

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To our stockholders:

Please be informed that the Annual Stockholders' Meeting of **DA VINCI CAPITAL HOLDINGS, INC. ("DAVIN" or the "Company")** will be on May 28, 2021, 10:00 am, via Zoom or any secured online platform.

AGENDA

- a. Call to Order
- b. Certification of Notice and Quorum
- c. Review and Approval of the Minutes of the Annual Stockholders' Meeting held on November 20, 2020
- d. Annual Report of Management and Approval of the Audited Financial Statements for 2020
- e. Ratification of Acts of the Board of Directors and Management since the Last Annual Meeting of Stockholders
- f. Approval of Amendment of the Company's Articles of Incorporation and By-Laws
 1. Amendment of Corporate Name
 2. Amendment of Primary and Secondary Purposes
 3. Amendment of Corporate term
 4. Change in Par Value of Common shares
 5. Increase of Authorized Capital Stock, and Delegation to the Company's Board of Directors of the authority to determine the manner of subscription and the subscriber/s of the increase in authorized capital stock.
- g. Top-Up Plan for the Fractional Shares Resulting from the Proposed Increase in Authorized Capital Stock
- h. Ratification of Rescission of Subscription Contract between Da Vinci Capital Holdings, Inc. and Invescap Incorporated
- i. Issuance of up to 11,250,000,000 Common Shares of Da Vinci Capital Holdings, Inc. pursuant to the Share Swap Transaction with Cosco Capital Inc.
- j. Waiver by the Minority Stockholders of the Requirement to Conduct a Rights Offering on the Issuance of up to 11,250,000,000 Da Vinci Common Shares to Cosco Capital, Inc. for the Share Swap Transaction
- k. Approval of the Issuance of up to 3,000,000,000 Da Vinci Common Shares pursuant to DAVIN's Follow-on Public Offering ("FOO") Program
- l. Election of Directors Including Independent Directors
- m. Re-Appointment of External Auditor and Fixing its Remuneration
- n. Other Matters
- o. Adjournment

Each agenda item for approval is explained in the Information Statement, with brief description in the attached “***Explanation of Agenda Items***” and the “***Amended Comprehensive Corporate Disclosure***” as published on the PSE website on March 31, 2021, copy of which is hereto attached as ***Annex “C”***. Only stockholders on record as of May 3, 2021 are entitled to notice and vote in the meeting.

Considering the COVID 19 pandemic, the stockholders may only participate in the meeting by remote communication, *in absentia* or by appointing the Chairman of the meeting as their proxy. Stockholders of record who wish to participate in the meeting via remote communication and cast their votes *in absentia* shall notify the office of the Corporate Secretary at [http://corporate.governance.davinci@gmail.com](mailto:corporate.governance.davinci@gmail.com), and submit the requirements no later than May 24, 2021. For the detailed instructions and procedures to be followed in participating *in absentia* or by remote communication in the meeting, please see ***Annex “B” (Guidelines in Participating via Remote Communication and Voting in Absentia)*** of the Information Statement.

The Information Statement will be accessible on the Company Disclosure in DAVIN’s website at www.davincicapital.com.ph starting May 3, 2021.

The stockholders who are attending by proxies should e-mail their duly accomplished proxies to [http://corporate.governance.davinci@gmail.com](mailto:corporate.governance.davinci@gmail.com) on or before May 24, 2021, 5:00 pm. Stockholders of record may download and print the proxy form from the Company Disclosures in DAVIN’s website at <http://www.davincicapital.com.ph>. Successfully registered stockholders can cast their votes and will be provided access to the live streaming of the meeting. The Company’s stock transfer agent will validate the votes on May 25, 2021, 1:00 pm, at the office of the Assistant Corporate Secretary, Tabacalera Building, No. 900 Romualdez St., Paco, Manila, 1007.

SIGNED

Candy H. Dacanay - Datuon
Assistant Corporate Secretary

EXPLANATION OF AGENDA ITEMS

1. Call to Order

The Chairman of the meeting, Mr. Lucio L. Co, will welcome the stockholders and formally open the meeting at 10:00 am.

2. Certification of Notice and Quorum

The Assistant Corporate Secretary, Ms. Candy H. Dacanay - Datuon, will certify that notices to stockholders were duly sent, and there is a quorum to transact business.

3. Review and Approval of the Minutes of the Annual Stockholders' Meeting held on November 20, 2020

The minutes of the meeting held on November 20, 2020 are available at DAVIN's website, www.davincicapital.com.ph

4. Annual Report of Management and Approval of the Audited Financial Statements for 2020

The President, Mr. Jose Paulino L. Santamarina, will report on the performance of DAVIN in 2020 and the outlook for 2021.

5. Ratification of Acts of the Board of Directors and Management since the Last Annual Meeting of Stockholders

The actions of the Board and its Committees were those taken and adopted since the annual stockholders' meeting on November 20, 2020 until May 28, 2021. They include the approval of agreements, projects, investments, and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of the officers were those taken to implement the resolutions of the Board or its Committees or made in the general conduct of business.

6. Approval of Amendment of DAVIN's Articles of Incorporation and By-Laws

A resolution on the amendments of Articles of Incorporation and By-laws, particularly on the changes in name, purpose, term, and the par value of common shares to PhP 0.10 per share, as well as, the reclassification of the authorized preferred shares to common shares, and the increase of authorized capital stock- common shares of the Company to PhP 2 billion divided into Twenty (20) billion common shares, will be presented for the approval by the stockholders representing at least two thirds (2/3) of the outstanding capital stock of the Company.

The delegation to the Board of Directors of the authority to determine the manner of subscription and the subscriber/s of the increase of authorized capital stock-common shares will also be presented for the approval of the stockholders, including majority of the minority of the stockholders.

7. Top-up Plan for the Fractional Shares Resulting from the Proposed Increase in Authorized Capital Stock

Approval by the stockholders of the: (a) offer by Cosco Capital, Inc. to settle, on behalf of the affected stockholders holding fractional shares, the difference between the par value of one (1) full share and the value of a fractional share (the "Top-Up Plan"); (b) delegation of authority to the Board of Directors or management to formulate necessary guidelines for the implementation of the Top-up Plan including the terms and conditions of the transaction documents, as well as the issuance of corresponding common shares out of DAVIN's authorized capital stock; and

(c) authority to apply for listing with the Philippine Stock Exchange all the common shares to be issued by DAVIN pursuant to the Top-up Plan.

8. Ratification of Rescission of Subscription Contract between DAVIN and Invescap Incorporated

On March 29, 2021, the Board of Directors of DAVIN approved the rescission of the Subscription Contract which was mutually agreed by the parties. The Board of Directors, after evaluating the transaction structure and discussing with its advisers, found that rescinding the Invescap subscription will streamline the process by eliminating unnecessary steps, create better efficiencies and optimize the structure that will: (1) facilitate the implementation and early completion of the share swap transaction; (2) allow DAVIN to create better value for all of its shareholders, including its public shareholders, that is less dilutive to the minority; and (3) provide DAVIN sufficient available unissued shares that will allow it to immediately act on capital raising opportunities when market conditions are optimal.

The rescission of the Subscription Contract will be presented by DAVIN to the stockholders for approval.

9. Issuance of up to 11,250,000,000 Common Shares of DAVIN Pursuant to the Share Swap Transaction with Cosco Capital Inc.

Authority for DAVIN to enter into a Deed of Exchange of Shares with and issue up to 11,250,000,000 common shares of stock to Cosco Capital, Inc. at PhP2.00 per share, and in exchange and as consideration thereof, Cosco Capital, Inc. shall assign 100% of its shares in the following unlisted companies in favor of DAVIN, for the purpose of supporting the increase in authorized capital stock of DAVIN:

- (1) Montosco, Inc.
- (2) Meritus Prime Distributions, Inc. and
- (3) Premier Wine and Spirits, Inc.

The details of the issuance are discussed in the Amended Comprehensive Corporate Disclosure (“CCD”) filed by DAVIN pursuant to the transaction.

10. Waiver by the Minority Stockholders of the Requirement to Conduct a Rights Offering on the Issuance of up to 11,250,000,000 DAVIN Common Shares to Cosco Capital, Inc. for the Share Swap Transaction

Approval by the minority stockholders of the waiver to conduct a rights offering on the 11,250,000,000 common shares subject of the proposed Share Swap Transaction with Cosco Capital, Inc.

Considering that the subscribers to the aforementioned transactions are classified as related parties, the aforementioned waiver must be confirmed by a majority vote representing the outstanding shares held by the minority stockholders present or represented in the meeting (Article V, Section 5 of the Consolidated Listing and Disclosure Rules of the Philippine Stock Exchange).

11. Approval of the Issuance of up to Three (3) Billion DAVIN Common Shares Pursuant to DAVIN’s Follow-on Public Offering (“FOO”) Program

Approval by the stockholders representing at least a majority of the outstanding capital stock will be sought to issue up to three (3) billion common shares pursuant to the planned FOO of DAVIN shares.

12. Election of Directors Including Independent Directors

The Chairman of the meeting will announce the names of the nominees for the election of directors and will open the floor for stockholders' voting.

13. Re-Appointment of External Auditor and Fixing its Remuneration

A resolution for the appointment of R.G. Manabat & Co. (KPMG) and its proposed remuneration as External Auditor of the Company for year 2021 will be presented to the stockholders.

14. Other Matters

The Chairman will open the floor for any question from the stockholders.