

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

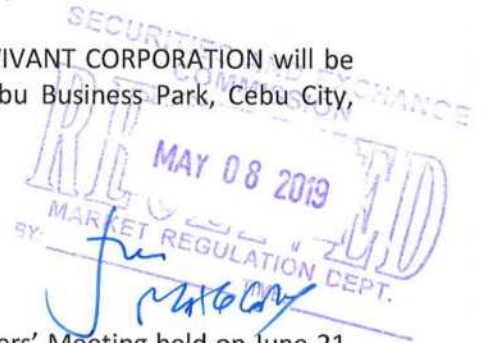


**VIVANT CORPORATION**  
Units 907-908 Ayala Life-FGU Center  
Mindanao Avenue corner Biliran Road  
Cebu Business Park, Barangay Luz, Cebu City

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of VIVANT CORPORATION will be held at Ballroom 1 and 2, Seda Hotel, Cardinal Rosales Avenue, Cebu Business Park, Cebu City, Philippines on June 20, 2019 (Thursday) at 10:00 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 21, 2018
4. Annual Report of Officers
5. Approval of the 2018 Annual Report and Financial Statements
6. Appointment of External Auditors for 2019
7. Ratification of all Acts and Resolutions of the Board of Directors and Management Adopted for Fiscal Year 2018
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, 2019 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 14, 2019** to the Office of the Corporate Secretary at Units 907-908, 9<sup>th</sup> Floor, Ayala Life-FGU Center, Mindanao Avenue corner Biliran Road, Cebu Business Park, Barangay Luz, Cebu City.

Cebu City, May 08, 2019.

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, 2018 Annual Report, and Proxy Form were delivered to Stockholders as of Record Date May 15, 2019. 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 21, 2018.** 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](http://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 21, 2018.”

4. **Annual Report of Officers.** The Chief Operating Officer will present the overview of Vivant Corporation’s financial performance in 2018 and the highlights of the Corporation’s performance in the first quarter of 2019. He will also present the challenges and highlights of 2018, and the outlook for 2019. Finally, he will provide an update on new policies of the Corporation and regulatory matters.
5. **Approval of the 2018 Annual Report and Financial Statements.** The Audited Financial Statement (the “AFS”) of Vivant Corporation for the fiscal year ended December 31, 2018 contained in the Corporation’s 2018 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, 2018.