

**D&L INDUSTRIES, INC.**  
**VIRTUAL ANNUAL STOCKHOLDERS MEETING**  
**GUIDELINES ON ONLINE REGISTRATION, VOTING AND PARTICIPATION**

**I. REGISTRATION**

1. Only DNL stockholders as 13 May 2022 (Record Date), may register, join and vote in the virtual Annual Stockholders Meeting ("ASM").
2. Stockholders may register online thru the DNL ASM registration portal ("Portal"), which may be accessed at this link - <https://shareholder.dnl.com.ph/>
3. Online registration will be open from 14 May 2022 until 31 May 2022.
4. Provide all the information and supporting documents required through the portal.
  - a. Provide valid and active email and contact number of the stockholder and proxy, if any.
  - b. Documentary Requirements:
    - i. For Individual Stockholders with share recorded in their name
      1. Copy of a valid government-issued ID with photo and signature (front and back)
    - ii. For Individual Stockholders under a Broker Account
      1. Copy of a valid government-issued ID with photo and signature (front and back)
      2. Broker's Certification stating the account name and number of shares
    - iii. For Corporate Shareholders
      1. Copy of a Secretary's Certificate appointing its representative and attesting to the authority of the representative to vote for and on behalf of the corporate stockholder
      2. Copy of a valid government-issued ID with photo and signature (front and back) of the representative
    - iv. For Stockholders under joint account
      1. Letter of authority signed by all joint stockholders, identifying who among them is authorized to cast the vote for the joint account
      2. Submit requirements per i, ii and iii above, as may be applicable
      3. Copy of valid government-issued ID with photo and signature (front and back) of each joint stockholder
    - v. For Stockholders who will appoint s proxy
      1. Copy of a duly accomplished proxy form (submit on or before 31 May 2021)
      2. Regarding the stockholder, submit requirements per i, ii and iii above, as may be applicable
      3. Copy of a valid government-issued ID with photo and signature (front and back) of the proxy, except if the proxy is the Chairman or President of DNL or the presiding officer of the ASM

- vi. For Stockholders who will vote in absentia
  - 1. Requirements per i, ii and iii above, as may be applicable
  - 2. Duly accomplished ballot for voting in absentia
- c. Ensure that the photo and signature in the ID submitted are clearly displayed.
- d. Files uploaded should be in JPEG format with a file size of not more than 2MB.
- 5. All stockholders who registered shall be subjected to a verification process. Only those who have been verified will receive the meeting link and log-in credentials via email.
- 6. DNL reserves the right to ask for additional requirements.

## **II. PARTICIPATION**

- 1. Stockholders may join the ASM on 6 June 2022 at 9 o'clock in the morning through the meeting link and log-in credentials to be sent by email after registration and verification.
- 2. Stockholders may comment or raise questions via the chat box or raise hand function. To ensure an orderly meeting, stockholders are encouraged to send in their questions in advance to [ir@dnl.com.ph](mailto:ir@dnl.com.ph). Relevant questions will be answered during the ASM.
- 3. The ASM will be recorded and the recording will be made available on the company website.

## **III. VOTING**

- 1. In all items for approval except election of directors, each share of stock entitles its registered owner to one vote.
- 2. In case of election of directors, each stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares equal, or he may distribute them on the same principle among as many nominees as he shall see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected.
- 3. Stockholders participating in the ASM may cast their votes: 1) in advance by sending their votes on the agenda items, with the stockholder's name and number of shares, by email to [ir@dnl.com.ph](mailto:ir@dnl.com.ph) on or before 5 June 2022; or 2) during the meeting by typing the name of the stockholder and vote in the chat box.
- 4. Votes will be tabulated by DNL's stock transfer agent and verified by the external auditor.
- 5. Stockholders who are unable to join the ASM or appoint a proxy may vote in absentia by signifying this option in the Portal and accomplishing and uploading the ballot on or before 31 May 2021.

For any questions or inquiries, including request for assistance in the registration process, please email us at [asm\\_registration@dnl.com.ph](mailto:asm_registration@dnl.com.ph).