

**NOTICE AND AGENDA
OF ANNUAL MEETING OF STOCKHOLDERS**

VIVANT CORPORATION
Units 907-908 Ayala Life-FGU Center
Mindanao Avenue corner Biliran Road
Cebu Business Park, Barangay Luz, Cebu City

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of VIVANT CORPORATION will be held at the Grand Convention Center of Cebu, Archbishop Reyes Avenue, Cebu City, on June 15, 2017 (Thursday) at 10:00 o' clock in the morning.

The Annual Stockholders' Meeting shall have the following Agenda:

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Reading and Approval of Minutes of the Annual Stockholders' Meeting held on June 16, 2016
4. Annual Report of Officers
5. Approval of the 2016 Annual Report and Financial Statements
6. Delegation of Authority to Appoint External Auditors for 2017 to the Board of Directors
7. Ratification of all Acts and Resolutions of the Board of Directors and Management Adopted For Fiscal Year 2016
8. Election of Directors (including Independent Directors)
9. Other Matters that may properly be brought before the meeting
10. Adjournment

Only stockholders of record at the close of business as of May 15, 2017 are entitled to notice and to vote at this meeting. Registration will start at 8:30 A.M. and will end at 9:30 A.M. Upon registration, presentation of any proof of identification, such as driver's license, passport, company I.D. or SSS/GSIS I.D. will be required. Aside from personal identification, representatives of corporate stockholders and other entities should also present a duly sworn Secretary's Certificate or a similar document showing his or her authority to represent the corporation or entity.

Should you be unable to attend the meeting, we encourage you to vote by executing a proxy form in favor of a representative and by following the instructions on the voting instruction form, both of which are enclosed with this document. In accordance with the Amended By-Laws of the Company, proxies must be submitted for inspection, validation and record at least seven (7) days prior to the opening of the Stockholders' Meeting, or on or before June 8, 2017 to the Office of the Corporate Secretary at Units 907-908, 9th Floor, Ayala Life-FGU Center, Mindanao Avenue corner Biliran Road, Cebu Business Park, Barangay Luz, Cebu City.

Cebu City, May 12, 2017.

FOR THE BOARD OF DIRECTORS:


JESS ANTHONY N. GARCIA
Corporate Secretary

Annex “A”

**AGENDA
DETAILS AND RATIONALE**

1. **Call to Order.** The Chairman of the Board of Directors, Mr. Dennis N. A. Garcia , will call the meeting to order and preside over the same.
2. **Proof of Notice and Determination of Quorum.** The Corporate Secretary, Atty. Jess Anthony N. Garcia, will certify that copies of the Notice and Agenda of the meeting together with the Definitive Information Statement, 2016 Annual Report, and Proxy Form were delivered to Stockholders as of Record Date May 15, 2017. The Corporate Secretary will also certify, based on the number of shares owned by Stockholders present or represented by proxy at the meeting, whether quorum exists for the valid transaction of business at the meeting. Finally, the Corporate Secretary will explain the rules for the orderly conduct of the meeting.
3. **Reading and Approval of Minutes of the Annual Stockholders’ Meeting held on June 16, 2016.** Copies of the draft Minutes are available for examination during office hours at the Office of the Corporate Secretary and the website of Vivant Corporation at www.vivant.com.ph. Stockholders will be asked to approve the draft Minutes and acknowledge the completeness and accuracy thereof. The text of the proposed resolution is as follows:

“WHEREAS, that the Stockholders of Vivant Corporation (the “Corporation”) have reviewed the Minutes of the previous Annual Stockholders’ Meeting;

RESOLVED, as it is hereby resolved, that Stockholders of the Corporation approve the Minutes of the Annual Stockholders’ meeting held on June 16, 2016.”
4. **Annual Report of Officers.** The Chief Operating Officer will present the overview of Vivant Corporation’s financial performance in 2016 and the highlights of the Corporation’s performance in the first quarter of 2017. He will also present the challenges and highlights of 2016, and the outlook for 2017. Finally, he will provide an update on new policies of the Corporation and regulatory matters.
5. **Approval of the 2016 Annual Report and Financial Statements.** The Audited Financial Statement (the “AFS”) of Vivant Corporation for the fiscal year ended December 31, 2016 contained in the Corporation’s 2016 Annual Report and Information Statement, will be presented to the Stockholders for approval. The Chairman, Chief Operating Officer, any member of the Audit Committee, or any representative of the Company’s external auditors, Sycip Gorres Velayo & Co. will respond to questions which may be raised by any stockholder regarding the Corporation’s AFS for the fiscal year December 31, 2016.
6. **Delegation of Authority to Appoint External Auditors for 2017 to the Board of Directors.** Stockholders will be asked to approve the delegation of authority to appoint Vivant Corporation’s external auditors for 2017-2018 to the Board of Directors. The external auditors will be tasked with the preparation of the annual audited statements. The text of the proposed resolution is as follows: