



NOTICE OF ANNUAL MEETING OF THE STOCKHOLDERS

Please take notice that the Annual Meeting of the Stockholders of **DITO CME HOLDINGS CORP. (Formerly: ISM Communications Corporation)** (the “Company”) will be held on 28 July 2020, at 11 o’clock via videoconferencing to discuss the following:

A G E N D A

1. Call to Order
2. Certification of Notice and Quorum
3. Review and Approval of the Minutes of the Previous Meeting held on December 10, 2019
4. Report of Management and Approval of the Audited Financial Statements for 2019
5. Ratification of Acts of the Board of Directors and Management since the Last Annual Stockholders’ Meeting held on 10 December 2019
6. Approval of the Amendments of the Articles of Incorporation for the following matters:
 - a. To increase the authorized capital stock of the Corporation to Increase in Authorized Capital Stock from Php2,800,000,000.00 to Forty Billion Pesos (Php40,000,000,000.00) divided into Forty Billion Common Shares
 - b. To amend the Corporation’s corporate term from 50 years to perpetuity.
7. Election of Directors (including independent directors)
8. Approval of the grant of authority to the Board of Directors to issue such number of shares of stock out of the increase in authorized capital stock at an issue price of not less than par value as the Board of Directors may determine and to accept cash or non-cash properties as payment for such subscription and the listing of such shares with the Philippine Stock Exchange.
9. Approval of issuance of shares pursuant to an equity offering, private placement, or similar transaction to be determined by the Board and the listing of such shares.
10. Appointment of External Auditor
11. Other Matters
12. Adjournment

In accordance with the rules of the Philippine Stock Exchange, only stockholders of record as of 3 July 2020 are entitled to notice of and to vote as such in the annual shareholders’ meeting and any adjournment thereof.

In view of the current COVID-19 pandemic and the General Community Quarantine in the City of Taguig where the Company’s principal address is located, the physical and

actual holding of the Annual Stockholders' Meeting cannot be conducted. In lieu thereof, the Annual Meeting on 28 July 2020 shall be conducted via live streaming.

Stockholders who intend to participate are required to register by sending an email, together with the requirements to dito.cmeholdings.legal@udenna.ph on or before 27 July 2020 (12:00 p.m., Philippine time). Full list of the requirements may be viewed on the Company's website at <http://ditocmeholdings.ph/>. The registration is subject to validation, and successful registrations will receive an electronic invitation via email, along with a complete guide on how to join, participate and vote in the Meeting.

Copies of the Notice of the Meeting, Annual Report, Definitive Information Statement and other related documents may be found on the Company's website at <http://ditocmeholdings.ph/> and through the PSE Edge Portal.

Proxy Forms and Special Powers of Attorney or other Authorization forms are available in the Company's website must be submitted to the Office of the Corporate Secretary, 21st Fl., Udenna Tower, Rizal Driver corner 4th Ave., Bonifacio Global City, Taguig City by mail or sent by email to dito.cmeholdings.legal@udenna.ph. Validation of proxies and registration shall commence on 7 July 2020 until 5 p.m. of 22 July 2020.

Participation in the meeting as well as voting shall be through remote communication. Detailed Procedure for voting shall be posted on the Company's website. Stockholders may also send your queries regarding the conduct of the Meeting to dito.cmeholdings.legal@udenna.ph.

There will be audio and visual recording of the Meeting.

Taguig City, 19 June 2020.

(Sgd.) LEANDRO E. ABARQUEZ

Corporate Secretary