

Ferronoux Holdings, Inc.

Notice of Special Stockholders' Meeting

To All Stockholders:

Notice is hereby given that a Special Meeting of the Stockholders (**SSM**) of **FERRONOUX HOLDINGS, INC.** (the **Corporation**) will be held virtually on **March 19, 2025 (Wednesday) at 2:00 P.M.** and shall be livestreamed for the stockholders participating remotely.

The agenda for the SSM shall be as follows:

1. Call to Order
2. Proof of Notice of the Meeting and Determination of Quorum
3. Approval and Ratification of the Private Placement with Themis Group Corporation for 80,000,000 common shares and Listing of said shares with PSE
4. Approval of the Increase of Capital Stock from Five Hundred Fifty Million Pesos (Php550,000,000.00), divided into Five Hundred Fifty Million (550,000,000) common shares with a par value of One Peso (Php1.00) per share, to Two Billion Five Hundred Million Pesos (Php2,500,000,000.00), divided into Two Billion Five Hundred (2,500,000,000) common shares with a par value of One Peso (Php1.00) per share and Issuance of Shares in support of the Increase
5. Approval and Ratification of the Property-for-Share Swap with Eagle 1 Land Corporation and issuance of 918,000,000 common shares to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE
6. Approval and Ratification of the Private Placement of Themis Group Corporation for issuance of 240,000,000 common shares to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE
7. Approval and Ratification of the Private Placement of Investors by way of subscription to 300,000,000 common shares of the Corporation to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE
8. Amendment to the Seventh Article of the Articles of Incorporation to Increase the Authorized Capital Stock from PhP 550,000,000.00 divided into 550,000,000 common shares at a par value of PhP 1.00 per share to PhP 2,500,000,000.00 divided into 2,500,000,000 common shares at a par value of One Peso PhP 1.00 per share and issuance of 1,458,000,000 common shares as subscription to the Increase
9. Waiver of the Rights or Public Offer by Majority of the Minority Shareholders of the Shares to be Issued
10. Other Matters
11. Adjournment

In accordance with the rules and regulations of the Securities and Exchange Commission, the Corporation will conduct the SSM via remote or electronic communication. Stockholders of record as of January 31, 2025 are entitled to notice of, and may attend and/or participate in, the SSM or any adjournment thereof via proxy and remote communication, and vote in absentia.

Should you choose to participate in the SSM and to cast your votes in absentia, please notify the Corporation at **ferronoux2025ssm@gmail.com** and submit the complete supporting

documents no later than 5:00 p.m. on March 9, 2025. The detailed registration and voting procedures may be accessed at <https://www.ferronouxholdings.com/ssm2025> and, and in the Guidelines for Participation via Remote Communication and Voting *in Absentia* (the **Guidelines**) appended in the Information Statement.

In case you wish to appoint a proxy for the meeting, you may accomplish a proxy form (which need not be notarized) together with complete supporting documents set forth in the Guidelines and submit the same to the Corporation by email to **ferronoux2025ssm@gmail.com** no later than 5:00 p.m. on March 9, 2025. Proxies and supporting documents submitted shall be validated on March 10, 2025 at 10:00 A.M.

Stockholders who have successfully registered may cast their votes and will be provided the link to the meeting. For complete information on the SSM, please visit <https://www.ferronouxholdings.com/ssm2025>.

Your attendance is earnestly requested.

Pasig City, Metro Manila.


PHIL IVAN A. CHAN
Corporate Secretary