



**2020**  
**Notice of Annual Meeting**  
**of Stockholders**

# ANNUAL REPORT



## Dear Shareholder:

Please access or download the 2020 Definitive Information Statement (SEC Form 20-IS) and Annual Report of Cebu Air, Inc. (CEB) (collectively referred to as “Annual Meeting Reports”) at <https://cebupacificaircorporate.com/pages/annual-reports.aspx>

To access or view the 2020 Definitive Information Statement of CEB (“2020 DIS”), the following options are available to you:

1. View/download the 2020 DIS on our website through the following link: <https://bit.ly/CEB2020DIS>
2. View/download the 2020 DIS by scanning the following QR code:



- a. Search for and download a QR code scanning application (“app”) on your smartphone for free on the App Store for iOS or Play Store for Android;
- b. Upon installation, open the app and point the camera towards the QR code and scan it;
- c. Once the QR code has been successfully scanned, the app will automatically connect to the website for viewing/downloading the Annual Meeting Reports.

To request for soft copies of the 2020 DIS to be sent to your email address, you may send a request to the following email address: [corporatesecretary@cebupacificair.com](mailto:corporatesecretary@cebupacificair.com)

Should there be any concerns, you may email us at [corporatesecretary@cebupacificair.com](mailto:corporatesecretary@cebupacificair.com)



# Notice Of Annual Meeting of Stockholders

**May 14, 2020**

Notice is hereby given that the Annual Meeting of the Stockholders of CEBU AIR, INC. will be held on May 14, 2020 at 9:00 a.m. at Level 4 Unit 4030-403, Robinsons Galleria Cebu, General Maxilom Avenue cor. Sergio Osmena Boulevard, Cebu City.

## The Agenda for the meeting is as follows:

1. Proof of notice of the meeting and existence of a quorum.
2. Reading and approval of the Minutes of the Annual Meeting of Stockholders held on May 24, 2019.
3. Presentation of annual report and approval of financial statements for the preceding year.
4. Election of Board of Directors.
5. Appointment of External Auditor.
6. Ratification of the acts of the Board of Directors and its committees, officers and management.
7. Consideration of such other matters as may properly come during the meeting.
8. Adjournment.

A brief explanation of each agenda item which requires stockholders' approval is provided herein. The Information Statement to be sent to the stockholders shall contain more detail regarding the rationale and explanation for each of such agenda item.

In light of current conditions and in support of the efforts to contain the outbreak of COVID-19, stockholders may only attend the meeting via remote communication. Stockholders intending to participate via remote communication must notify the Corporation by email to **corporatesecretary@cebupacificair.com** on or before May 7, 2020.

Stockholders who wish to cast their votes may do so via the method provided for voting in absentia, or by accomplishing the proxy form. The procedures for attending the meeting via remote communication and for casting votes in absentia are explained further in the Information Statement.

Stockholders who wish to vote by proxy shall send the proxies via email to **corporatesecretary@cebupacificair.com** or hard copies to The Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City.

Pursuant to Section 2, Article VII of the By-Laws of Cebu Air, Inc., proxies must be received by the Corporate Secretary for inspection and recording not later than five (5) working days before the time set for the meeting, or not later than May 7, 2020. Validation of proxies shall be held on May 11, 2020. **We are not soliciting proxies.**

By Authority of the Chairman

A handwritten signature in black ink that reads "Rosalinda F. Rivera".

**ROSALINDA F. RIVERA**  
Corporate Secretary

# Explanation of Agenda Items for Stockholders' Approval

The Corporation has established a designated website in order to facilitate the registration of and voting *in absentia* by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication or votes in absentia shall be deemed present for purposes of quorum.

The following is a summary of the guidelines for voting and participation in the meeting:

- (i) Stockholders may attend the meeting by viewing the livestream at this link: [https://bit.ly/CEB\\_2020ASM](https://bit.ly/CEB_2020ASM). The livestream shall be broadcast via Microsoft Teams. Please refer to Annex C of the Information Statement for the detailed guidelines for participation via remote communication.
- (ii) Stockholders may cast their votes on any item in the agenda for approval via the following modes on or before May 7, 2020:
  - a. By sending their proxies appointing the Chairman of the meeting to the Corporate Secretary;  
OR
  - b. By registering and voting through the website for voting *in absentia* at this website: [https://bit.ly/CEB\\_VIA](https://bit.ly/CEB_VIA). Registration shall be open from April 22 to 29, 2020. Voting *in absentia* shall be open from April 30, 2020, 12:01 a.m. to May 7, 2020, 11:59 p.m. Please refer to Annex C of the Information Statement for the detailed procedure for registration and voting *in absentia*.
- (iii) Stockholders who hold their shares through a broker (i.e. "scripless" shares) and who wish to vote may send their proxies appointing the Chairman of the meeting to the Corporate Secretary on or before May 7, 2020.
- (iv) Stockholders intending to participate via remote communication who have not sent their proxies or registered on the website for voting *in absentia* must notify the Corporation by email to [corporatesecretary@cebupacificair.com](mailto:corporatesecretary@cebupacificair.com) on or before May 7, 2020 in order to be counted for quorum.
- (v) Questions and comments on the items in the Agenda may be sent to [corporatesecretary@cebupacificair.com](mailto:corporatesecretary@cebupacificair.com). Questions or comments received on or before May 7, 2020 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.
- (vi) For purposes of quorum, the following stockholders shall be deemed present:
  - a. Those who sent in their proxies before the deadline;
  - b. Those who registered and voted before the cut off time; and
  - c. Those who notified the Corporation before the deadline of their intention to participate via remote communication.
- (vi) Each item in the agenda for approval of the stockholders will be shown on the screen during the livestreaming as the same is taken up at the meeting.

(vii) The Office of the Corporate Secretary shall tabulate all votes received and an independent third party will validate the results. During the meeting, the Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The total number of votes cast for each item for approval under the agenda will be shown on the screen.

### **Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 24, 2019**

Copies of the minutes will be distributed to the stockholders before the meeting and will be presented to the stockholders for approval.

### **Presentation of annual report and approval of financial statements for the preceding year**

The annual report and the financial statements for the preceding fiscal year will be presented to the stockholders for approval.

### **Election of Board of Directors**

After having undergone the nomination process as conducted by the Corporate Governance Committee, the nominees for election as members of the Board of Directors, including independent directors, will be presented to the stockholders. The profiles of the nominees shall be provided in the Information Statement to be sent to the Stockholders. The members of the Board of Directors of the Corporation shall be elected by plurality vote.

### **Appointment of External Auditor**

The Corporation's external auditor is SyCip Gorres Velayo & Co. and will be nominated for reappointment for the current fiscal year.

### **Ratification of the acts of the Board of Directors and its committees, officers and management**

Ratification of the acts of the Board of Directors and its committees, officers and management of the Corporation since the last annual stockholders' meeting up to the current stockholders' meeting, as duly recorded in the corporate books and records of the Corporation, will be requested.

### **Consideration of such other matters as may properly come during the meeting**

The Chairman will open the floor for comments and questions by the stockholders. The Chairman will decide whether matters raised by the stockholders may be properly taken up in the meeting or in another proper forum. Consideration of such other matters as may properly come during the meeting

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### **Cebu Air, Inc.**

Cebu Pacific Building  
Domestic Road  
Pasay City 1301, Philippines  
cebupacificair.com

If you have any questions or concerns on the report contained herein, please send us a fax at (632) 395-2608 or contact our transfer agent, BDO Unibank, Inc., at telephone no. (632) 840-7000.

## We are not soliciting your proxy

Stockholders who wish to cast their votes may do so via the method provided for voting in absentia, or by accomplishing the proxy form provided below. The detailed procedure for casting votes in absentia shall be sent securely to the stockholders.

Stockholders who wish to vote by proxy shall send the proxies via email to **corporatesecretary@cebupacificair.com** or hard copies to the Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City **not later than May 7, 2020**.

## Proxy

The undersigned stockholder of **CEBU AIR, INC.** (the "Corporation"), hereby appoints the Chairman of the meeting, as attorney-in-fact and proxy, to represent and vote all shares registered in his/her/its name at the Annual Meeting of the Stockholders of the Corporation to be held on **May 14, 2020** and adjournments and postponements thereof, for the purpose of acting on the following matters as fully to all intents and purposes as she/he/it might do if present and acting in person, and hereby ratifying and confirming all that the said attorney shall lawfully do or cause to be done by virtue of these presents.

\_\_\_\_\_  
**Printed Name of Stockholder**

\_\_\_\_\_  
**Signature of Stockholder /  
Authorized Signatory**

\_\_\_\_\_  
**Contact Telephone Number**

\_\_\_\_\_  
**Date**

1. Approval of the Minutes of the Annual Meeting of the Stockholders held on May 24, 2019.

YES     NO     ABSTAIN

2. Approval of the financial statements for the preceding year.

YES     NO     ABSTAIN

3. Election of Board of Directors.

	YES	NO	ABSTAIN
1. James L. Go	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Lance Y. Gokongwei	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Frederick D. Go	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Robina Y. Gokongwei-Pe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Jose F. Buenaventura	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Independent Directors

6. Antonio L. Go	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Wee Khoon Oh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Appointment of SyCip Gorres Velayo & Co. as external auditor.

YES     NO     ABSTAIN

5. Ratification of the acts of the Board of Directors and its committees, officers and management.

YES     NO     ABSTAIN

6. At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come during the meeting.

YES     NO     ABSTAIN

This proxy shall continue until such time as the same is withdrawn by me through notice in writing delivered to the Corporate Secretary at least three (3) working days before the scheduled meeting on May 14, 2020.

A PROXY SUBMITTED BY A CORPORATION SHOULD BE ACCOMPANIED BY A CORPORATE SECRETARY'S CERTIFICATE QUOTING THE BOARD RESOLUTION DESIGNATING A CORPORATE OFFICER TO EXECUTE THE PROXY. IN ADDITION TO THE ABOVE REQUIREMENT FOR CORPORATIONS, A PROXY FORM GIVEN BY A BROKER OR CUSTODIAN BANK IN RESPECT OF SHARES OF STOCK CARRIED BY SUCH BROKER OR CUSTODIAN BANK FOR THE ACCOUNT OF THE BENEFICIAL OWNER MUST BE ACCOMPANIED BY A CERTIFICATION UNDER OATH STATING THAT THE BROKER OR CUSTODIAN BANK HAS OBTAINED THE WRITTEN CONSENT OF THE ACCOUNT HOLDER.