



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To all Stockholders:

The annual meeting of the stockholders of **2GO GROUP, INC. (2GO)** will be held on **July 21, 2025, Monday at 2:00 P.M.** The meeting will be conducted virtually and voting conducted *in absentia* through 2GO's secure online voting facility.

Agenda:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Meeting of Stockholders held on April 18, 2023 and the Special Meeting of Stockholders held on November 6, 2023
4. Approval of Annual Reports for 2023 and 2024
5. Approval and Ratification of the Acts of the Board of Directors and Management
6. Election of Directors for 2025-2026
7. Amendment of the Seventh Article of the Articles of Incorporation to:
 - a. Decrease the authorized capital stock from Php4,074,908,000.00, divided into: (a) 4,070,343,670 common shares and, (b) 4,564,330 redeemable preferred shares, each with a par value of Php1.00 per share, to Php4,070,340,000.00 divided into 4,070,340,000 common shares; and
 - b. Increase the par value of common shares from Php1.00 to Php1,000.00 per share
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

The Board of Directors has fixed **June 15, 2025** as the record date for the determination of stockholders entitled to the notice of, participation via remote communication, and voting *in absentia* at such meeting and any adjournment thereof.

The annual meeting will be streamed live, and stockholders may attend the meeting by registering via email at corporatesecretary@2go.com.ph and submitting the supporting documents listed in the attached ***"Guidelines for Participation via Remote Communication and Voting in Absentia"*** as appended to the Definitive Information Statement labeled as **Schedule A** until **July 10, 2025**. All information submitted shall be verified and validated by the Corporate Secretary.

Stockholders who wish to cast votes through a proxy may accomplish the proxy form (which need not be notarized) and submit the duly accomplished and signed proxy forms on or before **July 10, 2025**. To facilitate submission, scanned forms may first be sent electronically through corporatesecretary@2go.com.ph with hard copies to be submitted to the Office of the Corporate Secretary at the 1105, Tower 2 High Street South Corporate Plaza, 26th Street, Bonifacio Global City, Taguig City, Philippines.

Stockholders who successfully registered will receive a confirmation email from the Office of the Corporate Secretary with the ballot form and access to the meeting that will be held virtually. The ***"Guidelines for Participation via Remote Communication and Voting in Absentia"***, electronic copies of the Information Statement with Management Report, SEC Form 17-A, and other pertinent documents related to 2GO's 2025 ASM will be posted in 2GO's website at <https://2go.com.ph>.

Bonifacio Global City, Taguig City, 27 June 2025.



ELMER B. SERRANO
Corporate Secretary *EO*

Annex A

Rationale for Agenda Items

Agenda Item 3: Approval of Minutes of Annual Stockholders' Meeting held on April 18, 2023 and Special Stockholders' Meeting held on November 6, 2023

The draft minutes of the annual stockholders' meeting held on April 18, 2023 and the special stockers' meeting held on November 6, 2023 were posted on 2GO's website within twenty-four (24) hours from adjournment of the meeting. These minutes are subject to stockholders' approval during this year's stockholders' meeting. Results of these stockholders' meeting were likewise timely disclosed to the Securities and Exchange Commission and the PSE, as may be applicable.

Agenda Item 4: Approval of Annual Reports for 2023 and 2024

2GO's 2023 and 2024 performance results have been duly summarized in the 2023 and 2024 Annual Reports, which includes the Audited Financial Statements (AFS) for the years ended 31 December 2023 and 31 December 2024, respectively. The AFS, as audited by the external auditor Sycip Gorres Velayo & Co. (SGV) which expressed an unqualified opinion therefor, have been reviewed and approved by the Audit Committee and the Board of Directors of 2GO. Any stockholder who would like to receive a hard or soft copy of the 2024 Annual Report may do so through the Investor Relations Office. The 2023 and 2024 Annual Reports are also posted on 2GO's website.

Agenda Item 5: General Ratification of Acts of the Board of Directors, Board Committees and Management during Term

Actions and proceedings of the Board of Directors, the Board Committees, and the Management during their term or from the last Annual Meeting held on April 18, 2023 to the date of this year's annual meeting will be subject to stockholders' approval and ratification.

Agenda Item 6: Election of Directors for 2025-2026

Nominees for election as members of the Board of Directors for 2025-2026, including the independent directors, have been pre-qualified by the Corporate Governance Committee. The nominees' proven competence, expertise and qualifications based on current regulatory standards, will help sustain 2GO's solid performance for the benefit of all its stockholders. The profiles of the nominees are presented in the Definitive Information Statement for reference. Directors for 2025-2026 will be elected during this year's annual meeting.

Agenda Item 7: Amendment of the Seventh Article of the Articles of Incorporation

In line with the privatization efforts of 2GO, the Board of Directors will endorse to the stockholders for approval the following amendments to the Seventh Article of the Articles of Incorporation:

1. Decrease the authorized capital stock from Php4,074,908,000.00, divided into: (a) 4,070,343,670 common shares and, (b) 4,564,330 redeemable preferred shares, each with a par value of Php1.00 per share, to Php4,070,340,000.00 divided into 4,070,340,000 common shares, with par value of Php1.00 per share; and
2. Increase the par value of the common shares from Php1.00 to Php1,000.00, which will result to an authorized capital stock of Php4,070,340,000.00 divided into 4,070,340 common shares, with par value of Php1,000.00 per share.

Agenda Item 8: Appointment of the External Auditor

Upon recommendation of the Audit Committee, the Board approved and endorses for stockholders' approval the appointment of SGV as external auditor for 2025. SGV is one of the top auditing firms in the country.