

## PROXY FORM

The undersigned stockholder of **FERRONOUX HOLDINGS, INC.** (the “**Company**”), registered in the name of Philippine Central Depository Nominee Corporation, if applicable\*, hereby appoints \_\_\_\_\_, (as sub-proxy\*), or in his absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to present and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Special Meeting of Stockholders of the Company on March 19, 2025 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Agenda Item No. 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

<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
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2. Agenda Item No. 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

<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
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3. Agenda Item No. 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

<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
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4. Agenda Item No. 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

<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
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5. Agenda Item No. 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

<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
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6. Agenda Item No. 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

<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
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7. Agenda Item No. 9: Waiver of the Rights or Public Offer by Majority of the Minority Shareholders of the Shares to be Issued

<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
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Any and all proxies signed by me before this date are hereby expressly revoked and canceled.

THIS PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE **MARCH**

9, 2025 (5:00 P.M.) via [ferronoux2025ssm@gmail.com](mailto:ferronoux2025ssm@gmail.com) /  
<https://www.ferronouxholdings.com/ssm2025>.

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED, AND WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

VALIDATION OF PROXIES SHALL BE MADE ON MARCH 10, 2025 AT THE PRINCIPAL OFFICE OF THE CORPORATION AT THE PRINCIPAL OFFICE OF FERRONOUX. ANY QUESTIONS AND ISSUES RELATING TO THE VALIDITY AND SUFFICIENCY, BOTH AS TO FORM AND SUBSTANCE OF PROXIES SHALL ONLY BE RAISED THEREON AND RESOLVED BY THE CORPORATE SECRETARY.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED.

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**Printed Name of Stockholder**

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**Signature of Stockholder/Authorized Signatory**

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**Date**

## SPECIAL POWER OF ATTORNEY

Know all men by these presents:

I, \_\_\_\_\_, \_\_\_\_\_ citizen, of legal age and a resident of \_\_\_\_\_, do hereby name, constitute, and appoint \_\_\_\_\_, \_\_\_\_\_ citizenship, of legal age and a resident of \_\_\_\_\_, to be my true and lawful attorney-in-fact for myself and in my name, place and stead, to do and perform the following acts and things, namely:

1. To attend the 2025 Special Stockholders' Meeting of Ferronoux Holdings, Inc., or at any adjournments thereof, of which I am a shareholder, and then and there to exercise my voice and vote and whatsoever privileges, rights, and prerogatives may correspond to me by reason of my shares therein; and
2. To delegate in whole or in part any or all of the powers and authorities herein covered, by means of an instrument in writing in favor of any third person or persons whom the attorney-in-fact may select.

Hereby giving and granting unto said attorney-in-fact full power and authority to do and perform any and every act and thing, whatsoever, requisite or necessary or proper to be done in and about the premises, as fully to all intents and purposes as I might or could do, with full power of substitution or revocation, and hereby ratifying and confirming all that the said attorney-in-fact or his substitute shall lawfully do or cause to be done under and by virtue of these presents.

IN WITNESS WHEREOF, I have signed this instrument in \_\_\_\_\_ on \_\_\_\_\_ 2025.

\_\_\_\_\_  
Name and Signature of Stockholder

Signed in presence of:

\_\_\_\_\_  
Acknowledgment

Republic of the Philippines)  
\_\_\_\_\_)

Before me, a Notary Public for and in the City of \_\_\_\_\_, this \_\_\_ day of \_\_\_\_\_ 202\_ personally appeared \_\_\_\_\_ who presented to me his/her (Gov't. issued ID No.) issued on \_\_\_\_\_ at \_\_\_\_\_ and who was identified by me through his/her competent evidence of identity to be the same person described in the foregoing instrument, who acknowledged before me that his/her signature on the instrument was voluntarily affixed by him/her for the purposes stated therein, and who declared to me that he/she has executed the instrument as his/her free and voluntary act and deed.

This instrument refers to the Special Power of Attorney consisting of ( ) pages, including this page, and signed by the persons executing this instrument and sealed with the notarial seal.

WITNESS MY HAND AND SEAL on the date and place first above written.

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of \_\_\_\_\_.

### SECRETARY'S CERTIFICATE

I, \_\_\_\_\_, \_\_\_\_\_ citizen, of legal age  
and with office address at \_\_\_\_\_  
\_\_\_\_\_, do hereby certify that:

1. I am the duly appointed Corporate Secretary of \_\_\_\_\_ (the  
"Company"), a corporation duly organized and existing under and by virtue of the laws of the  
Republic of the Philippines, with office address at \_\_\_\_\_.

2. Based on the records, during the lawfully convened meeting of the Board of Directors of the  
Company held on \_\_\_\_\_, the following resolutions were passed and  
approved:

"RESOLVED, That \_\_\_\_\_,  
\_\_\_\_\_ be authorized and  
appointed, as he is hereby authorized and appointed, as the Company's Proxy (the  
"Proxy") to attend all meetings of the stockholders of Ferronoux Holdings, Inc. (**Ferro**)  
whether the meeting is regular or special, or at any meeting postponed or adjourned  
therefrom, with full authority to vote the shares of stock of the Company held in Ferro  
and to act upon all matters and resolution that may come before or presented during  
meetings, or any adjournments thereof, in the name, place and stead of the Company.

"RESOLVED, FINALLY, That Ferro be furnished with a certified copy of this resolution  
and Ferro may rely on the continuing validity of this resolution until receipt of written  
notice of its revocation."

3. The foregoing resolutions have not been modified, amended or revoked in accordance with the  
records of the Company presently in my custody.

IN WITNESS WHEREOF, I have signed this instrument in \_\_\_\_\_ on  
\_\_\_\_\_.

\_\_\_\_\_  
Printed Name and  
Signature of the  
Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME on \_\_\_\_\_ in \_\_\_\_\_.  
Affiant exhibited to me his Competent Evidence of Identity by way of \_\_\_\_\_ issued  
on \_\_\_\_\_  
\_\_\_\_\_ at \_\_\_\_\_.

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of \_\_\_\_\_.