

EXPLANATION OF AGENDA ITEMS

The following are the Rules of Conduct and Procedures for the meeting:

- Stockholders who intend to attend and participate in the meeting via remote communication and to exercise their vote in absentia must notify the Company by email at asm2022@ipeople.com.ph, on or before July 19, 2022. After verification of the email request, the link to the live webcast of the meeting and the proxy form shall be sent to the indicated email address of the registered stockholder.
- Stockholders may vote by appointing a proxy. Stockholders voting by proxy shall submit via email the duly accomplished proxies for examination, validation and recording no later than 5:00 pm of July 19, 2022 to the Office of the Corporate Secretary at asm2022@ipeople.com.ph.
- Pursuant to Sections 57 and 23 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020, the Company has set up a registration and voting mechanism which may be accessed by the stockholders to participate and vote *in absentia* on the agenda items presented for resolution at the meeting, as detailed in the Annex A and Annex B to the Information Statement. A stockholder who votes in absentia shall be deemed present for purposes of quorum.
- The items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the outstanding voting stock, voting through a proxy or voting electronically by remote communication or *in absentia*.
- Each of the proposed resolutions or items in the Agenda will be shown on the screen as the same is taken up at the meeting.
- Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his/her votes.
- The Company's stock transfer agent will tabulate, verify and validate all votes received.
- The Corporate Secretary shall report the results of voting during the meeting.
- Stockholders may email to asm2022@ipeople.com.ph relevant questions or comments to matters to be taken up, on or before the time of the meeting. The Company will endeavor to answer all questions submitted prior to and in the course of the meeting, or separately through the Company's Investor Relations Office within a reasonable period after the meeting. Stockholders are advised to send questions early to be assured that these will be taken up in time.
- The webcast will be recorded and will be posted on the Company's website after the meeting.

1. **Call to Order**

The Chairperson will formally open the meeting at 4:15 P.M.

2. **Certification of Notice and Quorum**

The Corporate Secretary will certify that copies of the Notice of Meeting were duly published in the business section of two (2) newspapers of general circulation and will certify the number of shares represented in the meeting, for the purpose of determining the existence of quorum to validly transact business.

3. **Approval of Minutes of the Annual Stockholders' Meeting held on July 30, 2021**

The copy of the minutes of the last Annual Stockholders' Meeting held on July 30, 2021 is attached to the Information Statement. It is also posted on the Company's website, at <https://ipeople.com.ph/wp-content/uploads/2021/08/iPeople-Minutes.ASM-30-July-2021.pdf>. A resolution approving the minutes will be presented to the stockholders for approval.

4. **Approval of the Management Report and the Audited Financial Statements for 2021**

The Company Chairman and Chief Executive Officer, Dr. Reynaldo B. Vea, will deliver a report to the stockholders on the Company's performance for the year 2021 and year-to-date activities. A copy of the Audited Financial Statements ("AFS") of the Company for the year ended December 31, 2021 (as audited by SyCip, Gorres, Velayo & Co.) is incorporated in the Information Statement. A resolution noting the report and approving the 2021 AFS will be presented to the stockholders for approval.

5. **Ratification and confirmation of the acts, resolutions and proceedings of the Board of Directors, the various Committees, and the Management of the Company from the date of the last annual stockholders' meeting until the date of this meeting**

The acts and resolutions of the Board of Directors, the various Committees, and the Management of the Company were those taken or adopted from the date of the last annual stockholders' meeting until the date of this meeting. They include the approval of agreements, projects, investments, treasury-related matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of Management were those taken to implement the resolutions of the Board of Directors or its Committees and those taken in the general conduct of business. A resolution on this agenda item will be presented to the stockholders for approval.

6. **Election of Directors for 2022-2023**

Any stockholder may submit to the Corporate Governance, Nomination and Related Party Transactions Committee nominations to the Board of Directors no later than May 13, 2022. The Corporate Governance, Nomination and Related Party Transactions Committee will determine whether the nominees for Directors, including the nominees for Independent Directors, have all the qualifications and none of the disqualifications to serve as members of the Board of Directors before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board will be included in the Information Statement.

It may be noted, however, that while the Company is guided by the SEC's mandatory term limits for independent directors as provided for in SEC Memorandum Circular No. 4 (Series of 2017), two (2) of the independent director nominees, Mr. Renato C. Valencia and Mr. Cesar A. Buenaventura, OBE, are already serving a cumulative term of nine (9) years as reckoned from the year 2012. Nonetheless, the Company proposes the re-election and retention of Mr. Valencia and Mr. Buenaventura as independent directors. Meritorious justification for their retention/extension are provided in Item 5 of the Information Statement.

The Corporate Secretary will present the names of the persons who have been duly nominated for election as directors of the Company. The voting procedure is set forth in the Information Statement.

7. Appointment of External Auditor

The Audit Committee shall endorse to the stockholders the re-appointment SyCip Gorres Velayo & Co. as external auditor of the Company for the ensuing year. A resolution for the appointment of the external auditor will be presented to the stockholders for approval.

8. Other Matters

The Chairperson will open the floor for comments and questions from the stockholders. Stockholders may raise matters or issues that may be properly taken up at the meeting.