



Revised Notice of Annual Stockholders' Meeting

To all Stockholders:

The annual meeting of the stockholders of **2GO GROUP, INC.** (the "Corporation") will be held on **June 18, 2020, Thursday at 2:00 P.M.** Given the current circumstances, the meeting will be conducted virtually and voting conducted *in absentia* through the Corporation's secure online voting facility.

Agenda:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Meeting of Stockholders held on April 11, 2019
4. Approval of Annual Report for 2019
5. Approval and Ratification of the Acts of the Board of Directors and Management
6. Election of Directors for 2020-2021
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

Please refer to **Annex A** for a brief explanation of each agenda item for approval.


The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange on **May 19, 2020** as the record date for the determination of stockholders entitled to the notice of, participation via remote communication, and voting *in absentia* at such meeting and any adjournment thereof.

The conduct of the meeting will be streamed live, and stockholders may attend the meeting by registering via asmregister.2go.com.ph and submitting the supporting documents listed there until **June 10, 2020**. All information submitted shall be verified and validated by the Corporate Secretary.

Stockholders who wish to cast votes through a proxy may accomplish the proxy form and submit the same on or before **June 10, 2020**. In view of the community quarantine, scanned forms will be accepted. Paper copies shall be sent to the office of the Corporate Secretary at the 33rd Floor, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City once the community quarantine is lifted.

Stockholders who successfully registered can cast their votes *in absentia* through the Corporation's secure online voting facility for this meeting. In order to participate remotely, they will also be provided with access to the meeting that will be held virtually. The **"Guidelines for Participation via Remote Communication and Voting in Absentia"** as appended to the Definitive Information Statement labeled as **Schedule A** will be posted in the Corporation's website www.2go.com.ph/asm2020 and PSE EDGE.

Pasay City, May 19, 2020


ARTHUR A. SY
Assistant Corporate Secretary



Annex A Rationale for Agenda Items

Agenda Item 3: Approval of Minutes of Annual Stockholders' Meeting held on April 11, 2019

The draft minutes of the annual stockholders' meeting held on April 11, 2019 were posted on the Company's website within twenty-four (24) hours from adjournment of the meeting. These minutes are subject to stockholders' approval during this year's stockholders' meeting. Results of the 2019 annual stockholders' meeting were likewise timely disclosed to the Securities and Exchange Commission and the Philippine Stock Exchange.

Agenda Item 4: Approval of Annual Report for 2019

The Company's 2019 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended 31 December 2019. The AFS, as audited by the external auditor Sycip Gorres Velayo & Co. (SGV) which expressed an unqualified opinion therefor, have been reviewed and approved by the Audit Committee and the Board of Directors of the Company. Any stockholder who would like to receive a hard or soft copy of the 2019 Annual Report may do so through the Investor Relations Office. The 2019 Annual Report is also posted on the Company's website.

Agenda Item 5: General Ratification of Acts of the Board of Directors, Board Committees and Management during Term

Actions and proceedings of the Board of Directors, the Board Committees, and the Management during their term or from the last Annual Meeting held on April 11, 2019 to the date of this year's meeting will be subject to stockholders approval and ratification.

Agenda Item 6: Election of Directors for 2020-2021

Nominees for election as members of the Board of Directors for 2020-2021, including the independent directors, have been pre-qualified by the Corporate Governance Committee. The Nominees' proven competence, expertise and qualifications based on current regulatory standards, will help sustain the Company's solid performance for the benefit of all its stockholders. The profiles of the nominees are presented in the Definitive Information Statement for reference. Directors for 2020-2021 will be elected during this year's stockholders' meeting.

Agenda Item 7: Appointment of the External Auditor

Upon recommendation of the Audit Committee, the Board approved and endorses for stockholders' approval the appointment of SGV as external auditor for 2020. SGV is one of the top auditing firms in the country.