A. Consunji, will call the meeting to order.
2. Certification of Notice and Quorum. The Corporate Secretary, Atty. Noel A. Laman, will certify that copies of the Notice were sent to the stockholders of record, and will certify the number of shares present at the meeting, for the purpose of determining the presence of quorum for the transaction of corporate business.
3. Approval/ratification of the minutes of the annual meeting of stockholders held on July 14, 2020. The minutes of the July 14, 2020 annual stockholders' meeting are posted on the company's website. Hardcopies will also be distributed during the meeting. The stockholders will be requested to approve the said minutes. The proposed resolution reads as follows:

"RESOLVED, That the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the minutes of the annual stockholders' meeting of the Corporation held on July 14, 2020."

4. Approval of the Management Report for the year ending December 31, 2020. The President will report on the performance of the company for the year 2020. The proposed resolution reads as follows:

"RESOLVED, That the stockholders of DMCI Holdings, Inc. (the "Corporation") hereby approve the Management Report for the year ending December 31, 2020."

5. Ratification of Acts of Directors and Officers. Resolutions, contracts, and acts of the board of directors and management for ratification refer to those passed or undertaken by them during the year and for the day to day operations of the Company as contained or reflected in the attached annual report and financial statements and more specifically identified in item 9 (2) of the Information Statement. The proposed resolution reads as follows:

"RESOLVED, That the stockholders of DMCI Holdings, Inc. approve, ratify and confirm all the acts, decisions and resolutions of the Board of Directors and officers of the Corporation made or undertaken from July 14, 2020 and until the date of this meeting as they are reflected in the books and records of the Corporation."

6. Appointment of Independent Auditors. The stockholders will be requested to approve the appointment of SyCip, Gorres, Velayo & Co. as independent auditors of the Corporation. The proposed resolution reads as follows:

"RESOLVED, That the stockholders of DMCI Holdings, Inc. approve, ratify and confirm, as they do hereby, the appointment of SyCip Gorres Velayo & Co. as the external auditors of the Corporation for the current year."

7. Re-election of Mr. Antonio Jose U. Periquet as Independent Director. The Company will seek shareholders' approval to re-elect Mr. Periquet as Independent Director for the current term (May 2021 to May 2022), notwithstanding that this will be his tenth (10th) year counted from 2012 pursuant to SEC MC No. 4-2017.
8. Re-election of Mr. Honorio O. Reyes-Lao as Independent Director. The Company will seek shareholders' approval to re-elect Mr. Periquet as Independent Director for the current term (May 2021 to May 2022), notwithstanding that this will be his tenth (10th) year counted from 2012 pursuant to SEC MC No. 4-2017.
9. Election of Directors. The profiles / business experience of the candidates to the Board of Directors are provided in the information statement. The candidates for this year are as follows:

Regular Directors:

ISIDRO A. CONSUNJI
CESAR A. BUENAVENTURA
JORGE A. CONSUNJI
HERBERT M. CONSUNJI
MA. EDWINA C. LAPERAL
LUZ CONSUELO A. CONSUNJI
MARIA CRISTINA C. GOTIANUN

Independent Directors:

HONORIO O. REYES-LAO
ANTONIO JOSE U. PERIQUET

10. Other Matters. The stockholders to propose such other matters.
11. Adjournment. After all the businesses have been considered, the meeting shall be adjourned.