



ICTSI 2024 ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the Annual Stockholders' Meeting of International Container Terminal Services, Inc. (ICTSI) will be held and conducted in a virtual platform or online format at **10:00 a.m. on Thursday, April 18, 2024** at <https://www.ictsi.com/2024asm> with the following agenda:

1. Call to order. The call is done to officially open the meeting. on April 18, 2024 at 10:00am.
2. Determination of existence of quorum. The presence of shareholders holding at least the majority of the outstanding shares is required for the existence of a quorum. The Assistant Corporate Secretary will certify that notice was given to the stockholders and there is a quorum for the transaction of business.
3. Approval of the Minutes of the Annual Stockholders' Meeting held on April 20, 2023. A copy of the minutes of the stockholders' meeting is available in the Company website - [Minutes of the April 20, 2023 ICTSI ASM](#) Said minutes record the proceedings at the last stockholders' meeting prior to this meeting.
4. Chairman's Report. The Chairman's Report will present a summary of business operation of the corporation and its subsidiaries during the preceding fiscal year.
5. Approval of the 2023 Audited Financial Statements.
6. Approval/ratification of acts, contracts, investments and resolutions of the Board of Directors and Management since the last Annual Stockholders' Meeting. Said acts, contracts, investments, and resolutions are summarized in Item 15 of the Information Statement (SEC Form 20-IS) made available to the shareholders through the Company website (www.ictsi.com) and PSE Edge and approval thereof by the stockholders is sought.
7. Election of Directors. The profiles and qualifications of the nominees can be found in Item 5 of the SEC Form 20-IS. The directors of the corporation are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting, and until their respective successors have been elected and qualified.
8. Appointment of External Auditors. The appointment of the external auditor named in Item 7 of the SEC Form 20-IS.
9. Other matters. Any other matter, which may be brought to the attention of the stockholders, may be taken up.
10. Adjournment. This is done to officially end the meeting.

The dividend policy of the Corporation is described in the section entitled "Dividends and Dividend Policy" on Annex "A" of the SEC Form 20-IS.

The Board of Directors fixed **March 8, 2024** as the record date for the purpose of determining the Stockholders entitled to notice and to vote at said meeting.

To ensure the safety and welfare of our stockholders, and other stakeholders, ICTSI's Board of Directors has approved on **February 21, 2024**, in accordance with the latest available SEC rules on the conduct of virtual stockholders' meeting, the Annual Stockholders' Meeting will be held online by remote

communication and voting will be *in absentia*. The specific procedures to participate in the meeting, through remote communication, and to vote *in absentia* are set forth in **Appendix “A”** hereof.

Registration to participate in the virtual meeting can be done at <https://ictsi.com/2024asm> from **9:00 a.m. of March 25, 2024 until 5:00 p.m. of April 15, 2024**. For shareholders who will appoint a proxy, the duly accomplished proxy forms must be submitted on or before **5:00 p.m. of April 5, 2024**. Please note that corporate shareholders are required to submit a proxy.

By registering to participate in the virtual stockholders meeting, a stockholder or a proxy or representative of the stockholder agrees that ICTSI, and its service providers, will process their sensitive personal information necessary to verify their identity and authority. Please review the data privacy policy in the registration platform. A stockholder who fails to comply with the registration requirement will not be able to participate in the virtual stockholders’ meeting.

If you are unable to join the meeting but would wish to vote on items in the agenda, you may appoint the Chairman of the meeting as your proxy with specific voting instructions which will be duly counted. Please go through the requirements in Appendix “A” and make sure that you submit your proxy through the registration platform on or before **5:00 p.m. of April 5, 2024**.

The Office of the Corporate Secretary and SGV & Co. will conduct the proxy validation at the Executive Lounge, 4/F ICTSI Administration Building, MICT, South Access Road, City of Manila on **April 12, 2024 at 10:00am**.

A copy of the Information Statement and Management Report for the Annual Stockholders’ Meeting (together with the Audited Financial Statements of the Company as of December 31, 2023) will be available for download using the QR Code below, at the Company's website at www.ictsi.com, and at the PSE Edge.

Manila, February 21, 2024

FOR THE BOARD OF DIRECTORS


BENJAMIN EDISON M. GOROSPE III
Assistant Corporate Secretary



How to Use QR Code:

Step1: Open the QR Scanning App or Camera App from your device’s Home Screen. Control Center, or Lock Screen;

Step 2: Scan the QR code using the App and you will see a notification with a link; and

Step 3: Click on the notification to open the link associated with the QR Code.

APPENDIX “A”

ICTSI ANNUAL STOCKHOLDERS’ VIRTUAL MEETING REQUIREMENTS AND PROCEDURE FOR PARTICIPATION BY REMOTE COMMUNICATION AND VOTING *IN ABSENTIA*

1. The platform for participation through remote communication and voting *in absentia* for the 2024 ICTSI Annual Stockholders’ Virtual Meeting (the “Meeting”) can be found online at <https://www.ictsi.com/2024asm> (the “Platform”).
2. Only ICTSI stockholders as at record date, **March 8, 2024** (the “Stockholders”) can use the Platform to participate in the Meeting through remote communication and vote *in absentia* on the matters in the Agenda, **provided** the Stockholder has (1) complied with the registration requirement, and (2) such registration has passed the validation process.
3. Registration to participate in the Meeting is from **9:00am of March 25, 2024 until 5:00p.m. of April 15, 2024**. For shareholders who will appoint a proxy, duly accomplished proxy must be submitted through the registration platform on or before **5:00 p.m. of April 5, 2024**.
4. Registration Procedure and Requirements (Please note that ICTSI will request for consent to process sensitive personal information pursuant to the Data Privacy Act.)
 - a. Procedure:

To register for the Platform, log on to <https://www.ictsi.com/2024asm> and follow the instructions below. Stockholders should complete the online registration form and submit the same for validation:

 - i. Proceed to <https://www.ictsi.com/2024asm>;
 - ii. Click “Register Now”
 - iii. Carefully read the ICTSI Terms of Use and Data Privacy Statement and the service provider’s End User Terms of Service and Privacy Policy;
 - iv. Indicate consent;
 - v. Choose Stockholder type – (1) Individual Stockholders with Certificated Shares; (2) Individual Stockholders under Broker Account; or (3) Corporate Stockholder (e.g. corporation, association, or partnership);
 - vi. Indicate your full name or the complete corporate name of the Corporation represented;
 - vii. Provide requirements under **item b** below;
 - viii. Click “Submit Registration”;
 - ix. Confirm your email upon receiving a verification email; and
 - x. Create your own password to sign-in into the Platform.

ICTSI and SGV & Co. will evaluate and validate the information and documents furnished and uploaded. After passing the validation process, the Stockholder will receive an email informing them of their registration acceptance.

- b. Requirements:
 - i. For Individual Stockholders with Certificated Shares:
 1. Valid and active email address of Stockholder;
 2. Valid and active mobile phone number of Stockholder;
 3. Scanned copy of the Stockholder’s valid government-issued ID showing photo and personal details (in JPG format with a file size not larger than 12MB); and
 4. Individual stockholders who will appoint a proxy shall, on or before 5:00 p.m. of April 5, 2024:
 - a. upload the signed proxy form (in JPG format with a file size not larger than 12MB); and
 - b. proxy’s valid-government-issued ID showing photo and personal details (in JPG format with a file size not larger than 12MB)
 - ii. For an Individual Stockholder under Broker Account:
 1. Valid and active email address of Stockholder;

2. Valid and active cellular phone number of Stockholder;
3. Broker's Certification on the Stockholder's number of shareholdings (in JPG format with a file size not larger than 12MB).

IMPORTANT: To facilitate the verification of your account, please make sure that you copy ICTSI, through: 2024ASM@ictsi.com; and the stock and transfer agent, STSI, through: rdregala@stocktransfer.com.ph in all email correspondence with your Broker regarding request for Broker's Certification; and

4. Scanned copy of the Stockholder's valid government-issued ID showing photo and personal details, preferably with residential address (in JPG format with a file size not larger than 12MB).

iii. For Corporate Stockholders (e.g. corporation, association, or partnership):

1. Valid and active email address of the Stockholder's Authorized Representative;
2. Valid and active mobile phone number of the Stockholder's Authorized Representative;
3. Scanned copy of the valid government-issued ID showing photo and personal details of Stockholder's Authorized Representative (in JPG format with a file size not larger than 12MB);
4. ID number of the Authorized Representative;
5. Duly accomplished and signed Proxy form must be submitted on or before 5:00 p.m. of April 5, 2024;
6. Upload Board Resolution/ Secretary's Certificate indicating the authority of the authorized representative to act on behalf of the corporate stockholder, or List of Authorized Signatories of the corporate stockholder. In case of a partnership or association, please upload a scanned copy of a certification (signed by a partner of the partnership or duly authorized officer of the association) that the person signing the proxy is duly authorized by the partnership or association.

ICTSI and SGV & Co. will validate the above registration requirements. Stockholders are advised to register as early as possible.

ICTSI reserves the right to request additional information and original signed copies of the documents forming part of the Registration Requirements at a later time.

5. Validation of Registration

- a. Only Stockholders who registered, verified their email, **and** passed the validation process can use the Platform to participate in the Meeting.
- b. After registration and passing the validation process, the Stockholder will receive an email informing them of their registration's acceptance. The username and password are required to access the Meeting on April 18, 2024, at 10:00 a.m. at <https://www.ictsi.com/2024asm>
- c. Stockholders with successful and validated registration may cast their votes until the voting on the agenda item is closed during the Meeting.

6. Voting

All agenda items indicated in the Notice of the Meeting will be set out in the digital absentee ballot and the registered Stockholder may vote as follows:

- a. For all items, except for Election of Directors, the registered Stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the registered Stockholder's shares.
- b. For the Election of Directors, a Stockholder entitled to vote: (i) may vote such number of shares owned by it for as many persons as there are Directors to be elected; or (ii) may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by the number of their shares; or (iii) may distribute them on the same principle among as many candidates as may be seen fit.
- c. The Office of the Corporate Secretary with third party auditor, SGV & Co., will tabulate all votes received and will validate the results.
- d. Except for the Election of Directors, all 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 issued and outstanding voting stock present at the meeting. For the Election of Directors, the top seven (7) nominees with the most number of votes are elected.

7. Participation at the virtual meeting

- a. The Stockholder will be required to enter his/her username and password to enter the system and access the Meeting on April 18, 2024 at 10:00 a.m. at <https://www.ictsi.com/2024asm>. For any technical difficulties, the Stockholder should call the platform provider's support hotline at +639696022100 to remedy the matter.
- b. The Platform will allow participants to send questions, motions, secondments, and other comments during the Meeting. However, to ensure a productive and orderly Meeting, Stockholders are encouraged to send their questions relating to items in the agenda of the Meeting on or before April 15, 2024 by email at 2024ASM@ictsi.com. Relevant questions will be answered by concerned officers during the Meeting.
- c. A link to the recorded webcast of the Meeting will be posted on ICTSI's website after the Meeting.

For any questions or inquiries, including request for assistance in the registration process, please contact our Office of the Corporate Secretary through bgorospe@ictsi.com and legalgroup@ictsi.com.