



22 April 2025

NOTICE OF STOCKHOLDERS' MEETING

Dear Stockholder:

Please be informed that the 2025 Annual Stockholders' Meeting (ASM) of LSERV Corporation (the "Corporation") will be held on **18 June 2025** at **10:00 a.m.** via video conference using the ZOOM Application.

The Agenda of the Meeting is as follows:

- I. Call to Order
- II. Certification of Notice and Quorum
- III. Reading and Approval of the Minutes of the Stockholders' Meeting held on 19 June 2024
- IV. President's Report
- V. Approval of the President's Report and the Audited Financial Statements as at 31 December 2024
- VI. Ratification/Approval of the Acts of the Board of Directors and Management for the Year 2024
- VII. Election of Directors for the Ensuing Year
- VIII. Other Matters
- IX. Adjournment

Stockholders intending to attend the ASM through video conferencing must register by sending an e-mail to stockholderrelations@lserv.com.ph on or before **19 May 2025** at **5:00 p.m.** Kindly follow the procedure and comply with the requirements for the registration indicated in **Annex "A"**.

The Corporation will dispense with the physical attendance of stockholders at the meeting and will allow attendance only by remote communication and by voting in absentia or by proxy.

The election of directors shall be conducted using electronic ballots. All nominations for election of a director must be submitted in writing to the Board of Directors through the Chairman of the Board and the Corporate Secretary or Assistant Corporate Secretary at the Corporation's principal office at the 21st Floor,



Cert No. 44 100 24 93 0018

Petron Megaplaza Bldg., 358 Sen. Gil Puyat Ave., Brgy. Bel Air, Makati City, together with the nominee's curriculum vitae on or before 19 May 2025. For the nomination of directors, please use the nomination form attached as **Annex "B"** of this Notice. Links for the electronic ballots shall be sent to the registered e-mail of the participating stockholders or proxies together with the meeting link for the Zoom video conference on 26 May 2025. The deadline for accomplishing the electronic ballots shall be on **11 June 2025 at 5:00 p.m.**


ATTY. GRACE G. DELA CRUZ
Corporate Secretary

REGISTRATION OF STOCKHOLDERS

In order to participate in the ASM, stockholders are required to register by notifying the Office of the Corporate Secretary or Assistant Corporate Secretary of their intention to participate in person or by proxy, in writing through e-mail at stockholderrelations@lserc.com.ph. The deadline for registration is on **19 May 2024 at 5:00 p.m.**

For validation purposes, the notification of the stockholder's intention to participate should strictly contain the following information:

a. For Individual Stockholders

a.1 valid government-issued ID

- A scanned copy of the front and back portions of the Stockholder's valid government-issued ID
- The ID must contain his/her name, signature and photograph

a.2 Contact information

- Full name
- Address
- E-mail address
- Mobile number

b. For Stockholders who are co-owners of shares

b.1 Requirements indicated under a.1 and a.2 of all Stockholders

b.2 All Stockholders who are co-owners shall be entitled to participate in the Annual Stockholders Meeting. However, Stockholders who are co-owners of shares may only cast one electronic ballot for purposes of the election of directors. As such, the co-owners must designate one co-owner Stockholder who will be in charge of accomplishing and casting the electronic ballot. To do so, the other co-owners must issue a Special Power of Attorney in favor of the co-owner stockholder designated to cast the votes.

- A scanned copy of the Special Power of Attorney designating the co-owner stockholder authorized to cast the vote, which is signed by all the other co-owner/s.

c. For Corporate Stockholders

c.1 Requirements indicated under a.1 and a.2 of the authorized representative

c.2 Notarized Secretary's Certificate

- A scanned copy of the notarized Secretary's Certificate attesting to the authority of the representative to vote for and on behalf of the Corporate Stockholder.

d. For Stockholders Represented by Proxy

d.1 Requirements indicated under a.1 and a.2 of the Stockholder

d.2 Requirements indicated under a.1 and a.2 of the Proxy

d.3 Duly Accomplished Proxy Form

- If the stockholder is unable to attend the meeting, he/she may designate his/her authorized representative or proxy by submitting a duly accomplished Proxy Form (the form for which is enclosed hereto) and the requirements indicated in d.1 and d.2 above (the "Proxy Documents"). The Proxy Form should be signed by the stockholder in wet ink or digitally/electronically.

- The duly accomplished Proxy Form and the other Proxy Documents must be sent by email to stockholderrelations@stata.com, together with the requirements for registration for participation in the Annual Stockholders' Meeting, **on or before 19 May 2025 at 5:00 pm**. Proxy Forms and other Proxy Documents submitted on or before 19 May 2025 shall allow the designated proxy to vote the shares of the principal-stockholder in the election of directors, which shall be conducted electronically from 26 May 2025 to 11 June 2025.

- A stockholder who fails to email the duly accomplished Proxy Form and other Proxy Documents on or before 19 May 2025 is allowed to submit the same until **11 June 2025**, but such proxy shall be valid only

for purposes of attendance and participation in the Annual Stockholders' Meeting. Provided, that the authorized representative or proxy of such stockholder has been duly registered as a participant in the Annual Stockholders' Meeting, by (1) emailing the documents to stockholderrelations@lserv.com.ph, or (2) by mailing or delivering the duly accomplished Proxy Form and other Proxy Documents to the Office of the Corporate Secretary or Assistant Corporate Secretary at either of the following addresses:

Corporate Secretary: **Atty. Grace G. Dela Cruz**
Mailing Address: Penthouse Liberty Center,
104 H.V. Dela Costa St.,
Salcedo Village, Makati City

Assistant Corporate Secretary: **Atty. Cecilia M. Tuazon**
Mailing Address: 21st Floor, Petron Megaplaza Bldg.,
358 Sen. Gil Puyat Ave.,
Brgy. Bel Air, Makati City

- All Proxies received will be validated on 13 June 2025.
- Unvalidated Proxies will not be honored. Votes cast by unvalidated Proxies will not be counted.

All files must be in JPG or PDF format and must not exceed 5 MB.

A stockholder's online registration cannot be completed if any of the mandatory requirements are not submitted.

Only stockholders who submitted the complete requirements thru the email provided above by 19 May 2025, 5:00 P.M., are entitled to participate in the Annual Stockholders' Meeting of the Corporation.

CONFIRMATION OF ATTENDANCE

After the registration and validation, a confirmation e-mail shall be sent to the registered e-mail addresses of all participating stockholders or their proxies, on 26 May 2025.

The confirmation e-mail, among others, shall provide the following:

- a. Meeting link;
- b. Meeting password;
- c. Link to the electronic voting ballot; and
- d. Number of votes that the stockholder or proxy may cast.

In order to join the meeting, click on the meeting link and key in the password. Participating stockholders or proxies must log on to the meeting at least thirty (30) minutes prior to the start of the meeting.

Only the stockholders who have successfully registered and have been validated shall be included in the computation of attendance in determining whether or not a quorum exists.

The entire meeting shall be recorded for future reference.

VOTING FOR ELECTION OF DIRECTOR

The votes of the stockholders for the election of directors may only be cast through electronic ballots duly accomplished on or before **11 June 2025 at 5:00 p.m.** In order to cast votes through electronic ballot, click on the electronic ballot link provided in the confirmation e-mail and follow carefully the instructions provided in the electronic ballot. Electronic ballots accomplished after the cut-off time shall not be counted.

The nominees for election to the Board of Directors and their respective curriculum vitae will be included in the electronic ballot.

OTHER MATTERS FOR SHAREHOLDERS' APPROVAL

The other matters for which approval of the stockholders is being sought, i.e. items III (Approval of the Minutes of the Stockholders' Meeting held on 19 June 2024), V (Approval of the President's Report and the Audited Financial Statements as at 31 December 2024), VI (Ratification/Approval of the Acts of the Board of Directors and Management for the Year 2024), and will be taken up during the meeting on 18 June 2025.

Copies of the Minutes of the Annual Stockholders' Meeting held on 19 June 2024 and the Audited Financial Statements of the Corporation for and as of the period

ended 31 December 2024 will be sent to the registered e-mail of the participating stockholders on 18 June 2025 by 8:00 a.m.

For any clarification on the registration or voting procedure, please call Atty. Cecilia M. Tuazon at 09175170113 or send an e-mail to stockholderrelations@lscv.com.ph.

DATA PRIVACY

Each individual stockholder's (or that of the corporate stockholder's authorized representative) data will be collected, stored, processed and used exclusively for the purposes of the Annual Meeting of the stockholders. Personal information will be processed in accordance with the Philippine Data Privacy Act of 2012 and applicable regulations.

NOMINATION FORM

To nominate any stockholder as director of the Corporation, kindly fill up this Nomination Form and send a scanned copy or photograph of the following documents to the Assistant Corporate Secretary at cmtuazon@lserv.com.ph **on or before 19 May 2025**:

- a. duly accomplished and signed Nomination Form;
- b. valid government issued ID/s of the stockholder/s who accomplished the Nomination Form;
- c. the latest curriculum vitae of the nominee; and
- d. Secretary's Certificate authorizing the signatory of the Nomination Form, if the nominating stockholder is a corporation.

Please refer to the attached list of qualifications and disqualifications of directors in selecting your nominee. If the shares of stock are co-owned by two or more persons, please make sure that the Nomination Form is signed by all co-owners. For questions or clarifications, please call Atty. Cecilia Tuazon at (02) 8843-2077 local 238 or 09175170113.

BOARD OF DIRECTORS
LSERV Corporation
21 F Petron Mega Plaza Building
358 Sen. Gil Puyat Avenue
Makati City

Gentlemen:

I respectfully nominate _____, as:
(full name of nominee)

- regular director
- independent director

(please shade the circle beside the applicable category)

of LSERV Corporation for the year 2025-2026.

Sincerely,

(name and signature of nominating stockholder/s)

LSERV CORPORATION
BY-LAWS PROVISIONS ON QUALIFICATIONS AND DISQUALIFICATIONS
OF REGULAR DIRECTORS AND INDEPENDENT DIRECTORS

Article III, Section 3. Qualifications of Directors – Any person nominated for election as director or Independent Director must possess the following minimum qualification:

- (a) must own at least one share of stock of the corporation standing in his name in the books of the corporation;
- (b) must have college education or equivalent academic degree;
- (c) must be at least twenty-one (21) years old;
- (d) must possess integrity and probity; and
- (e) must have practical understanding of the business of the corporation.

Article III, Section 4. Independent Directors – The Board of Directors shall have at least two Independent Directors or such number of independent directors that constitutes 20% of the members of the Board, whichever is lesser, but in no case less than two (2). An “Independent Director” is a director who:

- (a) is independent of management;
- (b) does not own beneficially or, of record, more than one hundred (100) shares of the corporation;
- (c) comes from the private sector;
- (d) possesses skills or knowledge or has extensive networks which will be beneficial to the corporation;
- (e) is not a director or officer of the corporation or of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing. For purposes hereof, a shareholder of the corporation is considered a substantial shareholder if such shareholder is the owner of at least (15%) of the total outstanding stock of the corporation;
- (f) is not related to any director, officer or substantial shareholder of the corporation, any of its related companies, or any of its substantial shareholders. For purposes hereof, relatives include spouse, parent, child, brother, sister and the spouse of such child, brother or sister;

- (g) is not acting as a nominee or representative of any director or substantial shareholder of the corporation, and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or arrangement;
- (h) has not been employed in any capacity by the corporation, any of its related companies and/or by any of its substantial shareholders within the last two (2) years;
- (i) is not retained, either personally or through his firm or any similar entity, as professional adviser, by the corporation, any of its related companies and/or any of its substantial shareholders, within the last two (2) years;
- (j) has not engaged and does not engage in any transaction with the corporation and/or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted at an arm's length and are immaterial;
- (k) apart from his shareholdings, is free from any business or other relationship with the corporation which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director of the corporation; and
- (l) meets all other criteria provided or determined by the Nomination Committee.

A person nominated for election as an Independent Director must possess all of the qualifications and have none of the disqualifications for directorship set forth in Sections 4, 5 and 6 of this Article III, and must meet all the independence criteria referred to above.

Article III, Section 5. Conflict of Interest – No person shall qualify or be eligible for nomination or election as director or Independent Director if he is engaged in any business that competes with or is antagonistic to the of the corporation or its subsidiaries. Without limiting the generality of the foregoing, a person shall be deemed so engaged:

- (a) If he is an employee, officer, manager, director or controlling person, or the owner (either of record or beneficially) of five percent (5%) or more of any outstanding class of shares, of any corporation (other than one in which this corporation owns at least twenty percent (20%) of the capital stock) or entity engaged in a business that the Board of Directors, by at least a majority vote, determines to be competitive or antagonistic to that of this corporation or any of its subsidiaries; or
- (b) If he is an employee, officer, manager, director or controlling person, or the owner (either of record or beneficial) of five percent (5%) or more of any outstanding class of shares, of any corporation or entity engaged in any line of business of this

corporation or any of its subsidiaries, when in the judgment of the Board of Directors, by at least a majority vote, the laws against combinations and restraint of trade shall be violated by such person's membership in the Board of Directors; or

- (c) If the Board of Directors, in the exercise of its judgment in good faith, determines, by at least a majority vote, that he is a nominee of any person set forth in (a) and (b) above.

In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board of Directors may take into account such factors as business and family relationships.

Article III, Section 6. Grounds for Disqualification – No person suffering from any of the following grounds for disqualification shall qualify or be eligible for nomination or election as a director or Independent Director:

- (a) Any person convicted or adjudged guilty of any of the offenses or crimes specified below in a final, non-appealable judgment, decree or order issued by a judicial or administrative body having competent jurisdiction or the Philippine Securities and Exchange Commission (the "Commission"):
 - i. An offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts; or
 - ii. Having willfully violated, or willfully audited, abetted, counseled, induced or procured the violation of, any provision of the Philippine Securities Regulation Code, the Philippine Corporation Code, or any other law administered by the Commission or the Bangko Sentral ng Pilipinas (the "BSP"), or any rule, regulation or order of the Commission of the BSP
- (b) Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the Commission or any court or administrative body of competent jurisdiction from acting as director of a corporation.

The disqualification shall also apply if such person is currently the subject of an order of the Commission or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, Philippine Securities Regulation Code or any other law administered by the Commission or BSP, under any rule or regulation issued by the Commission or BSP.

- (c) Any person found guilty by final judgment or order of a foreign court or equivalent securities or banking regulatory bodies of acts, violations or misconduct similar to

any of the acts, violations or misconduct enumerated in paragraphs (a) and (b) above;

- (d) Any person convicted by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the Philippine Corporation Code committed within five (5) years prior to the date of his election or appointment; or
- (e) Any person judicially declared as insolvent.

PROXY

KNOW ALL MEN BY THESE PRESENTS:

The undersigned stockholder/s of LSERV CORPORATION (the "Corporation"), hereby appoint/s, name/s and constitute/s _____ as his/her/their attorney-in-fact and proxy to represent and vote all shares owned by and/or registered in the name of the undersigned for all matters to be taken up at its 2025 Annual Stockholders' Meeting, to be held on **18 June 2025**, and any adjournment thereof, including the election of the Directors of the Corporation for the ensuing year to be held online from **26 May 2025 to 11 June 2025**, as fully and to all intents and purposes as the undersigned might or could do if present and acting in person, and hereby ratify/ies and confirm/s any and all actions taken on matters which may properly come before this meeting or adjournments thereof.

This Proxy is valid and effective for the above-mentioned 2025 Annual Stockholders' Meeting of the Corporation and election of the Directors of the Corporation for the ensuing year only, unless it is withdrawn through prior written notice, by email or by delivery/mail and received by the Corporate Secretary or Assistant Corporate Secretary on or before **11 June 2025**.

IN WITNESS WHEREOF, the undersigned have hereunto set his/her/their hand this ____ day of _____ 2025 at _____.

Signature over printed name of Stockholder

PLEASE TAKE NOTE OF THE FOLLOWING INSTRUCTIONS:

1. Please fill out all the blanks in the Proxy form. Failure to name your attorney/representative/proxy will invalidate the Proxy form given.
2. Individual stockholders need to sign above their printed name only once.
3. Where two or more individuals jointly own shares, each individual stockholder must sign above his/her printed name for the Proxy form to be considered valid.
4. The stockholder may sign the Proxy form digitally/electronically or using wet ink.

SUMMARY OF IMPORTANT DATES

19 May 2025, 5:00 pm	<p>Deadline for submission of nominations for the election of directors</p> <p>Deadline for registration to participate in the 2025 Annual Stockholders' Meeting. Duly accomplished Proxy Forms must be received by the Corporate Secretary or Assistant Corporate Secretary to allow the proxy to vote the principal-stockholder's shares in the election of directors.</p>
26 May 2025	<p>Date of receipt of the Corporation's e-mail confirmation with meeting link and electronic ballot link</p>
11 June 2025, 5:00 p.m.	<p>Deadline for accomplishing electronic ballots</p> <p>Duly accomplished Proxy Forms must be received by the Corporate Secretary or Assistant Corporate Secretary. Proxy forms received by the Corporate Secretary or Assistant Corporate Secretary after 19 May 2025 until 11 June 2025, 5:00 pm shall allow the designated proxy to represent the stockholder's shares during the Annual Stockholder's Meeting.</p>
13 June 2025	<p>Proxy Form Validation and Counting of Votes</p>
18 June 2025, 10:00 a.m.	<p>2025 Annual Stockholders' Meeting</p>