

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO: ALL STOCKHOLDERS

NOTICE is hereby given that there will be an annual meeting of the stockholders of **FIRST ABACUS FINANCIAL HOLDINGS CORPORATION** (the "Corporation") on **Thursday, 29 September 2022** at **10:00 A.M.**, to consider the following:

AGENDA

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the Previous Annual Stockholders' Meeting
5. President's Report and Presentation of 2021 Financial Statements
6. Ratification of all Acts of the Board of Directors and Officers
7. Election of Directors
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

In light of the COVID-19 pandemic resulting in the imposition of government regulations limiting mobility and mass gatherings, the meeting will be conducted virtually, and can be accessed at the link which will be provided to stockholders after successful registration.

In accordance with the rules of the Philippine Stock Exchange, the close of business on **30 August 2022** has been fixed as the record date for the determination of the stockholders entitled to notice of and vote at said meeting and any adjournment thereof.

Stockholders may attend the meeting and/or cast their vote in absentia by registering via e-mail at corporatesecretary@abacus-sec.com on or before 5:00 p.m. on 23 September 2022. Upon verification of their registration credentials, an e-mail from the Corporation will be sent containing instructions on how the registered online participants may access and watch the live stream of the annual stockholders' meeting and/or cast their votes on matters to be taken up during the meeting using the e-voting platform to be set up for the purpose. The e-voting platform will be accessible until 8:00 A.M. of 29 September 2022. Participants may send in questions or remarks via e-mail. Please see attached Guidelines for Participating via Remote Communication and Voting *in absentia*.

Stockholders may also send their duly accomplished proxies to the Office of the Corporate Secretary at 2704 East Tower, Philippine Stock Exchange Centre, Ortigas Center, Pasig City or via electronic copy by sending an e-mail to corporatesecretary@abacus-sec.com on or before 5:00 P.M. on 23 September 2022. For corporate stockholders, the proxies should be accompanied by a Secretary's Certification on the appointment of the corporation's authorized signatory.

Validation of proxies is set on 26 September 2022. The votes already cast using the e-voting platform by that time will also be verified on said date.

City of Pasig, Metro Manila, 06 September 2022.



MARIEL ANGELI R. QUINES
Corporate Secretary

RATIONALE FOR AGENDA ITEMS

Agenda Item No. 4. Approval of the Minutes of the Previous Meeting of Stockholders held on 30 September 2021

Copies of the Minutes of the 30 September 2021 Annual Stockholders' Meeting is currently posted on the Corporation's website (<http://firstabacusfinancial.com.ph>) and can be viewed at any time. Stockholders will be asked to approve the Minutes of the 2021 Annual Stockholders' Meeting.

Agenda Item No. 5. Approval of 2021 Operations and Results

A report on the highlights of the financial performance of the Corporation for the year ended 2021 will be presented to the stockholders. The same was reviewed by the Audit Committee and the Board of Directors, and have been audited by the external auditors who declared an unqualified opinion on the Audited Financial Statements (AFS). A summary of the 2021 AFS shall also be presented to the stockholders. Stockholders, after identifying themselves, will be given an opportunity to raise questions regarding the operations and report of the Corporation.

Agenda Item No. 6. Ratification of all Acts of the Board of Directors and Management from the date of the last Annual Stockholders' Meeting to the date of this meeting

All actions, proceedings and contracts entered into, as well as resolutions made and adopted by the Board of Directors and of Management from the date of the Stockholders Meeting held on 30 September 2021 to the date of this meeting shall be presented for confirmation, approval, and ratification. The items covered with respect to the ratification of the acts of the Board of Directors and officers for the past year up to the date of the meeting are those items entered into in the ordinary course of business.

Agenda Item No. 7. Election of Directors for 2022 to 2023

The candidates named in this Information Statement, as reviewed, qualified and recommended by the Corporate Governance Committee have been nominated for election to the Corporation's Board of Directors. Their proven expertise and qualifications, based on current regulatory standards and the Corporation's own criteria, will help sustain the Company's solid performance that will result to its stockholders' benefit. The profiles of the Directors are available in this Information Statement. If elected, they shall serve as such for one (1) year from 29 September 2022 or until their successors shall have been duly elected and qualified.

Agenda Item No. 8. Appointment of External Auditors

The Audit Committee has pre-screened and recommended, and the Board has endorsed for consideration of the stockholders, the re-appointment of Punongbayan & Araullo as the Corporation's External Auditor for 2022. Punongbayan & Araullo is one of the most reputable auditing firms in the country and is duly accredited by the Securities and Exchange Commission. The stockholders will also be requested to delegate to the Board the authority to approve the appropriate audit fee for 2022.

PROXY FORM

The undersigned stockholder of **First Abacus Financial Holdings Corporation** (the "Company") hereby appoints the Chairman of the meeting, as attorney and proxy, with power of substitution, to represent and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on 29 September 2022 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Election of Directors.

1.1. Vote for all nominees listed below:

- 1.1.1.1. Paulino S. Soo
- 1.1.1.2. Jimmy S. Soo
- 1.1.1.3. Maria Cristina B. Encarnacion
- 1.1.1.4. Ma. Therese G. Santos
- 1.1.1.5. Anna Francesca C. Respicio
- 1.1.1.6. Alden Alfonso M. Castaneda (Independent Director)
- 1.1.1.7. Maria Rita Cecilia Pangilinan - Arenas (Independent Director)

1.2. Withhold authority for all nominees listed above

1.3 Withhold authority to vote for the nominees listed below:

2. Approval of minutes of previous Annual Stockholders' Meeting. Yes No Abstain

3. Approval of 2021 Operations and Results. Yes No Abstain

4. Ratification of all acts and resolutions of the Board of Directors and Management from date of last Stockholders' Meeting to 29 September 2022. Yes No Abstain

5. Election of Punongbayan & Araullo as external auditor. Yes No Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters as may be properly come before the meeting. Yes No Abstain

Printed Name of Stockholder

Signature of Stockholder / Authorized Signatory

Date

* Where a representative will sign on behalf of a stockholder, this ballot/proxy shall be submitted with a duly executed Special Power of Attorney showing the authority of the signatory to sign on behalf of the stockholder. For corporate stockholders, a Corporate Secretary's Certification, certifying the representative's authority as proxy to sign the ballot on behalf of the corporation, must accompany this ballot/proxy. A stockholder voting by proxy has the power to revoke the proxy at least ONE (1) day before the meeting. Notarization of this ballot/proxy is not required.

THIS PROXY FORM SHOULD BE RECEIVED BY THE CORPORATE SECRETARY AT LEAST THREE (3) DAYS BEFORE THE DATE SET FOR THE ANNUAL MEETING AS PROVIDED IN THE BY-LAWS.

THIS BALLOT/PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER. IF NO SPECIFIC DIRECTION IS MADE FOR THE ELECTION OF THE NOMINEES, THIS PROXY WILL BE VOTED IN FAVOR OF THE ELECTION OF ALL NOMINEES. IF NO DIRECTION IS MADE (I) FOR ANY OF THE OTHER AGENDA ITEMS, THIS PROXY WILL BE VOTED FOR THE APPROVAL OF THE RELEVANT MATTER STATED; AND (II) FOR ALL OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING. THIS PROXY WILL BE VOTED IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY THE BOARD OF DIRECTORS.

SECRETARY’S CERTIFICATE

I, _____, Filipino, of legal age and with office address at _____, do hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of _____ (the “Corporation”), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at _____;
2. Based on the records, during the lawfully convened meeting of the Board of Directors of the Corporation held on _____, the following resolution was passed and approved:

“RESOLVED, That the Chairman of the Stockholders’ Meeting of **First Abacus Financial Holdings Corporation (“FAFHC”)** be authorized and appointed, as he is hereby authorized and appointed, as the Corporation’s Proxy (the “Proxy”) to attend all meetings of the stockholders of FAFHC whether the meeting is regular or special, or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Corporation held in FAFHC and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and stead of the Corporation.

“RESOLVED, FINALLY, That FAFHC be furnished with a certified copy of this resolution and FAFHC may rely on the continuing validity of this resolution until receipt of written notice of its revocation.”

3. The foregoing resolution has not been modified, amended or revoked in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have signed this instrument in _____ on _____..

Printed Name and Signature of
the Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME on _____ in _____ . Affiant exhibited to me his Competent Evidence of Identity by way of _____ issued on _____ at _____ .

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2022.