

HERITAGE PARK MANAGEMENT CORPORATION

NOTICE OF ANNUAL CERTIFICATEHOLDERS' MEETING

TO ALL CERTIFICATEHOLDERS:

Please be informed that the Annual Certificateholders' Meeting of HERITAGE PARK MANAGEMENT CORPORATION ("HPMC") shall be held on 30 June 2021, Wednesday, at 9:30 a.m. and conducted through remote communication via secure online meeting platform (Zoom) for the following purposes:

A G E N D A¹

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Certificateholders' Meeting held on 30 March 2017 and 12 November 2019
4. Report of the President
5. Approval of the Audited Financial Statements of the Corporation and the Perpetual Care Fund as of 31 December 2017, 31 December 2018, 31 December 2019, and 31 December 2020
6. Ratification of all acts, resolutions, and proceedings of the Board of Trustees and of Management from 30 March 2017 to 30 June 2021
7. Election of Trustees
8. Appointment of External Auditor
9. Amendment of Article III of the Articles of Incorporation
 - 9.1. Change of Principal Office Address from "Municipality of Taguig, Metro Manila" to "2/F Corporate Building, Bayani Road, Fort Bonifacio, Barangay Western Bicutan, Taguig City 1630"
10. Amendments of the By-Laws to conform to the Revised Corporation Code of the Philippines, the Corporation's current operations, change of principal office address, and correct typographical errors
11. Delegation to the Board of Trustees the power to amend the Heritage Park Master Development Plan
12. Other Matters
13. Adjournment

The Board of Trustees of HPMC has fixed the RECORD DATE for certificateholders entitled to vote at this annual meeting to be on 30 April 2021.

In the light of the COVID-19 pandemic and to ensure the welfare and safety of our certificateholders, the 2021 Annual Certificateholders' Meeting of HPMC will be conducted virtually. Certificateholders of Record may attend/participate via proxy, remote communication or vote in absentia. For the detailed registration and voting procedures, please visit www.heritagememorialpark.com.ph and refer to the "Guidelines for Participation via Remote Communication and Voting in Absentia and through Proxy".

Certificateholders who wish to participate in the meeting through remote communication and vote in absentia should notify the Office of the Corporate Secretary through a Letter of Intent to be sent via e-mail to heritageparkACM2021@rmmi.com.ph **on or before 9 June 2021**. The Letter

¹ See next page for the explanation for each agenda item.

of Intent Form can be downloaded at www.heritagememorialpark.com.ph. Validated certificateholders will be provided access to the live streaming of the meeting.

HPMC is not soliciting for proxies. Certificateholders who are unable to join the meeting but wish to vote on items in the agenda by proxy must submit their duly accomplished proxy forms via email to heritageparkACM2021@rmmi.com.ph, **not later than 21 June 2021.**

Certificateholders may submit their nominee(s) for the Board of Trustees through a duly accomplished Nomination Form with the written conformity by the nominee(s) to the Office of the Corporate Secretary via email to heritageparkACM2021@rmmi.com.ph **on or before 9 June 2021.** The list of nominees will be posted at www.heritagememorialpark.com.ph on 14 June 2021. The Nomination Form can be downloaded at www.heritagememorialpark.com.ph. The participating Certificateholders or proxies shall receive a link of the HPMC's secure online voting facility. Certificateholders can cast their votes **on or before 21 June 2021.** All votes cast shall be subject to validation.

Certificateholders may send their queries and comments to the items in the Agenda to the Office of the Corporate Secretary via email to heritageparkACM2021@rmmi.com.ph **on or before 21 June 2021.**

The Notice, Agenda, Proxy, Minutes of the Annual Certificateholders' Meeting held on 30 March 2017 and 12 November 2019, respectively, Audited Financial Statements of the Corporation and the Perpetual Care Fund as of 31 December 2017 up to 31 December 2020, Summary of the Proposed Amendments to the By-Laws and other information related to the Annual Certificateholders' Meeting can be accessed at www.heritagememorialpark.com.ph.

Very truly yours,

ARSENIO C. CABRERA, JR.
Corporate Secretary

EXPLANATION OF AGENDA ITEMS

1. Call to Order

The Chairman of the Corporation, Mr. Gregorio D. Garcia III, will call the Annual Certificateholders' Meeting ("ACM") to order.

2. Certification of Notice and Quorum

The Corporate Secretary, Atty. Arsenio C. Cabrera, Jr., will certify that pursuant to Article II, Section 2.4 of the By-Laws of the Corporation, notices of the ACM were duly sent to all certificateholders of the Corporation as of record date at least two (2) weeks prior to the date of the meeting.

Copy of the ACM Notice is posted at the Corporation's website, www.heritagememorialpark.com.ph.

The Corporate Secretary will thereafter certify the existence of a quorum upon determination of the presence of the certificateholders of record, in person or by proxy, representing a majority of the outstanding Heritage Park Investment Certificates ("HPICs") with voting rights.

Except for the approval to the amendment of the Article III of the Articles of Incorporation of the Corporation which requires affirmative vote of at least two-thirds (2/3) of the outstanding HPICs with voting rights and the amendments of the By-Laws of the Corporation which require affirmative vote of at least majority of the outstanding HPICs with voting rights, all the items in the agenda requiring approval by the certificateholders will need the affirmative vote of certificateholders representing at least a majority of the outstanding HPICs with voting rights present at the ACM. Pursuant to Article XIII, Section 13.2 of the By-Laws of the Corporation, each and every Certificateholder shall be entitled to one (1) vote per plot, such that a Lawn Certificate represents one (1) vote, a Garden Certificate represents eight (8) votes and an Estate Certificate represents sixteen (16) votes.

3. Approval of the Minutes of the Annual Certificateholders' Meeting held on 30 March 2017 and 12 November 2019

The Minutes of the Annual Certificateholders Meeting(s) held on 30 March 2017 and 12 November 2019 are posted at the Corporation's website, www.heritagememorialpark.com.ph.

A resolution approving the Minutes will be presented for approval by affirmative vote of the certificateholders representing at least a majority of the outstanding HPICs with voting rights that are present or represented at the meeting.

4. Report of the President

The President, Mr. Monico V. Jacob, will render the Report of the President to the certificateholders (a) which provides the highlights of the performance and operations of the Corporation in 2017-2020; and (b) the plans of operations for the foreseeable future.

A resolution noting and approving the President's Report will be presented for approval by affirmative vote of the certificateholders representing at least a majority of the outstanding HPICs with voting rights that are present or represented at the meeting.

5. Approval of the Audited Financial Statements of the Corporation and the Perpetual Care Fund as of 31 December 2017, 31 December 2018, 31 December 2019, and 31 December 2020

Copies of the audited financial statements of the Corporation and the Perpetual Care Fund as of 31 December 2017 up to 31 December 2020 ("AFS") are posted at the Corporation's website, www.heritagememorialpark.com.ph.

A resolution noting and approving the AFS will be presented for approval by affirmative vote of the certificateholders representing at least a majority of the outstanding HPICs with voting rights that are present or represented at the meeting.

6. Ratification of all acts, resolutions, and proceedings of the Board of Trustees and of Management from 30 March 2017 to 30 June 2021

A summary of the acts, resolutions, and proceedings performed by the Board of Trustees and of Management from 30 March 2017 to 19 May 2021, are posted at the Corporation's website, www.heritagememorialpark.com.ph.

A resolution approving, confirming and ratifying all the acts, resolutions, and proceedings of the Board of Trustees and of Management will be presented for approval by affirmative vote of the certificateholders representing at least a majority of the outstanding HPICs with voting rights that are present or represented at the meeting.

7. Election of Trustees

Article III, Section 3.2 of the By-Laws of the Corporation provides that the "Board of Trustees shall have seven (7) members composed of a Chairman, who shall be the Chairman of the Board of Directors of the Bases Conversion Development Authority (BCDA), and six (6) members who shall be elected by the Certificateholders."

Article III, Section 3.3 of the Corporation's By-Laws provides that the "six (6) elective members of the Board of Trustees shall be elected for a term of three (3) years."

The Nomination Committee, which was created by the Board of Trustees and designated the members, namely: Atty. Arsenio C. Cabrera, Jr, Mr. Carlo L. Rieza, and Ms. Anita C. Rodriguez during its meeting held on 31 March 2021, will determine whether the nominees for trustees have all the qualifications and none of the disqualifications as a member of the Board of Trustees. A final list of nominees will then be presented to the Certificateholders for election. The Nomination Committee shall supervise the validation and tallying of votes.

The Chairman of the BCDA, together with the six (6) nominees receiving the highest number of votes, will be declared elected as trustees to serve for a term of three (3) years and until the election and qualification of their successors.

8. Appointment of External Auditor

A profile of the current external auditor, Perez, Sese, Villa & Co., is posted at the Corporation's website, www.heritagememorialpark.com.ph.

Management recommends the appointment of Perez, Sese, Villa & Co as the external auditor of the Corporation and the Perpetual Care Fund.

A resolution approving the appointment of the external auditor will be presented for approval by affirmative vote of the certificateholders representing at least a majority of the outstanding HPICs with voting rights that are present or represented at the meeting.

9. Amendment of the Article III of the Articles of Incorporation

9.1 *Change of Principal Office Address from "Municipality of Taguig, Metro Manila, Philippines" to "2/F Corporate Building, Bayani Road, Fort Bonifacio, Barangay Western Bicutan, Taguig City 1630"*

In compliance with the Securities and Exchange Commission Memorandum Circular No. 6, Series of 2014 dated 20 February 2014, the Corporation is required to amend Article III of the Articles of Incorporation to change its principal office address from "Municipality of Taguig, Metro Manila, Philippines" to "2/F Corporate Building, Bayani Road, Fort Bonifacio, Barangay Western Bicutan, Taguig City 1630".

Resolutions approving the amendment of the Article III of the Articles of Incorporation will be presented for the approval by the affirmative vote of the certificateholders representing at least two-thirds (2/3) of the Corporation's issued and outstanding HPICs with voting rights.

10. Amendments of the By-Laws to conform to the Revised Corporation Code of the Philippines, the Corporation's current operations, change of principal office address, and correct typographical errors

The details of the proposed amendments to the By-Laws are posted at the Corporation's website, www.heritagememorialpark.com.ph.

Resolutions approving the amendments to the By-Laws to conform to the Revised Corporation Code of the Philippines, the Corporation's current operations, change of principal office address, and correct typographical errors will be presented for the approval by the affirmative votes of the certificateholders representing at least majority of the Corporation's issued and outstanding HPICs with voting rights.

11. Delegation to the Board of Trustees the power to amend the Heritage Park Master Development Plan

Resolutions approving delegation to the Board of Trustees the power to amend the Heritage Park Master Development Plan will be presented for approval by affirmative vote of the certificateholders representing at least a majority of the outstanding HPICs with voting rights that are present or represented at the meeting.

12. Other Matters -

Consideration of such other business as may properly come before the meeting.

Any relevant questions or comments received by the Office of the Corporate Secretary via email on or before 21 June 2021 given to registered certificateholders shall be properly acknowledged, noted and addressed, accordingly.

13. Adjournment

Upon confirmation by the Corporate Secretary that there are no other matters to be considered, and on motion duly made and seconded by a certificateholder, the Chairman of the meeting will declare the meeting adjourned. The meeting proceedings shall be recorded in audio and video format to be safe kept by the Office of the Corporate Secretary and shall be made available in a secured manner to certificateholders upon request by sending an email to heritageparkACM2021@rmmi.com.ph.