

**NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS
GERMAN-PHILIPPINE CHAMBER OF COMMERCE AND INDUSTRY, INC.**

**TO: Regular Corporate Members
Associate Members
Individual Members**

As approved by the Board of Directors of GERMAN-PHILIPPINE CHAMBER OF COMMERCE AND INDUSTRY, INC. (the "**Chamber**"), please be notified that the Annual General Meeting of the Members of the Chamber shall be held in person on **13 April 2023, Thursday**, at **4:00 p.m.**, at the **Owners' Lounge, 11th Floor, Raffles and Fairmont Makati**, with the following agenda:

1. Call to Order
2. Certification of Quorum
3. Proof of Service of Notice of the Meeting
4. Approval of the Minutes of the Previous Annual General Meeting of the Members
5. Report of the President
6. Outlook of the Executive Director
7. Report of the Treasurer
8. Ratification of all Acts of the Board of Directors and Management for the Year 2022 until the Date of the 2023 Annual General Meeting
9. Appointment of Independent Auditor
10. Other Matters
11. Adjournment

All members who wish to attend the meeting should register by registering on our event website at <https://tinyurl.com/432rkpux> not later than **10 April 2023, Monday, at 10:00 a.m.** to receive their individual confirmation notice that will be sent automatically by the CRM after the registration.

Every member shall have the right to attend Ordinary and Extraordinary General Meetings. Except for General Meetings where there will be an election of directors or where the law or the New By-Laws require a higher quorum,¹ a General Meeting shall have a quorum if at least ten percent (10%) of the members entitled to vote is present or represented. A member entitled to vote that participates through remote communication or *in absentia* shall be deemed present for purposes of quorum.²

Every Regular Corporate Member and every Associate Member who is in good standing shall have (1) vote in any General Meeting.³ Unless otherwise provided by law or the New By-Laws, resolutions shall be adopted by a simple majority of members entitled to vote who are present or represented, provided there is a quorum.⁴

Only Regular Corporate Members and Associate Members of the Chamber who have paid their membership dues before the meeting are entitled to vote. Accordingly, all such members are requested to settle their dues no later than **10 April 2023, Monday, at 10:00 a.m.** Default in the payment of annual membership fees or other dues by any member shall be a ground for suspension of such member's voting and other rights or privileges by the Board of Directors.⁵ The suspended rights and privileges of a delinquent member shall be reinstated upon payment of the annual dues, unless there are other reasons provided in the New By-Laws for suspension of membership rights and privileges.⁶

Should your nominated representative be unable to attend the meeting but would like to be represented thereat, please accomplish the proxy form attached hereto or found at <https://tinyurl.com/432rkpux> and submit the same to the Chamber's Office or email the same to aileen.arao@gpcci.org preferably on **05 April 2023, Wednesday, at 5:00 p.m.**, but not later than **10 April 2023, Monday, 10:00 a.m.**

¹ Article 13, Para. 6, New By-Laws of the Chamber approved by the SEC on 17 March 2021 (the "**New By-Laws**").

² Article 13, Para. 8, New By-Laws.

³ Article 8, Para. 3, New By-Laws.

⁴ Article 13, Para. 7, New By-Laws.

⁵ Article 9, Para. 3, New By-Laws.

⁶ *Id.*

Voting shall be done by proxy or *in absentia* only. A Regular Corporate Member or Associate Member that wishes to vote *in absentia* shall accomplish its ballot and submit the same to the Chamber's Office or email the same to aileen.arao@gpcci.org preferably by **05 April 2023, Wednesday at 5:00 p.m.**, but not later than **10 April 2023, Monday at 10:00 a.m.** Ballots shall be made available to all Regular Corporate Members and Associate Members at <https://tinyurl.com/432rkpux> not later than **5 April 2023**.

All proxy forms and ballots should be properly signed. In view of the ongoing COVID-19 pandemic situation, the Chamber shall allow the use of electronic signatures and the submission of electronic copies of documents.

23 March 2023, at Makati City, Metro Manila.

For the Board of Directors.



NOEL A. LAMAN
Corporate Secretary