

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address: No. Street City/Town/Province)

Dionisio E. Carpio, Jr.

(Contact Person)

8811-0465

(Company Telephone Number)

1	2
---	---

Month Day
(Fiscal Year)

3	1
---	---

SEC Form 17-C

(Form Type)

0	5
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Month Day
(Annual Meeting)

**2nd
Friday**

(Secondary License Type, If Applicable)

MSRD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

	Total Income

Domestic

of Borrowings

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

[illegible]

Document ID

Cashier

S T A M P S

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

Securities and Exchange Commission
Current Report Under Section 17 of the Securities Regulation Code ("SRC")
and SRC Rule 17.2 (c) Thereunder

SEC FORM 17-C

1. **10 June 2021**
Date of Report
2. SEC Identification Number: **39652**
3. BIR Tax Identification No.: **004-844-938-000**
4. **Medco Holdings, Inc.**
Name of issuer as specified in the charter
5. **Philippines**
Country of Incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **31st Floor, Rufino Pacific Tower, 6784 Ayala Ave.,
Makati City 1229**
Address of Principal Office
8. **(632) 8811-0465 to 66**
Registrant's Telephone Number
9. **Not Applicable**
Former name or former address
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Titles of Each Class	Number of Shares Outstanding and Amount of Debt Outstanding
Common shares	3,159,292,441 shares
11. Item number reported herein: Item 9 – Other Events

Gentlemen:

Medco Holdings, Inc. hereby submits the following documents in compliance with the requirements of the Securities and Exchange Commission:

1. Certificate of Independent Director of Mr. Rodolfo B. Fernandez (attached herein as Annex A)
2. Certificate of Independent Director of Mr. Juan Victor S. Tanjuatco (attached herein as Annex B)
3. Affidavit of Publication of the Notice of Annual Stockholders' Meeting on 14 May 2021 in Manila Standard on April 22 and 23, 2021 (attached herein as Annex C)
4. Affidavit of Publication of the Notice of Annual Stockholders' Meeting on 14 May 2021 in Business Mirror on April 22 and 23, 2021 (attached herein as Annex D)

MEDCO HOLDINGS, INC.
By:


JONAS S. KHAW
Corporate Secretary

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Rodolfo B. Fernandez**, Filipino, of legal age and a resident of 37 Berlin St., Capitol Park Homes, Bgy. Old Balara, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director (ID) of Medco Holdings, Inc. (the "Corporation").
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

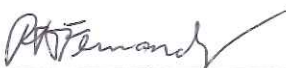
COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Crown Equities, Inc.	Independent Director	2018 to present
RG Financial Services, Inc.	Director	June 8, 2017 to present

3. I possess all the qualifications and none of the disqualifications to serve as an ID of the Corporation, as provided for in Section 38 of the Securities Regulation Code (SRC), its Implementing Rules and Regulations (IRR) and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of the Corporation.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding, except for the following cases:

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
N/A	N/A	N/A

6. I am not connected with any government agency or its instrumentalities.
7. I shall faithfully and diligently comply with my duties and responsibilities as ID under the SRC and its IRR, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this JUN 09 2021 day of MAKATI CITY.


Rodolfo B. Fernandez

SUBSCRIBED AND SWORN to before me this JUN 09 2021 day of MAKATI CITY,
 affiant personally appeared before me and exhibited to me his Senior Citizen ID No. 33664.

Doc. No. 373;
 Page No. 76;
 Book No. 14;
 Series of 2021


ALYSSA M. G. CAYABA
 Appointment No. M-301
 Notary Public for Makati City
 Until December 31, 2021
 Liberty Center- Pirazo Law
 104 H.V. Dela Costa Street, Makati City
 Roll of Attorney's No. 73447
 PTR No. 8535724/Makati City/01-05-2021
 IBP No. 137916/Makati City/01-05-2021
 MCLE Exempted-Admitted to the bar in 2019

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Juan Victor S. Tanjuatco**, Filipino, of legal age and a resident of 355 San Juanico St., Ayala Alabang, Muntinlupa City 1780, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director (ID) of Medco Holdings, Inc. (the "Corporation").
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Premium Leisure Corp.	Independent Director	2014 to present
IP Ventures, Inc.	Independent Director	2011 to present
Ketmar Fast Food Corporation	Director	2004 to present

3. I possess all the qualifications and none of the disqualifications to serve as an ID of the Corporation, as provided for in Section 38 of the Securities Regulation Code (SRC), its Implementing Rules and Regulations (IRR) and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of the Corporation.
5. To the best of my knowledge, I disclose that I am the one of the subjects of the following criminal/administrative investigation or proceeding initiated by the Philippine Deposit Insurance Corporation in connection with my previous employment:

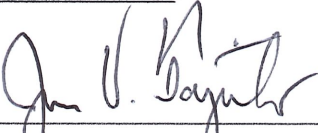
OFFENSE CHARGED/ INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
Violation of Section 21 (f) (10) of Republic Act (R.A.) No. 3591, Section 21 (f) (4) of R.A. No. 3591 and Sections 55, 56 and 66 of R.A. No. 8791 in relation to Section 36 of R.A. No. 7653	Department of Justice (DOJ)	The complaint was dismissed in a Resolution dated 9 April 2014 and PDIC's Motion for Reconsideration was denied. Both are the subject of a Petition for Review before the Secretary of Justice. There is no resolution on the petition to date.
Violation of Sections 55, 56 and 66 of R.A. No. 8791	Court of Appeals	The same complaint filed with the DOJ in the above proceeding was filed with the Bangko Sentral ng Pilipinas (BSP). Three of the five respondents, myself included, were found administratively liable and were fined the amount of P20,000.00 each. BSP's decision is presently subject of an appeal before the Court of Appeals.

Violation of Article 315 of the Revised Penal Code in relation to Presidential Decree No. 1689, and Section 21 (f) (10) of R.A. No. 3591, as amended	DOJ	In a Resolution dated 01 March 2017 (copy received by respondents only on 11 December 2018), five of the seven respondents, myself included, were charged only with the violation of Section 21 (f) (10) of R.A. No. 3591, as amended. However, in a Joint Resolution dated 01 February 2019, the Resolution dated 01 March 2017 was subsequently modified to dismiss the said complaint for violation of Section 21 (f) (10) of R.A. No. 3591, as amended, against all five respondents. PDIC filed a Petition for Review before the Secretary of Justice. There is no resolution on the petition to date.
Violation of Section 37 of R.A. No. 7653	BSP	The same complaint filed with the DOJ mentioned in the immediately preceding paragraph was filed with BSP. There is no resolution on the complaint to date.
Violation of Section 21 (f) (10) of R.A. No. 3591	Court of Appeals	In a Decision dated 25 October 2019, both accused (myself included) were acquitted of the charges for failure of the prosecution to prove their guilt beyond reasonable doubt. Private Prosecutor's Motion for Reconsideration, which was only noted but not conformed to by the Public Prosecutor, was denied. PDIC filed a Petition for Certiorari dated 29 July 2020, and private respondents filed their Comment on 06 November 2020. The matter is presently pending resolution.
Violation of Section 21 (f) (10) of R.A. No. 3591	BSP	The same complaint which gave rise to the case in the immediately preceding paragraph was filed with the BSP. There is no resolution to date.

6. I am not connected with any government agency or its instrumentalities.
7. I shall faithfully and diligently comply with my duties and responsibilities as ID under the SRC and its IRR, Code of Corporate Governance and other SEC issuances.

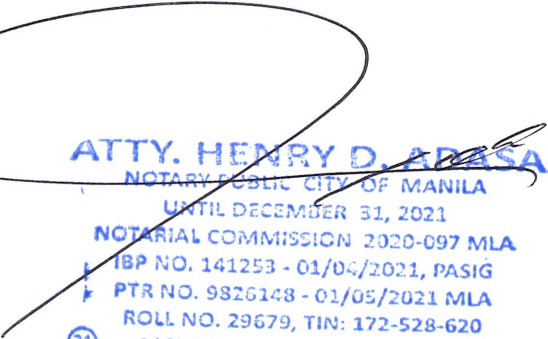
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this JUN 07 2021 day of JUN 07 2021, at CITY OF MANILA


Juan Victor S. Tanjuatco

SUBSCRIBED AND SWORN to before me this JUN 07 2021 day of JUN 07 2021 at CITY OF MANILA, affiant personally appeared before me and exhibited to me his Tax Identification Number (TIN) Card with TIN 177-376-733.

Doc. No. 24 ;
Page No. 44 ;
Book No. 64 ;
Series of 121 ;


ATTY. HENRY D. ARASA
NOTARY PUBLIC CITY OF MANILA
UNTIL DECEMBER 31, 2021
NOTARIAL COMMISSION 2020-097 MLA
IBP NO. 141253 - 01/04/2021, PASIG
PTR NO. 9826148 - 01/05/2021 MLA
ROLL NO. 29679, TIN: 172-528-620
(21) MCLE COMPL. NO. VII-0000165
URBAN DECA HOMES MANILA, B-2, UNIT 354



PHILIPPINE MANILA STANDARD PUBLISHING, INC.

AFFIDAVIT OF PUBLICATION

I, Mario R. Policarpio Jr., Chief Accountant of Manila Standard, with office address at 6th Floor Universal Re Building, 106 Paseo de Roxas, Makati City, hereby depose and state that:

Manila Standard is a newspaper of general circulation and is distributed nationwide;

Manila Standard at the same time, publishes its online version through its website <https://manilastandard.net>;

Manila Standard is qualified to publish all kinds of judicial notices.

Manila Standard published on

April 22 & 23, 2021

a Notice:

MEDCO HOLDINGS, INC.

RE: NOTICE OF ANNUAL MEETING OF
STOCKHOLDERS

IN WITNESS WHEREOF, I hereby affix my signature this 17TH day of May 2021 in Makati City.

MARIO R. POLICARPIO JR.
Authorized Signatory

SUBSCRIBED AND SWORN to before me this 17TH day of May, 2021 in Makati City, affiant exhibiting to me his Residence Certificate No. 26663862 issued at Makati City on January 07, 2021

Doc. No.: 37

Page No.: 8

Book No.: 169

Series of 2021.

JWRIGHT M. GALANZA
NOTARY PUBLIC CITY OF MAKATI
UNTIL DECEMBER 31, 2020
APPOINTMENT NO. 16254 MAKATI
PER NO. MKT 522374/21-07-2020/ MKT
IBP NO. 100353/21-06-2020/ O.C.
MCU COMPLIANCE NO. 4-0073190/07-09-21



Home / BUSINESS / BIZ PLUS

MEDCO HOLDINGS, INC.: Notice of Annual Meeting of Stockholders

posted April 23, 2021 at 07:00 am by Manila Standard



Notice of Annual Meeting of Stockholders

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of the Stockholders of Medco Holdings, Inc. (the "Corporation") which will be held on 14 May 2021, Friday, at 10:00 a.m. The meeting will be held and conducted virtually online at www.medco.com.ph/asm by remote communication and voting will be in absentia. The agenda for the meeting is as follows:

- I. Call to Order;
- II. Certification of Notices and Quorum;
- III. Approval of the minutes of the annual meeting of stockholders held on 27 August 2020;
- IV. Approval of the Annual Report and the Audited Financial Statements as of December 31, 2020;
- V. Approval and Ratification of the acts, contracts, investments and resolutions of the Board and management of the Corporation since the last annual meeting on 27 August 2020;
- VI. Election of the members of the Board of Directors for the year 2021. The procedure for the nomination and election of directors is set forth in Item 5 of the Information Statement;
- VII. Re-appointment of Punongbayan and Araullo, the Philippine representative of Grant Thornton International, as external auditors of the Corporation for the year 2021; and
- VIII. Other matters.

For the purpose of the meeting, only stockholders of record as of 20 April 2021 are entitled to attend and vote in the said meeting. To ensure the safety and welfare of our stockholders and other stakeholders and as a precaution against the COVID-19 risk, the Corporation's Board of Directors has approved on 31 March 2021 in accordance with SEC rules a virtual stockholders' meeting for 2021. The meeting will be held online by remote communication and voting will be in absentia. The specific procedures for participating in the meeting through remote communication and voting in absentia are set forth below.

Stockholders who intend to attend and participate in the virtual meeting in person or through proxy shall first submit on or before 28 April 2021 via email to MEDSHMeeting@medco.com.ph the scanned copy of their Letter of Intent to attend and participate via proxy or by remote communication and a copy of the stockholder's valid government-issued ID showing photo and personal details. Once validated, a registered stockholder will receive via email the proxy form and voting ballot. Stockholders must submit on or before 3 May 2021 via email to MEDSHMeeting@medco.com.ph their duly accomplished proxy form and/or voting ballot. Validation of proxies shall be on 4 May 2021 at 5:00 p.m. at the office of the Corporation. Only stockholders who have notified the Corporation of their intention to participate in the virtual meeting and have registered themselves or their proxies, will be included in the determination of a quorum. We are not soliciting your proxy. All agenda items indicated in the Notice of the Meeting will be set out in the voting ballot and the stockholder may vote as follows:

- a. For all items, except for Election of Directors, the stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the 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 Corporation's stock transfer agent and Office of the Corporate Secretary 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.

Registered stockholders will receive the meeting link and password to log on to the meeting two (2) days before the stockholders' meeting. We encourage all registered stockholders to log onto the meeting link 45 minutes before the meeting starts, to avoid any technical difficulty. The meeting will start promptly at 10:00 a.m. on 14 May 2021. The meeting shall be recorded in audio and video format and copies shall be posted by the Company in its website. The procedures for voting and participation in the meeting through remote communication are also discussed further in the Information Statement which shall be made available to the public not later than 22 April 2021 through PSE Edge and the Corporation's website at www.medco.com.ph/asm. For any questions or inquiries, including request for assistance in the registration process, please contact our Office of the Corporate Secretary through MEDSHMeeting@medco.com.ph.

Medco Holdings, Inc.
By:
(Signed)
PAULINE C. TAN
Assistant Corporate Secretary
Makati City, Philippines, 31 March 2021

06-APRIL 22 8:28, 2021



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MEDCO HOLDINGS, INC.: Notice of Annual Meeting of Stockholders

posted April 22, 2021 at 07:00 am by Manila Standard



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Notice of Annual Meeting of Stockholders

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of the Stockholders of Medco Holdings, Inc. (the "Corporation") which will be held on 14 May 2021, Friday, at 10:00 a.m. The meeting will be held and conducted virtually online at www.medco.com.ph/asm by remote communication and voting will be in absentia. The agenda for the meeting is as follows:

- Call to Order;
- Certification of Notices and Quorum;
- Approval of the minutes of the annual meeting of stockholders held on 27 August 2020;
- Approval of the Annual Report and the Audited Financial Statements as of December 31, 2020;
- Approval and Ratification of the acts, contracts, investments and resolutions of the Board and management of the Corporation since the last annual meeting on 27 August 2020;
- Election of the members of the Board of Directors for the year 2021. The procedure for the nomination and election of directors is set forth in Item 5 of the Information Statement;
- Re-appointment of Punongbayan and Araullo, the Philippine representative of Grant Thornton International, as external auditors of the Corporation for the year 2021; and
- Other matters.

For the purpose of the meeting, only stockholders of record as of 20 April 2021 are entitled to attend and vote in the said meeting. To ensure the safety and welfare of our stockholders and other stakeholders and as a precaution against the COVID-19 risk, the Corporation's Board of Directors has approved on 31 March 2021 in accordance with SEC rules a virtual stockholders' meeting for 2021. The meeting will be held online by remote communication and voting will be in absentia. The specific procedures for participating in the meeting through remote communication and voting in absentia are set forth below.

Stockholders who intend to attend and participate in the virtual meeting in person or through proxy shall first submit on or before 28 April 2021 via email to MEDSHMeeting@medco.com.ph the scanned copy of their Letter of Intent to attend and participate via proxy or by remote communication and a copy of the stockholder's valid government-issued ID showing photo and personal details. Once validated, a registered stockholder will receive via email the proxy form and voting ballot. Stockholders must submit on or before 3 May 2021 via email to MEDSHMeeting@medco.com.ph their duly accomplished proxy form and/or voting ballot. Validation of proxies shall be on 4 May 2021 at 5:00 p.m. at the office of the Corporation. Only stockholders who have notified the Corporation of their intention to participate in the virtual meeting and have registered themselves or their proxies, will be included in the determination of a quorum. We are not soliciting your proxy. All agenda items indicated in the Notice of the Meeting will be set out in the voting ballot and the stockholder may vote as follows:

- For all items, except for Election of Directors, the stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the stockholder's shares.
- 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.
- The Corporation's stock transfer agent and Office of the Corporate Secretary will tabulate all votes received and will validate the results.
- 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.

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Medco Holdings, Inc.
By:
(Signed)
PAULINE C. TAN
Assistant Corporate Secretary
Makati City, Philippines, 31 March 2021

(38) APRIL 22 & 23, 2021

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BusinessMirror

A broader look at today's business

REPUBLIC OF THE PHILIPPINES)
MAKATI) S.S.

AFFIDAVIT OF PUBLICATION

I, **LEONIDA G. GARCIA**, of legal age, Filipino and residing at c/o **PHILIPPINE BUSINESS DAILY MIRROR PUBLISHING, INC.** 3/F Dominga Bldg. III Annex, 2113 Chino Roces corner Dela Rosa Streets, Makati City, Philippines, after having been duly sworn to in accordance with the law, hereby declare and testify:

That I am the **Credit & Collection** of **BUSINESS MIRROR**, a newspaper published in English, edited and printed in Metro Manila, and circulated nationwide daily from Monday to Sunday with editorial and business address at 3/F Dominga Bldg. III Annex, 2113 Chino Roces cor. Dela Rosa Street, Makati City.

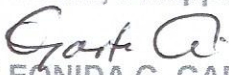
That the
PLACE AD

MEDCO HOLDINGS, INC.
(Notice of Annual Meeting of Stockholders)

text of which could be read/deed as follows:

AS PER ATTACHED
has been published in **BusinessMirror** in its issue/s April 22 and 23, 2021.

AFFIANT FURTHER SAYETH NAUGHT
Manila, Philippines


LEONIDA G. GARCIA
Affiant

SUBSCRIBED and SWORN to before-me this
_____ day of _____ 2021 at Makati City, Metro
Manila,
Philippines.

Affiant exhibited to me her TIN ID No. 214-787-675-000
& SSS ID No. 33-6140749-1 with picture.

Doc.No. 39
Page No. 8
Book No. 109
Series of 2021.

BM-000104


ATTY. DWIGHT M. GALARRITA
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2021
APPOINTMENT NO. M-264 (2020-2021)
PTR NO. 1754217 / 1-7-2020 / MAKATI CITY
JEP NO. 6983807 / 1-6-2020 / QUEZON CITY
JCLE COMPLIANCE NO. VI-0021190 / 07-09-2015
2ND FLOOR ALPHA LAND TOWER MAKATI CITY
RULE OF ATTORNEYS NO. 5451

BusinessMirror

A broader look at today's business

REPUBLIC OF THE PHILIPPINES)

MAKATI

) S.S.

AFFIDAVIT OF PUBLICATION

I, **LEONIDA G. GARCIA**, of legal age, residing at c/o **PHILIPPINE BUSINESS DA PUBLISHING, INC.** 3/F Dominga Bldg. III China Roces corner Dela Rosa Streets, Philippines, after having been duly s accordance with the law, hereby declare an

That I am the **Credit & Collection** of **MIRROR**, a newspaper published in English printed in Metro Manila, and circulated na from Monday to Sunday with editorial address at 3/F Dominga Bldg. III Annex Roces cor. Dela Rosa Street, Makati City.

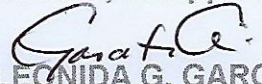
That the
PLACE AD

MEDCO HOLDINGS, INC.
(Notice of Annual Meeting of Stockholders)

text of which could be read/deed as follows:

AS PER ATTACHED
has been published in **BusinessMirror** on April 22 and 23, 2021.

AFFIANT FURTHER SAYETH NA
Manila, Philippines


LEONIDA G. GARCIA
Affiant

SUBSCRIBED and SWORN to before-me t
_____ day of _____ 2021 at Makati City,
Manila,
Philippines.

Affiant exhibited to me her TIN ID No. 214-7
& SSS ID No. 33-6140749-1 with picture.

Doc.No. 39
Page No. 8
Book No. 169
Series of 2021.



MEDCO HOLDINGS, INC.

Notice of Annual Meeting of Stockholders

Dear Stockholder:

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- VIII. Other matters.

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Stockholders who intend to attend and participate in the virtual meeting in person or through proxy shall first submit on or before 28 April 2021 via email to MEDSHMeeting@medco.com.ph the scanned copy of their Letter of Intent to attend and participate via proxy or by remote communication and a copy of the stockholder's valid government-issued ID showing photo and personal details. Once validated, a registered stockholder will receive via email the proxy form and voting ballot. Stockholders must submit on or before 3 May 2021 via email to MEDSHMeeting@medco.com.ph their duly accomplished proxy form and/or voting ballot. Validation of proxies shall be on 4 May 2021 at 5:00 p.m. at the office of the Corporation. Only stockholders who have notified the Corporation of their intention to participate in the virtual meeting and have registered themselves or their proxies, will be included in the determination of a quorum. We are not soliciting your proxy. All agenda items indicated in the Notice of the Meeting will be set out in the voting ballot and the stockholder may vote as follows:

- a. For all items, except for Election of Directors, the stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the 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 Corporation's stock transfer agent and Office of the Corporate Secretary 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.

Registered stockholders will receive the meeting link and password to log on to the meeting two (2) days before the stockholders' meeting. We encourage all registered stockholders to log onto the meeting link 45 minutes before the meeting starts, to avoid any technical difficulty. The meeting will start promptly at 10:00 a.m. on 14 May 2021. The meeting shall be recorded in audio and video format and copies shall be posted by the Company in its website. The procedures for voting and participation in the meeting through remote communication are also discussed further in the Information Statement which shall be made available to the public not later than 22 April 2021 through PSE Edge and the Corporation's website at www.medco.com.ph/asm. For any questions or inquiries, including request for assistance in the registration process, please contact our Office of the Corporate Secretary through MEDSHMeeting@medco.com.ph.

Medco Holdings, Inc.

By:

(Signed)

PAULINE C. TAN

Assistant Corporate Secretary

Makati City, Philippines, 31 March 2021

ATTY. DWIGHT M. GALARRITA
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2021

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MEDCO HOLDINGS, INC.
(Notice of Annual Meeting of Stockholders)

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ATTY. DWIGHT M. GALARRITA
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2021
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IBP NO. 0982807 / 1-6-2020 / QUEZON CITY
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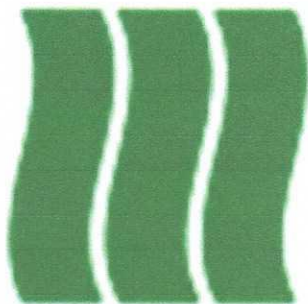
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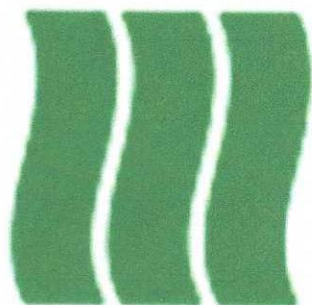
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Medco Holdings, Inc.

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Notice of Annual Meeting of Stockholders

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of the Stockholders of Medco Holdings, Inc. (the "Corporation") which will be held on 14 May 2021, Friday, at 10:00 a.m. The meeting will be held and conducted virtually online at www.medco.com.ph/asm by remote communication and voting will be in absentia. The agenda for the meeting is as follows:

for the meeting is as follows:

- I. Call to Order;
- II. Certification of Notices and Quorum;
- III. Approval of the minutes of the annual meeting of stockholders held on 27 August 2020;
- IV. Approval of the Annual Report and the Audited Financial Statements as of December 31, 2020;
- V. Approval and Ratification of the acts, contracts, investments and resolutions of the Board and management of the Corporation since the last annual meeting on 27 August 2020;
- VI. Election of the members of the Board of Directors for the year 2021. The procedure for the nomination and election of directors is set forth in Item 5 of the Information Statement;
- VII. Re-appointment of Punongbayan and Araullo, the Philippine representative of Grant Thornton International, as external auditors of the Corporation for the year 2021; and
- VIII. Other matters.

For the purpose of the meeting, only stockholders of record as of 20 April 2021 are entitled to attend and vote in the said meeting. To ensure the safety and welfare of our stockholders and other stakeholders and as a precaution against the COVID-19 risk, the Corporation's Board of Directors has approved on 31 March 2021 in accordance with SEC rules a virtual stockholders' meeting for 2021. The meeting will be held online by remote communication and voting will be in absentia. The specific procedures for participating in the meeting through remote communication and voting in absentia are set forth below.





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- a. For all items, except for Election of Directors, the stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the 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.





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cast for all the 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 Corporation's stock transfer agent and Office of the Corporate Secretary 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.

Registered stockholders will receive the meeting link and password to log on to the meeting two (2) days before the stockholders' meeting. We encourage all registered stockholders to log onto the meeting link 45 minutes before the meeting starts, to avoid any technical difficulty. The meeting will start promptly at 10:00 a.m. on 14 May 2021. The meeting shall be recorded in audio and video format and copies shall be posted by the Company in its website. The procedures for voting and participation in the meeting through remote communication are also discussed further in the Information

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Medco Holdings, Inc.

By:

(Signed)

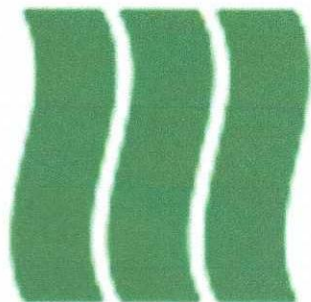
PAULINE C. TAN

Assistant Corporate Secretary

Makati City, Philippines,

31 March 2021





Medco Holdings, Inc.

Notice of Annual Meeting of Stockholders

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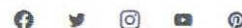
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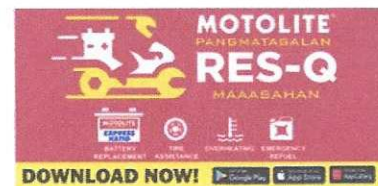
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Medco Holdings, Inc.
By:
(Signed)
PAULINE C. TAN
Assistant Corporate Secretary
Makati City, Philippines,
31 March 2021

