

IPM HOLDINGS, INC.

Unit 103, Ground Floor, Prestige Tower Condominium,
F. Ortigas Jr. Avenue, Ortigas Center, Pasig City

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholders:

Please be notified that the annual meeting of stockholders of **IPM HOLDINGS, INC.** (the "Corporation") will be held on Wednesday, May 24, 2017 at 2:30 p.m., at Ballroom B, Marco Polo Ortigas, Meralco Ave., Ortigas Center, Pasig City, with the following agenda:

1. Call to Order
2. Report on Attendance and Quorum
3. Approval of Minutes of Previous Stockholders' Meeting
4. Management Report
5. Ratification of all Acts of the Board of Directors and Officers
6. Election of Directors
7. Appointment of the External Auditor
8. Other Matters
9. Adjournment

Stockholders of record as of April 19, 2017 will be entitled to notice of, and to vote at said annual meeting or any adjournments or postponements thereof.

Duly accomplished proxies should be submitted to the Corporate Secretary of the Corporation not later than May 14, 2017. Validation of proxies shall be held on May 19, 2017 at 10:00 a.m. at the principal office of the Corporation.

On the day of the meeting, you or your duly designated proxy, are hereby required to bring this Notice and any form of identification (i.e. driver's license, company I.D., TIN card, etc.) to facilitate registration. Registration begins at exactly 1:00 p.m.

Very truly yours,


ANA MARIA A. KATIGBAK
Corporate Secretary

AGENDA
Details and Rationale

1. Call to order

The Chairman of the Board of Directors, Ms. Isabelita P. Mercado, will call the meeting to order.

2. Proof of notice and certification of quorum

The Corporate Secretary, Atty. Ana Maria A. Katigbak, will certify that copies of this Notice have been sent to all stockholders of record as of April 19, 2017, and whether the attendees represented at the meeting hold a sufficient number of shares for quorum for the valid transaction of business.

3. Approval of the Minutes of the Annual Meeting of Stockholders held on May 25, 2016

Copies of the draft minutes have been distributed together with the Notice of Annual Stockholders' Meeting and Information Statement.

The stockholders will be requested to approve the draft minutes. The following is the proposed resolution:

"RESOLVED, that the minutes of the Annual Stockholders' Meeting of IPM Holdings, Inc. (the "Corporation") held on May 25, 2016 be, as it is hereby, approved.

4. Management Report & Audited Financial Statements for Year Ended December 31, 2016

The Chairman, Ms. Isabelita P. Mercado or the President, Ms. Rhodora G. Uy, or their representative will present the report of the Management to the Stockholders, discuss initiatives undertaken and challenges faced by the Corporation in 2016, and share her personal perspective of the Corporation's future. Copies of the Management Report had previously been distributed to the stockholders together with the audited financial statements as of the year ended December 31, 2016.

The Treasurer, Mr. Francis Neil P. Mercado, or his representative will present the financial results and the audited financial statements for the year ended December 31, 2016 and the first quarter interim financial report. The audited financial statements were prepared by the Company's independent auditors, Sycip Gorres Velayo & Co. and approved by the Corporation's Board of Directors. In compliance with the regulatory requirements, the audited financial statements have also been submitted to the Securities and Exchange Commission and Bureau of Internal Revenue.

Questions will be entertained from the stockholders after the presentation.

The stockholders will be requested to approve the annual report of management as presented by the President, and the audited financial statements for year ended December 31, 2016 and the first quarter interim financial report. The following is the proposed resolution:

"RESOLVED, that the annual Management Report as presented by the officers of IPM Holdings, Inc. and the Corporation's audited financial statements for year ended December 31, 2016 and the first quarter interim financial report, be, as it is hereby, approved."

5. Ratification of Acts of the Board of Directors and Management

The Corporation's performance was the result of the acts, contracts, resolutions and actions of the Board of Directors and Management of the Corporation, and the stockholders will be requested to ratify the same. The following is the proposed resolution:

"RESOLVED, that all acts, contracts, resolutions and actions of the Board of Directors and Management of the Corporation from the date of the last annual stockholder's meeting up to the present be, as they are hereby, approved, ratified and confirmed."

6. Election of Directors

For Regular Directors

1. ISABELITA P. MERCADO
2. RHODORA G. UY
3. GENER T. MENDOZA
4. FRANCIS-NEIL P. MERCADO
5. ANTONIO VICTORIANO F. GREGORIO III

For Independent Directors

1. ALFREDO P. JAVELLANA II
2. DAVID L. KHO

Voting may be done in person or by proxy. Proxy forms have been distributed to all stockholders of record together with this Notice. Signed and accomplished proxy forms are required to be submitted not later than May 14, 2017 and shall be validated on May 19, 2017. Votes may be cumulated as provided in the Corporation Code.

7. Appointment of External Auditors

The Corporation's external auditor, Sycip Gorres Velayo & Co. is proposed to be reappointed for the current year 2017-2018. The following is the proposed resolution:

"RESOLVED, that the audit firm Sycip Gorres Velayo & Co. be, as it is hereby, appointed as the Corporation's external auditor for the current year 2017-2018."

8. Other Matters

Stockholders may propose to discuss other issues and matters.

9. Adjournment

After all matters in the agenda have been taken up, the Chairman shall entertain a motion to adjourn the meeting.

PROXY

IPM HOLDINGS, INC.

PROXY SOLICITED ON BEHALF OF THE MANAGEMENT OF IPM HOLDINGS, INC. FOR THE ANNUAL STOCKHOLDERS' MEETING TO BE HELD ON MAY 24, 2017, 2:30 P.M. AT BALLROOM B, MARCO POLO ORTIGAS, MERALCO AVE., ORTIGAS CENTER, PASIG CITY.

Instruction

- (a) The proxy must be duly accomplished by the stockholder of record as of Record Date. A proxy executed by a corporation shall be in the form of a board resolution duly certified by the Corporate Secretary or in a proxy form executed by a duly authorized corporate officer accompanied by a Corporate Secretary's Certificate quoting the board resolution authorizing the said corporate officer to execute the said proxy.
- (b) Duly accomplished proxies may be mailed or submitted personally to the Corporate Secretary of the Corporation and received not later than May 14, 2017 at the following address:

The Corporate Secretary
IPM Holdings, Inc.
Unit 103, Ground Floor, Prestige Tower Condominium,
F. Ortigas Jr. Avenue, Ortigas Center, Pasig City
- (c) In case of shares of stock owned jointly by two or more persons, the consent of all co-owners must be necessary for the execution of the proxy. For persons owning shares in an "and/or" capacity, any one of them may execute the proxy.
- (d) Validation of proxies will be held by the Stock Transfer Agent on May 19 2017 at 10:00 a.m. at the principal office of the Corporation at Unit 103, Ground Floor, Prestige Tower Condominium, F. Ortigas Jr. Avenue, Ortigas Center, Pasig City.
- (e) Unless otherwise indicated by the stockholder, a stockholder shall be deemed to have designated the Chairman of the Corporation, as his proxy for the annual stockholders' meeting to be held on May 24, 2017.
- (f) If the number of shares of stock is left in blank, the proxy shall be deemed to have been issued for all of the stockholder's shares of stock in the Corporation as of Record Date.
- (g) The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of SRC Rule 20.
- (h) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on any of the matters in (1), (2), (3), and (4), below by checking the appropriate box. Where the boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have authorized the proxy to vote in favor of the matter.

The Undersigned hereby appoints:

- a) The Chairman of IPM Holdings, Inc.
- b) or, _____

as his/her/its Proxy to attend the above annual meeting of the stockholders of IPM Holdings, Inc., and any adjournment or postponement thereof, to vote all shares of stock held by the undersigned as specified below and on any matter that may properly come before said meeting.

Management recommends a vote for:

1. *Approval of the Minutes of the Annual Stockholders' Meeting held on May 25, 2016*

FOR AGAINST ABSTAIN

2. *Ratification of the Acts of the Board of Directors and Officers from the date of the last Annual Stockholders' Meeting up to the present.*

FOR AGAINST ABSTAIN

3. *Appointment of Independent Auditor*

FOR AGAINST ABSTAIN

4. *Election of Directors¹*

- for all nominees listed below (except as marked to the contrary below).
- withhold authority to vote for all nominees listed below.
- strike the box opposite the name of each nominee to indicate that authority to vote for such nominee is withheld.

Security holder may strike a line through the nominee's name in the list below to withhold authority to vote for any individual nominee.

Nominees

For Regular Directors:

- ISABELITA P. MERCADO
- RHODORA G. UY
- GENER T. MENDOZA
- FRANCIS-NEIL P. MERCADO
- ANTONIO VICTORIANO F. GREGORIO III

For Independent Directors:

- ALFREDO P. JAVELLANA II
- DAVID L. KHO

(i) In their discretion, the Proxies are authorized to vote upon such other matters as may properly come before the meeting.

This proxy when properly executed will be voted in the manner directed above by the undersigned stockholder. If no direction is made, this proxy will be voted in favor of items 1, 2, 3, and 4.

Dated _____

(Signature over printed name, including title when signing for a corporation or partnership or as an agent, attorney or fiduciary)

Please mark, sign, date, and return promptly in accompanying envelope.

¹ Cumulative method of voting under Section 24 of the Corporation Code of the Philippines is allowed.