

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO ALL STOCKHOLDERS:

Notice is hereby given that the Annual Meeting of Stockholders of **Dr. Victor R. Potenciano Medical Center, Inc.** (the "Corporation") will be held **through a hybrid approach** this year, with a face-to-face event to be held at the VRP Conference Hall and also by remote communication through an online meeting platform on **Tuesday, May 7, 2024 at 2:00PM-3:30PM**. The agenda will be as follows:

1. Call to Order and Determination of Quorum
2. Approval of the Minutes of the last Annual Stockholders' Meeting held on May 18, 2023
3. Report of the President
4. Presentation of the Audited Financial Statements for 2023
5. Ratification of all Actions Taken by the Board of Directors for the preceding year in so far as they are reflected in the minutes.
6. Election of Directors for the ensuing term
7. Appointment of External Auditors for calendar year 2024
8. Other Matters
9. Adjournment

Copy of the Minutes of the 2023 Annual Stockholders' Meeting and other Board Materials shall be uploaded in the Corporation's website or may be requested from the Administrator's Office, Ground floor OLGC Building, 554 Sierra Madre St. Mandaluyong City or by emailing hospital_admin@vrp.com.ph.

Shareholders are encouraged to attend, but those who cannot attend may designate their respective proxy. Should the shareholder elect to participate by designating a proxy he/she must deliver a duly accomplished and signed proxy letter through the Administrator's Office, Ground floor OLGC Building, 554 Sierra Madre St. Mandaluyong City or by emailing at hospital_admin@vrp.com.ph at least five (5) business days before the scheduled meeting.

Shareholders or their proxies may attend in person or through remote communication in accordance with SEC Memorandum Circular No. 6 series of 2020. The Meeting link shall likewise be uploaded in the Corporation's website or may be requested by email (hospital_admin@vrp.com.ph) five (5) days before the scheduled meeting.

A visual and/or audio recording of the meeting will be secured, which will be safe-kept and perpetuated by the Corporate Secretary (Section 14, SEC Memorandum Circular No. 6 series of 2020).

By Order of the Board of Directors:

(Original Sgd.)
ATTY. GARNEY CANDELARIA
Corporate Secretary

PROXY

KNOWN ALL MEN BY THESE PRESENTS:

I, the undersigned stockholder of Dr. Victor R. Potenciano Medical Center, Inc. (the "Corporation"), do hereby nominate constitute and appoint.

Mr./Ms. _____

or in his absence, the Chairman of the Board or the Presiding Officer of the stockholders' meeting, as my proxy to represent me and vote all shares of stock registered in my name in the books of the Corporation at the annual meeting of the stockholders to be held on Tuesday, May 7, 2024 at 2:00pm and at any and all regular and special stockholders' meetings of the Corporation and adjournments thereof, as fully and for all intents and purposes as if I were present and acting in person.

This proxy shall continue until such time as the proxy is withdrawn by me through notice in writing delivered to the Corporate Secretary but shall not apply in instances where I personally attend the meeting.

IN WITNESS WHEREOF, the undersigned stockholder has executed this proxy this ____ day of _____ 2024.

Signature Over Printed Name

WITNESS:

***** Submit the accomplished Proxy Form to Administrator's Office, Ground floor OLGc Building, 554 Sierra Madre St. Mandaluyong City or E-mail it to: hospital_admin@vrp.com.ph on or before April 30, 2024.**

NOMINEES FOR THE BOARD OF DIRECTORS

CARLOS C. EJERCITO

RHAIS M. GAMBOA

MA. VICTORIA VERGEL DE DIOS

BUENAVENTURA VERGEL DE DIOS

JOSE SANTIAGO A. DELA CRUZ, JR.

VICTORIA LORELIE M. TAN

Dr. NORMA ONA

VICTOR JOSE VERGEL DE DIOS

Dr. ROSARIO GABRIEL

Dr. MARINELLA AGNES ABAT

VINCENT MARK VERGEL DE DIOS

*(NOTE: If you wish to nominate other stockholders for the position of director, kindly submit to Administrator's Office, Ground floor OLGC Building, 554 Sierra Madre St. Mandaluyong City or E-mail it to hospital_admin@vrp.com.ph a copy of the attached nomination form duly signed by the nominating stockholder and **accepted** by the **nominee**, including the CV, 1x1 picture/photocopy of government ID of the nominee not later than ten (10) calendar days prior to the scheduled Annual Stockholders Meeting).*

NOMINEE FOR EXTERNAL AUDITOR

REYES TACANDONG & COMPANY

NOMINATION FORM

To: **Atty. Garney Candelaria**
Corporate Secretary
Dr. Victor R. Potenciano Medical Center, Inc.

Gentlemen:

The undersigned stockholder respectfully nominates _____ as **Regular**
Director of Dr. Victor R. Potenciano Medical Center, Inc.

Attached is a copy of his/her curriculum vitae and 1"x1" photo/photocopy of Government Identification Card (ID) for your information/consideration.

Thank you.

Very truly yours,

Nominating Stockholder

Accepted by:

Nominee

Family Relationship of Nominating
Stockholder to Nominee, If Any

*** Submit the accomplished Nomination Form to Administrator's Office, Ground floor OLGC Building, 554 Sierra Madre St., Mandaluyong City or E-mail it to hospital_admin@vrp.com.ph on or before April 26, 2024