

**NOTICE OF THE 2017 ANNUAL STOCKHOLDERS' MEETING
OF
DFNN, INC.**

Notice is hereby given that the 2017 Annual Meeting of the Stockholders of **DFNN, INC.** will be held on July 28, 2017 at 2:00 P.M. at the Wack Wack Golf and Country Club, Old Wack Wack Road, Mandaluyong City, Metro Manila, Philippines

The agenda of the Annual Meeting of the Stockholders are as follows.

- I. Call to Order
- II. Invocation
- III. Certification of Notice and Quorum
- IV. The approval of the minutes of the previous meeting held on October 29, 2015
- V. The approval of the annual report and audited financial statements as of December 31, 2016
- VI. The approval / ratification of the acts, contracts, investments, and resolutions of the Board of Directors and Management of DFNN since the annual meeting of the stockholders held on October 29, 2015
- VII. Election of members of the Board of Directors
- VIII. Appointment of External Auditor
- IX. Approval of subscription by Excel Century Investment Limited and/or its nominees, designees and assignees to 74,877,694 common shares
- X. Approval of the increase in the authorized capital stock from Five Hundred Million Pesos (₱500,000,000.00) composed of Four Hundred Million (400,000,000) common shares with par value of One Peso (₱1.00) per share and One Hundred Million (100,000,000) preferred shares with par value of One Peso (₱1.00) per share to One Billion Pesos (₱1,000,000,000.00), composed of Nine Hundred Million (900,000,000) common shares with par value of One Peso (₱1.00) per share and One Hundred Million (100,000,000) preferred shares with par value of One Peso (₱1.00) per share and the corresponding amendment to Article Seventh of the Articles of Incorporation
- XI. Approval of the amendment to Article II, Section 1 of the By-Laws changing the date of the annual meeting from March to July
- XII. Other Matters
- XIII. Adjournment

SECURITIES AND EXCHANGE
COMMISSION

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BY: *Shunf* TIME: 4:47

The Board of Directors has fixed June 28, 2017 as the record date for determination of the stockholders entitled to notice of and vote at such meeting and any adjournment thereof.

Taguig City, Metro Manila.

MANUEL Z. GONZALEZ
Corporate Secretary