



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To all Stockholders:

The annual meeting of the stockholders of **2GO GROUP, INC. (2GO)** will be held on **April 18, 2023, Tuesday at 2:00P.M.** Given the current circumstances, the meeting will be conducted virtually and voting conducted *in absentia* through 2GO'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 May 26, 2022
4. Approval of Annual Report for 2022
5. Approval and Ratification of the Acts of the Board of Directors and Management
6. Election of Directors for 2023-2024
7. Appointment of External Auditor
8. Approval of Merger of 2GO and Special Container and Value Added Services, Inc. with 2GO as Surviving Entity
9. Approval of Voluntary Delisting from the Main Board of The Philippine Stock Exchange, Inc. (PSE)
10. Other Matters
11. 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 PSE on **March 19, 2023** 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 annual 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 **April 11, 2023**. All information submitted shall be verified and validated by the Corporate Secretary.

Stockholders who wish to appoint a proxy may accomplish the attached proxy form (which need not be notarized) and submit the duly accomplished and signed proxy forms on or before **April 11, 2023** to the Office of the Corporate Secretary at the 1105, Tower 2 High Street South Corporate Plaza, 26th Street, Bonifacio Global City, Taguig City, Philippines.

Stockholders who successfully registered can cast their votes *in absentia* through 2GO'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 2GO's website www.2go.com.ph/asm and PSE EDGE.

Bonifacio Global City, Taguig City, 2 March 2023.



ELMER B. SERRANO
Corporate Secretary

Annex A

Rationale for Agenda Items

Agenda Item 3: Approval of Minutes of Annual Stockholders' Meeting held on May 26, 2022

The draft minutes of the annual stockholders' meeting held on May 26, 2022 were posted on 2GO'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 2022 annual stockholders' meeting were likewise timely disclosed to the Securities and Exchange Commission and the PSE.

Agenda Item 4: Approval of Annual Report for 2022

2GO's 2022 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) for the year ended 31 December 2022. 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 2GO. Any stockholder who would like to receive a hard or soft copy of the 2022 Annual Report may do so through the Investor Relations Office. The 2022 Annual Report is also posted on 2GO'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 May 26, 2022 to the date of this year's annual meeting will be subject to stockholders' approval and ratification.

Agenda Item 6: Election of Directors for 2023-2024

Nominees for election as members of the Board of Directors for 2023-2024, 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 2GO'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 2023-2024 will be elected during this year's annual 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 2023. SGV is one of the top auditing firms in the country.

Agenda Item 8: Approval of Merger of 2GO and Special Container and Value Added Services, Inc. (SCVASI), with 2GO as Surviving Entity

The proposed merger of 2GO and its wholly-owned subsidiary SCVASI, with 2GO as surviving entity approved by the Board of Directors on February 22, 2023 will be presented to the stockholders for approval during this year's annual meeting. The merger is proposed to achieve tax efficiency and savings.

Agenda Item 9: Approval of Voluntary Delisting from the Main Board of the PSE

The proposed delisting of 2GO from the Main Board of the PSE approved by the Board of Directors on February 28, 2023 will be presented to the stockholders for approval during this year's stockholders' meeting.