



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE is hereby given that the Annual Meeting of the Stockholders of CYBER BAY CORPORATION ("Corporation") will be held on 28 June 2024, 2:00 PM, through videoconferencing (via Zoom), as authorized by resolution of the Board of Directors on 13 May 2024.

The Agenda of the meeting is as follows:

1. Call to Order
2. Proof of Notice of Meeting
3. Determination of Quorum
4. Approval of the Minutes of the Previous Stockholders' Meeting
5. Presentation of the Management Report
6. Approval of the 2023 Audited Financial Statements
7. Election of the Members of the Board of Directors
8. Appointment of External Auditors
9. Other Business
10. Adjournment

The By-Laws provides that the date of annual stockholders' meeting is held on any day in April of each year. However, in a special meeting of the Board of Directors held on 04 April 2024, the Corporation formally postponed the schedule of the annual stockholder's meeting due to lack of quorum resulting from the absence of shareholders owning or representing at least a majority of the outstanding capital stock of the Corporation, and to provide the Corporation with sufficient time to comply with the various regulatory requirements.

Only stockholders of record at the close of business on 28 May 2024 are entitled to vote at this meeting.

Minutes of the Annual Stockholders' Meeting held on 21 December 2023 and the resolutions of the Board of Directors beginning 21 December 2023 will be accessible through the Corporation's website www.cyberbay.ph.

Stockholders may only participate in the annual meeting *via* remote communication and cast their votes electronically or *in absentia*, or through appointing the Chairman of the Meeting as proxy. Only stockholders of record as of 28 May 2024 are entitled to vote at this meeting.

Stockholders intending to attend the meeting by remote communication should notify the Corporation not later than 17 June 2024 at 5:00 PM by e-mail to the Corporate Secretary at CYBRcorporatesecretary@gmail.com;

Further details and procedure for attendance and participation in the meeting through remote communication are set forth in Annex "1" of the notice in the Information Statement, which shall be made available to the public not later than 06 June 2024, through posting on PSE Edge and the Corporation's website.

Duly accomplished ballots, proxies, and copies of valid government IDs shall be submitted through any of the following:

1. By e-mail to the Corporate Secretary at CYBRcorporatesecretary@gmail.com; and
2. By ordinary mail to the Office of the Corporate Secretary at Suite 2802 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City 1605.

The deadline for submission of ballots and proxies is on 17 June 2024 at 5:00 PM. For corporations, ballots and proxies must be accompanied by the Corporate Secretary's sworn certification stating the corporate officer's authority to vote for and to represent the corporation in the meeting. Ballots and proxies need not be notarized.

Validation of ballots and proxies will be on 21 June 2024 at 2:00 p.m. at the office of the Corporate Secretary at Suite 2802 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City, 1605. For your convenience, samples of the ballot and proxy are available at the Corporation's website.

Questions and comments to the Board of Directors and/or Management may be sent in advance of, or during, the meeting by email to the Corporate Secretary at CYBRcorporatesecretary@gmail.com.

Please refer to Annex "2" of the notice in the Information Statement for a brief discussion of and the rationale for the above agenda items.

A visual and audio recording of the proceedings of the annual meeting shall be kept by the Corporation.

For the Board of Directors.


ATTY. RYAN V. ROMERO
Corporate Secretary