



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the Annual Stockholders Meeting of D&L INDUSTRIES, INC. will be held virtually on Monday, 06 June 2022 at 9:00 o'clock in the morning. The meeting and log-in credentials will be sent to the stockholders via email upon registration (guidelines in Annex "A"), The Agenda is as follows:

1. Call to Order
2. Certification of Notice and determination of Quorum
3. Approval of Minutes of Previous Meeting
4. Approval of Annual Report for the year ended December 31, 2021
5. Approval of Amendment to By-Laws
6. Election of Auditors
7. Election of Directors
8. Consideration of such other business as may properly come before the meeting
9. Adjournment

Only stockholders of record as at the close of business on 13 May 2022 are entitled to notice, and to vote at the meeting. The Stock and Transfer Books of the Corporation will be closed from 13 May 2022 to 06 June 2022.

In view of the current situation, stockholders may only attend by remote communication. Stockholders who wish to participate in the virtual meeting must register online at this link – <https://shareholder.dnl.com.ph/> on or before 31 May 2022. Guidelines for registration, participation and voting are in Annex "A". Stockholders may attend the virtual meeting in person or through your authorized representative with the execution of a proxy. Deadline for submission of proxies is on 31 May 2022. The proxy form is enclosed and stockholder may accomplish and submit the proxy form by uploading the same during online registration at the above link. Please note that the Corporation is not soliciting proxies.

Further, a stockholder may vote in *absentia* and in case the stockholder is unable to join or send a representative. Stockholders voting in *absentia* shall be considered present for purposes of determining quorum. Stockholders who wish to vote in *absentia* shall likewise register online at this link – https://shareholder.dnl.com.ph on or before 31 May 2022. Subject to registration and validation procedures, stockholders who registered to vote in *absentia* may cast their votes by the vote included in this notice and uploading the same during the online registration at the above link.

A video and audio recording of the meeting will be taken in accordance with the requirements of the Securities and Exchange Commission

Stockholders may submit written nominations for directors to the Corporate Secretary by mail or email at the addresses mentioned above not later than 27 May 2022. All nominations shall be in writing duly signed by the nominating stockholders or their duly authorized (in writing) representatives, with the written acceptance of the nominee. The nomination form is attached herewith. A copy of a valid government-issued identification card with photo of the nominee shall likewise be enclosed. All nominees for Directors and Independent Directors shall possess the qualifications and none of the disqualifications prescribed by law and the Corporation's policies. If a nominee for Independent Director, the nominee shall likewise submit a duly accomplished Certificate of Qualification in the form prescribed by the Securities and Exchange Commission in its Memorandum Circular No. 5, Series of 2017 dated March 7, 2017.

Thank you.

(ORIGINAL SIGNED)
KRISTINE ANN C. CATINDIG-ONG
Corporate Secretary

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

Approval of minutes of previous meeting

The minutes of the meeting held on 07 June 2021 are available at the company website, www.dnl.com.ph.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the stockholders present and eligible to vote.

Annual report

The financial statements as of 31 December 2021 (FS) will be presented for approval by the stockholders. Prior thereto, the President, Mr. Alvin D. Lao, will deliver a report to the stockholders on the performance of the company in 2021 and the outlook for 2022. The FS is included in the Information Statement posted on the company's website - www.dnl.com.ph.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the stockholders present and eligible to vote.

Approval of Amendment to By-Laws

The amendment to Article VIII, Section 4 of the By-Laws by delegating to the Board of Directors the power to amend the By-Laws for purposes of complying with subsequent requirements of law and regulatory bodies including practices that the Corporation may be required to adopt and to reflect therein shall be submitted for ratification by the stockholders. For the details, please refer to the Information Statement posted on at the company's website - www.dnl.com.ph.

Remarks: A resolution on this agenda item must be approved by the votes of stockholders present and eligible to vote representing at least 2/3 of the outstanding capital.

Election of auditors

The appointment of the external auditor, Isla Lipana and Co., for the ensuing year will be endorsed to the stockholders. The profile of the external auditor will be provided in the Information Statement and in the company website for examination by the stockholders.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the stockholders present and eligible to vote.

Election of directors

In accordance with the By-laws, the Corporate Governance Manual, and SEC rules, any stockholder, including minority stockholders, may submit to the Corporate Secretary nominations to the Board by 10 May 2022. The Nomination Committee will determine whether the nominees for directors, including the nominees for independent directors, have all the qualifications and none of the disqualifications to serve as members of the Board before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board will be provided in the Information Statement and in the company website for examination by the stockholders.

Remarks: The directors are elected by plurality of votes using the cumulative voting method. The tally of votes will be reflected in the minutes of the meeting.

Consideration of such other business as may properly come before the meeting

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may also propose to consider such other relevant matters or issues.