

**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 the 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 on **11 April 2024, Thursday** at **2<sup>nd</sup> floor Ballroom of Raffles and Fairmont Hotel, 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 2023 until the Date of the 2024 Annual General Meeting
9. Appointment of Independent Auditor
10. Election of Directors
11. Other Matters
12. Adjournment

All members who wish to attend the meeting should register on our events website at <https://app.glueup.com/event/gpcci-annual-general-meeting-of-members-2024-99774> not later than **8 April 2024, Monday, at 10:00 a.m.** to receive their individual confirmation notice that will be sent automatically by the CRM after the registration. Copies of all materials and handouts to be used during the meeting may be found at <https://app.glueup.com/event/gpcci-annual-general-meeting-of-members-2024-99774>.

The quorum for the election of the members of the Board of Directors shall consist of at least a majority of the members entitled to vote (Regular Corporate Members and Associate Members).<sup>1</sup> A member entitled to vote that participates through remote communication or *in absentia* shall be deemed present for purposes of quorum.<sup>2</sup> Every Regular Corporate Member and every Associate Member who is in good standing shall have (1) vote in any General Meeting.<sup>3</sup> 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.<sup>4</sup>

Nominations for election to the Board of Directors, each duly signed by a proposer and a seconder, shall be submitted in writing to the Executive Director, at the Chamber's office at the **8/F DÖHLE HAUS MANILA, 30-38 SEN. GIL PUYAT AVENUE, BARANGAY SAN ISIDRO, MAKATI CITY, METRO MANILA** (the "**Chamber's Office**") or emailed to [kat.rodriguez@gpcci.org](mailto:kat.rodriguez@gpcci.org) at least nine (9) business days prior to the date of the Ordinary General Meeting for the election of directors,<sup>5</sup> or on or before **25 March 2024, Monday**, at

<sup>1</sup> Article 13, Para. 6, New By-Laws of the Chamber approved by the Securities and Exchange Commission on 17 March 2021 (the "**New By-Laws**").

<sup>2</sup> Article 13, Para. 8, New By-Laws.

<sup>3</sup> Article 8, Para. 3, New By-Laws.

<sup>4</sup> Article 13, Para. 7, New By-Laws.

<sup>5</sup> Article 14, Para.5(a), New By-Laws.

**12:00 p.m.** Please note that only Regular Corporate Members and Associate Members, through their designated representatives, shall be entitled to be voted as Directors of the Board.<sup>6</sup> For nominations, please accomplish the Nomination Form enclosed herewith or found at <https://app.glueup.com/event/gpcci-annual-general-meeting-of-members-2024-99774>.

Only Regular Corporate Members and Associate Members of the Chamber in good standing shall have the right to vote at the Annual General Meeting. Accordingly, all members who have not paid their annual membership fees and other dues are hereby requested to settle the same on or before **1 April 2024, Monday, at 12:00 p.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.<sup>7</sup> 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.<sup>8</sup>

Should your nominated representative be unable to attend the meeting, but would like to be represented thereat, please accomplish the Proxy Form enclosed herewith or found at <https://app.glueup.com/event/gpcci-annual-general-meeting-of-members-2024-99774> and submit the same to the Chamber's Office or email the same to [kat.rodriquez@gpcci.org](mailto:kat.rodriquez@gpcci.org) not later than **3 April 2024, Wednesday at 10:00 a.m.**

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 [kat.rodriquez@gpcci.org](mailto:kat.rodriquez@gpcci.org) not later than **5 April 2024, Friday, at 10:00 a.m.** Ballots shall be made available to all Regular Corporate Members and Associate Members at <https://app.glueup.com/event/gpcci-annual-general-meeting-of-members-2024-99774> not later than **27 March 2024.**

All Nomination Forms, Proxy Forms and Ballots should be properly signed. The Chamber shall allow the use of electronic signatures and the submission of electronic copies of documents.

23 February 2024, at Makati City, Metro Manila.

For the Board of Directors.

  
NOEL A. LAMAN  
Corporate Secretary

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<sup>6</sup> Article 8, Para. 4, New By-Laws.

<sup>7</sup> Article 9, Para. 3, New By-Laws.

<sup>8</sup> *Id.*