



## NOTICE OF ANNUAL STOCKHOLDERS MEETING

Notice is hereby given that the regular Annual Meeting of Stockholders of **BASIC ENERGY CORPORATION** will be held **on Wednesday, November 24, 2021 at 3:00 p.m.**, via remote communication, with the following agenda:

### A G E N D A

1. Call to Order
2. Certification of Due Notice of Meeting and Existence of Quorum
3. Approval of Minutes of the Annual Stockholders' Meeting held on October 23, 2020
4. Presentation of the 2020 Annual Report
5. Presentation of the 2020 Audited Consolidated Financial Statements
6. Ratification of All Acts of the Board and Management for 2020-2021
7. Election of Directors for the term 2021-2022
8. Appointment of External Auditors for the 2021 Financial Statements
10. Other Matters
11. Adjournment

In view of the various levels of community quarantine enforced in the National Capital Region and in other parts of the country, the annual stockholders meeting shall be held via remote communication, where stockholders may participate and vote in absentia, using the link that will be posted at the Corporation's website: [www.basicenergy.ph](http://www.basicenergy.ph). Stockholders who wish to participate in the meeting via remote communication may contact the undersigned at [apgahol@basicenergy.ph](mailto:apgahol@basicenergy.ph). As required under SEC regulations, there will be audio and visual recordings of the meeting for future reference. The processes for the registration, participation and voting by stockholders are attached as Annex A hereof.

Only stockholders of record at the close of business on November 3, 2021 are entitled to notice of, and to vote at this meeting. For this purpose, the Stock and Transfer Books of the Corporation shall be closed from November 3 to 24, 2021.

Should you wish to authorize a representative to attend the meeting in your behalf, please accomplish the attached Proxy Form (Annex B) and (a) mail or deliver the same at the principal office of the Corporation at the UB 111 Paseo de Roxas Building, Paseo de Roxas, Legaspi Village, Makati City, or (b) email a copy to the undersigned at [apgahol@basicenergy.ph](mailto:apgahol@basicenergy.ph), on or before November 12, 2021. Validation of proxies will be on November 18, 2021 at 3:00 p.m. at the principal office of the Corporation.

Please find attached the processes for the nomination and election of directors and the list of actions taken by the Board of Directors and Management for the term 2020-2021, as Annex C and Annex D hereof, respectively. You may access the 2021 Definitive Information Statement, the 2020 Management Report, SEC Form 17-A and other pertinent or related documents from the Corporation's

website at [www.basicenergy.ph](http://www.basicenergy.ph) or at the PSE Edge, or you may request copies thereof from the undersigned during business hours at the principal office of the Corporation.

A copy of the Minutes of the 2020 Annual Stockholders Meeting are available for your perusal at the principal office of the Corporation during business hours and at the Corporation's website at [www.basicenergy.ph](http://www.basicenergy.ph).

We look forward to your attendance at the Annual Stockholders' Meeting.

Makati City, November 2, 2021.

A handwritten signature in black ink, appearing to read 'ANGEL P. GAHOL', with a stylized flourish at the end.

**ANGEL P. GAHOL**  
Corporate Secretary

## **REQUIREMENTS AND PROCEDURES FOR VOTING IN ABSENTIA AND PARTICIPATION VIA REMOTE COMMUNICATION AT THE ANNUAL STOCKHOLDERS MEETING OF BASIC ENERGY CORPORATION**

### **I. PARTICIPATION AND VOTING IN ABSENTIA OF STOCKHOLDERS**

Stockholders of Basic Energy Corporation (“the Company”) as of November 3, 2021 (“Stockholders”) may participate and exercise their right to vote on the agenda items in the 2021 Annual Stockholders Meeting (ASM) of the Company, by remote communication and voting in absentia. Voting in absentia means that stockholders shall have the opportunity to vote during the ASM without being physically present during the meeting.

### **II. REGISTRATION OF STOCKHOLDERS AND PROXY HOLDERS**

a. The right to participate and to vote are subject to the successful registration of the Stockholders with the Company’s Stockholders Registration platform posted at the Company’s website [www.basicenergy.ph](http://www.basicenergy.ph). The registration will run from November 3, up to the close of business hours on November 21, 2021. After this latter date, stockholders will no longer be allowed participate by remote communication nor vote in absentia at the ASM.

b. To register, the stockholders and proxy holders shall be requested to create a Log In Account and provide the items enumerated below to prove his/her identity and his/her right to participate and vote in the ASM:

- 1) Stockholder Name ( First Name, Middle Name and Last Name);
- 2) Complete address;
- 3) E-mail address;
- 4) Contact number;
- 5) Digital copy of the front and back portions of the Stockholder’s two (2) valid government-issued IDs (in JPG format) (which shall be attached to the registration form);
- 6) If the Stockholder has issued a Proxy in favor of another person, the proxy holder shall likewise input under his name items 1) to 5) above; and
- 7) If the Stockholder who has issued a Proxy is a corporate entity, the digital copy of the Stockholder’s Secretary’s Certificate and Proxy shall be attached to the registration form.

c. The Company reserves its right to require additional personal data or documents to ensure the identity and validate the right of the Stockholder or his/her Proxy to participate and vote in the ASM. At all times, the right of the Stockholder to the privacy of his/her personal data as provided in the Data Privacy Act shall be ensured.

d. The Stockholder and his/her proxy shall be advised by email acknowledging his/her registration, or should there be additional requirements needed by the Company.

e. The registration data and other requirements shall be validated by the Company upon submission of the complete registration requirements and not later than three (3) business days prior to the ASM.

f. Upon successful registration, the Stockholder, or his/her proxy, will be given access to the ASM live stream and will be required to log-in to his/her Account and his/her successful log-in shall be considered as attendance in the ASM and shall be considered in the determination of quorum in the ASM.

### III. PARTICIPATION VIA REMOTE COMMUNICATION

a. Only the stockholders, or their proxies, who have successfully registered with, and have logged in at the Company's website may be given access to the ASM livestream video service that will allow Stockholders or their proxies to participate in the ASM.

b. The Company will provide mechanisms to ensure that stockholders or their proxies shall have the opportunity to participate in the ASM, including the ability to read the presentations and hear substantially the discussions during the ASM.

c. Stockholders or their proxies may raise questions and clarifications on the agenda items.

d. Proceedings of the meeting shall be recorded. Stockholders may request for access to the recorded webcast of the ASM by sending an email to the Corporate Secretary at [apgahol@basicenergy.ph](mailto:apgahol@basicenergy.ph).

### IV. VOTING PROCEDURES

a. All agenda items indicated in the Notice of the Meeting will be set out in the digital absentee ballot and the registered Stockholder, or his/her proxy, may vote as follows:

1) For items other than the election of Directors, the registered Stockholder, or his/her proxy, will have the options to vote "Approve," "Disapprove," or "Abstain" or "Vote Withheld". The vote is considered cast for all the registered stockholder's shares.

2) For the election of Directors, the registered stockholder, or his/her proxy, may vote for all nominees or cumulate his vote for one or some of the nominees provided that the total number of allowable votes will not exceed the number of shares multiplied by the number of Board seats (Number of Shares x 11 Directors= Number of Voting Shares).

b. Once the registered Stockholder, or his/her proxy, has finished voting on the Agenda items, he/she can proceed to submit his/her electronic ballot by clicking the 'Submit' button. After the electronic ballot has been submitted, the registered Stockholder or his/her proxy may no longer change his/her vote.

c. The integrity and secrecy of votes shall be protected. As such, all votes received will be tabulated and validated by the Office of the Corporate Secretary. The external auditors will also be present to validate the results.

d. The Corporate Secretary shall report the results of voting during the meeting.

(Nothing Follows)

**PROXY FORM**  
**ANNUAL STOCKHOLDERS' MEETING**  
**November 24, 2021 – 3:00 P.M.**

The undersigned stockholder of **BASIC ENERGY CORPORATION** (the "Corporation"), hereby appoints \_\_\_\_\_ or, in his absence, the Chairman of the Board, or in the latter's absence, the President of the Corporation, as proxy to represent and vote all shares registered in the name of the undersigned at the Annual Meeting of the stockholders of the Corporation scheduled on November 24, 2021 at 3:00 P.M., and any postponements or adjournments thereof, hereby ratifying and confirming all actions taken by said proxy on matters which may properly be taken up at such meeting, its postponements or adjournments. In particular, the undersigned hereby directs the proxy to vote the shares on the following agenda items in the manner indicated below, or if not so indicated, the proxy shall exercise full discretion in acting thereon.

**AGENDA ITEMS****ACTION**

		Approve	Disapprove	Abstain	
1.	Approval of the Minutes of the October 23, 2020 Meeting				
2.	Approval of the 2020 Annual Report and Approval of the 2020 Audited Consolidated Financial Statements				
3.	Ratification of all acts of the Board and Management for 2020-2021				
4.	Election of Directors				<b>Authority to Vote Withheld</b>
	<b>Manuel Z. Gonzalez</b>				
	<b>Oscar L. de Venecia, Jr.</b>				
	<b>Beatrice Jane L. Ang</b>				
	<b>Ramon L. Mapa</b>				
	<b>Jaime J. Martirez</b>				
	<b>Ma. Rosette Geraldine L. Oquias</b>				
	<b>Supasit Pokinjaruras</b>				
	<b>Reynaldo D. Gamboa (Independent Director)</b>				
	<b>Kim S. Jacinto-Henares (Independent Director)</b>				
	<b>Andres B. Reyes (Independent Director)</b>				
5.	Appointment of External Auditors for the 2021 financial statements				

The above-named director-nominees were screened and pre-qualified in accordance with the Corporation's Manual of Corporate Governance and SEC Memorandum Circular No. 19, series of 2016.

Signed this \_\_\_\_\_, 2021 at \_\_\_\_\_.

\_\_\_\_\_  
Signature of Stockholder Over Printed

Name

Note: For corporate stockholders, please attach a notarized copy of the Corporate Secretary's Certificate authorizing the issuance of the proxy form and designating the authorized representative of the corporation who will sign the proxy form, together with a copy of a valid ID of the proxy. For individual stockholders, please attach a copy of a valid ID of the proxy.

**Basic Energy Corporation**

**Processes for Nomination of Directors For Election**

(i) The Board of Directors sets the date, time and venue for the year's annual stockholders meeting in its regular meeting at the latest approximately three (3 months before the annual stockholders meeting. The Compliance Officer discloses to the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE) the setting of the annual stockholders' meeting immediately after the Board meeting.

(ii) Any stockholder may submit nominations for election as members of the Board after the disclosures to the SEC and the PSE. Nominations shall be signed by the nominating stockholder and accepted and signed by the would-be nominee and submitted to the Nominating Committee at any time before the Committee submits the Final List of Nominees to the Board.

(iii) The Nominating Committee pre-screens the would-be nominees, ensuring that they possess all the qualifications and that they do not possess any of the disqualifications for directors as prescribed in the Manual on Corporate Governance, the Company's By-Laws and other applicable laws and regulations.

(iv) The Nominating Committee shall have the right to require the nominating stockholder to submit a resume of the would-be nominee and such other documents as may be necessary for the Nomination Committee to undertake its pre-screening functions.

(v) After the pre-screening process, the Nominating Committee prepares a Final List of all nominees and submits the list to the Board of Directors for approval, complete with the information required by the Securities Regulation Code.

(vi) The Final List of Nominees as approved by the Board shall be immediately disclosed to the SEC and the PSE. The Final List of Nominees is reported in the definitive Information Statement furnished to all stockholders prior to the stockholders' meeting. In case a nominee is not included in the Final List, the Corporate Secretary shall accordingly advise, in writing, the nominating stockholder and his/her nominee.

(vii) Only nominees whose names appear on the Final List of Nominees shall be eligible for election as directors. No other nomination shall be entertained after the Final List of Nominees shall have been disclosed and submitted to the SEC and the PSE. No further nominations shall be entertained or allowed on the floor during the actual stockholders' meeting.

**Processes for Election of Directors**

(i) The election of directors shall be part of the regular agenda for the annual stockholders meeting.

The election of directors shall be preceded by a presentation of the material information on the nominees, their profiles, attendance report, appraisal and performance report, compensation report and disclosures on self-dealings and related party transactions, if any;

(ii) At the annual meeting of stockholders, every stockholder entitled to vote shall have the right to vote the number of shares of stocks standing in his own name in the stock books of the corporation at the time of the meeting. In the election of directors, a stockholder may: (a) vote such number of shares for as many persons as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of the shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit, provided that the total number of votes cast shall not exceed the number of shares owned by the stockholder as shown in the books of the corporation multiplied by the whole number of directors to be elected.

(iii) No delinquent stock shall be voted.

(iv) If the number of the nominees does not exceed the number of directors to be elected, all the shares present or represented at the meeting will be cast by the Corporate Secretary in favor of the selected nominees. If the number of nominees exceeds the number of directors to be elected, voting will be done by ballot.

(v) The top eleven (11) nominees with the most number of votes will be declared as the elected directors.

(vi) Counting of votes in the ballots will be done by the Corporate Secretary (or his authorized representatives) with the assistance of the representatives of the external auditors and/or the stock transfer agent of the Company.

(vii) All votes attaching to the shares of stock owned by stockholders whose proxies were received by the Corporate Secretary will be cast in accordance with the instructions given or authority granted under the proxies.

## Annex D

### ACTIONS TAKEN BY THE BOARD OF DIRECTORS AND MANAGEMENT OF BASIC ENERGY CORPORATION FROM OCTOBER 23, 2020 TO OCTOBER 15, 2021

<b>DATE OF MEETINGS</b>	<b>TYPE OF MEETING</b>	<b>ACTIONS TAKEN</b>
October 23, 2020	Organizational Meeting	Election of Directors and Officers of subsidiaries of the company for the term 2020-2021  Appointment of Members of the Advisory Board, Board Committees and Appointment of Officers for the term 2020-2021
November 26, 2020	Regular Meeting	Election of Justice Andres B. Reyes, Jr. as Independent Director
December 17, 2020	Regular Meeting	Approved the proposed 2021 General and Administration Budget.  Approved the Directors & Officers Liability Insurance Coverage with Starr International Insurance Company.
December 18, 2020	Special Meeting	Approved the Memorandum of Agreement with MAP 2000 Development Corporation.  Signing of the Memorandum of Agreement with MAP 2000 Development Corporation.
December 29, 2020	Special Meeting	Approved the call on all unpaid subscriptions as of December 29, 2020 consisting of the unpaid Private Placements for the capital increase of the Company undertaken in 2007, and unpaid subscriptions under the Company's Stock Option Plan, and setting the due date for payment of the unpaid subscriptions on or before (60) business days from receipt of the call.  Approved a year-end bonus for all employees equivalent to one-month salary of each respective employee and one-month per diem to the members of the Board and Advisory Board.



January 28, 2021	Regular Meeting	<p>Approved the terms of the proforma Wind Energy Service Contract (WESC) with the Department of Energy and authorized the President &amp; CEO to sign the Wind Energy Service Contract and approved the budget for the project.</p> <p>Approved the signing of the Subscription Agreement with Meta Corporation Public Company Limited (Meta) covering 180,384,497 shares at Php 0.25 per share subject to payment of the subscription price, and approved the issuance of the said shares and listing with the Philippine Stock Exchange, upon payment of the subscription price.</p> <p>Approved the listing with Philippine Stock Exchange of the paid Stock Option Plan shares and Private Placement shares.</p>
February 9, 2021	Special Meeting	<p>Ratified and approved the resolutions adopted by Mabini Energy Corporation approving the terms of the proforma terms of the Wind Energy Service Contract with the Department of Energy.</p>
February 22, 2021	Regular Meeting	<p>Approved the filing of applications for listing of Stock Option Plan shares paid as of January 29, 2021.</p>
March 25, 2021	Regular Meeting	<p>Approved the Audited Financial Statements ending December 31, 2020 based on the audit report submitted by Reyes Tacandong &amp; Co.</p>
April 29, 2021	Regular Meeting	<p>Approved the extension of payment of Private Placement shares of five (5) subscriptions.</p> <p>Approved the extension of payment of Meta of its Tranche 3 shares to June 30, 2021.</p> <p>Approved the authority of the President &amp; CEO of the company to sign for and in behalf of Southwest Resources, the Release and Quitclaim relative to the sale of the San Fabian Property, in favor of Basic Energy Corporation</p>
May 12, 2021	Special Meeting	<p>Confirmed the closing of the Map 2000 Development Corporation (M2DC) transactions.</p>

		<p>Approved the re-adoption of the resolution to approve the increase in authorized capital stock approved by the Board on May 7, 2019.</p> <p>Approved the Subscription Agreement with Map 2000 Development Corporation authorizing the issuance of 9,827,990,853 primary shares at Php 0.285 to be issued out of the increase in the corporation's authorized capital stock and authorized the President &amp; CEO to sign on behalf of the Corporation the Subscription Agreement.</p> <p>Acceptance of the resignations of Directors Eduardo V. Manalac, Isidoro O. Tan and Ma. Florina M. Chan.</p> <p>Election of Ms. Kim S. Jacinto-Henares, Ms. Maria Rosette Geraldine L. Oquias and Atty. Manuel Z. Gonzalez as Directors of the Corporation to serve for the remainder of the resigned directors.</p> <p>Appointment of the newly elected directors to the committee memberships of the directors replaced.</p> <p>Appointment of new officers of the corporation.</p> <p>Approved the opening of a deposit account with BDO.</p>
May 27, 2021	Regular Meeting	<p>Acceptance of the resignation of Director Harvey Lawrence Dychiao as Director of the Company.</p> <p>Election of Mr. Reynaldo D. Gamboa as Director of the Corporation to serve the remainder of Director Dychiao's term and the appointment of Director Gamboa to the committee memberships of Director Dychiao.</p> <p>Approved for the authority for the Stock Transfer Agent to issue the stock certificates for the paid private placements and the application for listing with the Philippine Stock Exchange of the paid private placements shares.</p> <p>Approved to grant authority for Reyes Tacandong &amp; Co. to undertake the special audit for the</p>

		<p>evaluation of the payment of M2DC for its subscription to the proposed capital increase of the company to Php 5 Billion.</p> <p>Approved the setting of the Annual Stockholders Meeting of the Company to September 29, 2021 at 3:00 P.M. via remote communication.</p>
June 24, 2021	Regular Meeting	<p>Approved the revised Board Committee memberships in compliance with Corporate Governance Manual on the membership of Independent Directors in board committees</p> <p>Approved the declaration of delinquency of the unpaid private placements shares as of June 10, 2021, and approved the scheduled of the auction of the unpaid shares to August 10, 2021.</p> <p>Approved the authority of the President &amp; CEO to engage an external counsel to handle the auction sale of the delinquent shares.</p> <p>Approved the updating of bank signatories.</p> <p>Approved the authority of the President &amp; CEO to change the Stock Transfer Agent.</p>
July 29, 2021	Regular Meeting	<p>Approved the reorganization of the composition of the Board of Directors of Mabini Energy Corporation and Basic Renewables, Inc.</p> <p>Approved the resetting of the Annual Stockholders Meeting from September 29, 2021 to November 24, 2021 at 3:00 P.M. via videoconference.</p> <p>Approved the request of Meta Corporation to pay Tranche 3 shares on September 30, 2021.</p> <p>Approved the revocation of the 2018 Board Resolution on the creation of Three (3) Billion Preferred Shares and the corresponding amendment of Article Seventh of the Amended Articles of Incorporation.</p> <p>Approved the engagement of Calleja Law Office and the secondment of Atty. Dominique P. Pascua of the said firm as Compliance Officer.</p>

August 19, 2021	Special Meeting	<p>Authorized Management to explore, study and recommend new projects to be undertaken by the company.</p> <p>Authorized Management to explore, study and recommend plans for the company's equity investments in VEPC and VINTER.</p>
August 26, 2021	Regular Meeting	<p>Approved of the execution of the Subscription Agreements for the winner bidders in the auction sale of the delinquent private placement shares.</p> <p>Approved the issuance of 22,500,000 shares in the name of the winning bidders and the filing of the application for listing of the shares with the Philippine Stock Exchange.</p>
September 30, 2021	Regular Meeting	<p>Approved the Final List of Nominees for the election of directors at the Annual Stockholders Meeting on November 24, 2021 (ASM).</p> <p>Approved the nomination of Reyes Tacandong &amp; Co. as the external auditor for the 2021 financial statements, for approval of stockholders at the ASM.</p> <p>Setting of the record date for the ASM on November 3, 2021 and the closing of the stock and transfer books from November 3 to 24, 2021.</p>
October 15, 2021	Special Meeting	<p>Approved the equity investment of the Company up to 60% interest in FilOil Energy Company, subject to the execution by the parties of the definitive agreement covering the terms of the investment.</p>
	-End of List-	