

NOTICE OF SPECIAL STOCKHOLDERS' MEETING

To our stockholders:

Please be informed that the Special Stockholders' Meeting of **DA VINCI CAPITAL HOLDINGS, INC.** ("**DAVIN**") will be on April 8, 2021, 10:00 am, via Zoom or any secured online platform.

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Top-Up Plan for the Fractional Shares Resulting from the Proposed Increase in Authorized Capital stock
4. Subscription by Invescap Incorporated
5. Share Swap Transaction with Cosco Capital, Inc.
6. Waiver of Rights Offering on the Subscription of Shares by Invescap Incorporated and Cosco Capital, Inc.
7. Follow-on Public Offering ("FOO") Program
8. Other Matters
9. Adjournment

Each agenda item for approval is explained in the Information Statement, with brief description in the attached "**Explanation of Agenda Items**" and the "**Comprehensive Corporate Disclosure and its Amendment**" as published on the PSE website on March 3 and March 10, 2021, copy of which is hereto attached as Annex "C" and "D". Only stockholders on record as of **March 8, 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, and submit the requirements no later than April 5, 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 the company's website at www.davincicapital.com.ph starting March 16, 2021.

The stockholders who are attending by proxies should e-mail their duly accomplished proxies to http://corporate.governance.davinci@gmail.com on or before April 5, 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 April 7, 2021, 1:00 pm, at the office of the Corporate Secretary, Tabacalera Building, No. 900 Romualdez St., Paco, Manila, 1007.

Baby Gerlie I. Sacro
Corporate Secretary