

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Jul 14, 2020
2. SEC Identification Number  
38683
3. BIR Tax Identification No.  
000-315-612-000
4. Exact name of issuer as specified in its charter  
The Philodrill Corporation
5. Province, country or other jurisdiction of incorporation  
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
8th Floor, 125 Pioneer Street, Quad Alpha Centrum Building  
Postal Code  
1550
8. Issuer's telephone number, including area code  
(02) 8631-8151 to 52
9. Former name or former address, if changed since last report  
N.A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
 

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	191,868,805,358
11. Indicate the item numbers reported herein  
Item 9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*





# The Philodrill Corporation

## OV

**PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting**  
*References: SRC Rule 17 (SEC Form 17-C) and  
Sections 7 and 4.4 of the Revised Disclosure Rules*

### Subject of the Disclosure

Notice of Stockholders' Meeting

### Background/Description of the Disclosure

Date of Meeting: August 13 2020 (Thursday)  
Time: 2:30 p.m.  
Venue: Virtual Meeting  
Record Date: March 18, 2020  
Proxy Deadline: August 6, 2020 (Thursday)

### Type of Meeting

Annual

Special

<b>Date of Approval by Board of Directors</b>	Jul 14, 2020
<b>Date of Stockholders' Meeting</b>	Aug 13, 2020
<b>Time</b>	2:30 PM
<b>Venue</b>	Virtual Meeting
<b>Record Date</b>	Mar 18, 2020

**Agenda**

The Agenda for the Meeting shall be as follows:

1. Call to Order and Proof of Notice of the Meeting.
2. Certification of Quorum.
3. Approval of the Minutes of the June 19, 2019 Annual Stockholders' Meeting.
4. Report of Management on the Company's Exploration and Production activities for the year ended December 31, 2019.
5. Presentation of Annual Report and Audited Financial Statements for the year ended December 31, 2019 and action thereon;
6. Ratification and Approval of all previous acts and resolutions of the Board of Directors, Management and all Committees.
7. Appointment of Independent Auditor
8. Election of Directors
9. Other Matters
10. Adjournment

**Inclusive Dates of Closing of Stock Transfer Books**

<b>Start Date</b>	Mar 19, 2020
<b>End Date</b>	Mar 20, 2020

**Other Relevant Information**

Amended to update the date and venue of the meeting, including the proxy deadline.

**Filed on behalf by:**

<b>Name</b>	Josephine Ilas
<b>Designation</b>	Assistant Corporate Secretary



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING OF THE PHILODRILL CORPORATION

TO ALL STOCKHOLDERS:

Notice is hereby given that the Annual Stockholders' Meeting ("Meeting" or "ASM") of The Philodrill Corporation (the "Company") will be held on **August 13, 2020 (Thursday) at 2:30 pm**. The Meeting will be conducted virtually and attendance at the meeting will be via remote communication only.

The Agenda for the Meeting shall be as follows:

1. Call to Order and Proof of Notice of the Meeting.
2. Certification of Quorum.
3. Approval of the Minutes of the June 19, 2019 Annual Stockholders' Meeting.
4. Report of Management on the Company's Exploration and Production activities for the year ended December 31, 2019.
5. Presentation of Annual Report and Audited Financial Statements for the year ended December 31, 2019 and action thereon;
6. Ratification and Approval of all previous acts and resolutions of the Board of Directors, Management and all Committees.
7. Appointment of Independent Auditor
8. Election of Directors
9. Other Matters
10. Adjournment

Only stockholders of record at the close of business hours on **March 18, 2020** are entitled to notice of, and to vote at this meeting.

In light of the current conditions and in support of the measures to prevent the spread of COVID-19, there will be no physical meeting. Stockholders may only attend and participate in the meeting by remote communication. Stockholders who intend to attend by remote communication are required to accomplish the Registration Form<sup>1</sup> and submit it together with the required documents to [2020asm@philodrill.com](mailto:2020asm@philodrill.com) on or before August 6, 2020. The link through which the Meeting may be accessed shall be sent to the email address of the registered stockholder. Stockholders may vote electronically in absentia, subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes in absentia are set forth in the *Guidelines on Participation by Remote Communication* and discussed in the Information Statement (SEC Form 20-IS).

If you are unable to join the virtual meeting but wish to vote on items in the agenda, you may appoint the Chairman as your proxy with specific voting instructions which will be duly counted. Duly accomplished Proxies shall be submitted by email to the Office of the Corporate Secretary at [2020asm@philodrill.com](mailto:2020asm@philodrill.com) for inspection, validation, and recording at least seven (7)

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<sup>1</sup> Downloadable at the Company's website <https://philodrill.com/>

days before the opening of the Annual Stockholders' Meeting, or on/or before *August 6, 2020*. The Proxy Validation Committee will inspect, examine, and validate the sufficiency of the proxy forms received. We enclose a sample Registration/Proxy form for your convenience.

By registering to participate in the virtual meeting a stockholder or a proxy or representative of the stockholder agrees for the Company and its service providers to process their sensitive personal information necessary to verify their identity and authority. A stockholder who fails to comply with the registration requirement will not be able to participate in the virtual stockholders meeting.

Stockholders (or their proxies) whose registration are validated can: (a) view the webcast of the meeting, (b) vote on the agenda items using the online ballot that will be sent to them; and (c) send their questions, comments or motions on the agenda items during the Meeting by email to [2020asm@philodrill.com](mailto:2020asm@philodrill.com) with subject "*ASM Question/Comment*". Stockholders who will participate in the Meeting are encouraged to send their questions, comments and motions before the meeting. Relevant questions on the agenda items will be read by the Moderator and will be answered by concerned officers during the meeting.

The Definitive Information Statement ("IS"), Management Report, Audited Financial Statements, Quarterly Report as of June 30, 2020 and other documents related to the ASM, including the **Guidelines on Participation by Remote Communication** may be accessed through any of the following operations:

1. Go to the Philodrill Corporation website via this link: <https://philodrill.com/>
2. Go to the PSE EDGE portal via <https://edge.pse.com.ph/> or;
3. Request for a copy by sending an email to [stocks@philodrill.com](mailto:stocks@philodrill.com)

For ASM-related queries, you may send an email to [stocks@philodrill.com](mailto:stocks@philodrill.com); [info@philodrill.com](mailto:info@philodrill.com) or contact the Office of the Corporate Secretary at +632 8631-8151. For account updating or concerns regarding your shareholdings, please contact our Transfer Agent, **Stock Transfer Service, Inc. (STSI)**, at telephone no. +632 8403-2410 or via email directly to Mr. Richard Regala at [rdregala@stocktransfer.com.ph](mailto:rdregala@stocktransfer.com.ph)

Very truly yours,



**ADRIAN S. ARIAS**  
Corporate Secretary

**THE PHILODRILL CORPORATION**  
**2020 ANNUAL STOCKHOLDERS' MEETING**  
**GUIDELINES ON PARTICIPATION BY REMOTE COMMUNICATION**

**I. Coverage**

Stockholders of **THE PHILODRILL CORPORATION** (the “Company”) who are unable to physically attend the Company’s Annual Stockholders’ Meeting on August 13, 2020 and who have: (a) appointed the Chairman of the meeting as Proxy, or (b) upon valid registration chose to electronically vote in absentia after advising the Company of their intention to attend the Meeting remotely.

**II. Registration**

1. **Who may Register** – Stockholders of Record as of March 18, 2020.
2. **When to Register**- Registration period for Stockholders who intend to appoint the Chairman as Proxy, or to electronically vote in absentia shall start on July 23, 2020 at 8:00am until August 6, 2020 at 5:00pm, Philippine time (“Registration Period”). Beyond this date, Stockholders may no longer avail of the option to electronically vote in absentia.
3. **How to Register** - The Shareholder must send a scanned or digital copy of their Registration Form, herein attached, together with the following documents to the email address [2020asm@philodrill.com](mailto:2020asm@philodrill.com) within the Registration Period, for validation.

**Individual Stockholders–**

- a. A recent photo of the Stockholder, with the face fully visible.
- b. Scanned or digital copy of the front and back portions of the Stockholder’s valid government-issued identification card, preferably with residential address.
- c. Contact details

**Stockholders with Joint Accounts –**

- b. Scanned or digital copy of authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account.
- c. A recent photo of the authorized Stockholder, with the face fully visible.
- d. Scanned or digital copy of the front and back portions of the authorized Stockholder’s valid government-issued identification card, preferably with residential address.
- e. Contact details of the authorized Stockholder.

### **Broker Accounts –**

- a. Scanned or digital copy of broker's certification on the Stockholder's number of shareholdings.
- b. A recent photo of the Stockholder, with the face fully visible.
- c. Scanned or digital copy of the front and back portions of the Stockholder's valid government-issued identification card, preferably with residential address.
- d. Contact details.

### **Corporate Stockholders –**

- a. Scanned or digital copy of signed secretary's certificate attesting to the authority of the representative to vote for, and on behalf of the Corporation.
- b. A recent photo of the stockholder's representative, with the face fully visible.
- c. Scanned or digital copy of the front and back portions of the valid government-issued identification card of the Stockholder's representative, preferably with residential address.
- d. Contact details of the Stockholder's representative.

Stockholders with incomplete requirements will not be able to register online and vote electronically *in absentia*, but may still vote by sending a proxy (appoint the Chairman of the Company as proxy) to the Annual Stockholders' Meeting.

4. **Validation of Registration.** The validation of the Stockholder's Registration Form shall be completed by the Company within three (3) business days from receipt thereof.

The Company will send an email confirming successful validation of the Stockholder's registration. Please note that submission of incomplete or inconsistent information may result in an unsuccessful registration.

The Registration Form can be accessed and downloaded at our website <http://philodrill.com>

*Note: In light of the recent events and government pronouncements and guidelines surrounding the COVID-19 pandemic, the Company shall allow electronic signature for the required documents, as applicable. Notarization requirement shall also be dispensed with at this time. However, the Company reserves the right to request additional information, and original signed and notarized copies of these documents at a later date, as it deems necessary.*

## **III. Right to Vote**

### **1. The Stockholder Appointing the Chairman as Proxy:**

Stockholders may give the Chairman, as Presiding Officer, the authority to vote in all matters for approval, by appointing the Chairman as Proxy in the Stockholders'

Registration Form.

## **2. The Stockholder Votes in Absentia:**

- a. For items other than the Election of Directors, the registered Stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the registered Stockholder's shares.
- b. For the Election of Directors, the registered Stockholder may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such number of shares as preferred by the Stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected.

The votes cast in absentia will have equal effect as votes cast by proxy.

## **3. Stockholder Participating through Remote Communication:**

Stockholders participating through remote communication may either vote prior to or during the Annual Stockholders' Meeting provided they have validly registered within the Registration Period.

Upon successful registration, Registered Stockholders will receive an electronic mail containing the link they can access to cast their votes. For verification, the Registered Stockholder will have to fill in their data and certify their information on the link provided. The Stockholder may edit their votes but once the Registered Stockholder clicks the Submit button, votes are irreversible.

## **IV. Tabulation & Validation of Votes in Absentia or by Proxy**

The Proxy Validation Committee will tabulate all votes received through Proxy or in absentia, and an independent third party will validate the results.

Stockholders who register and vote are hereby deemed to have given their consent to the collection, use storing, disclosure, transfer sharing and general processing of their personal data by the Corporation and by any other relevant third party for the purpose of electronic voting in absentia for the Annual Stockholders' meeting and for all other purposes for which the Stockholder can cast his/her/its vote as a stockholder of the Corporation.

## **V. Determination of Quorum**

Only those Stockholders who have notified the Company of their intention to participate in the Annual Stockholders' Meeting by remote communication, and who have successfully registered during the Registration Period, together with the Stockholders who voted by proxy or *in absentia* will be included in the determination of quorum.

## **VI. Access to the Live Meeting**

The Company will send the registered Stockholders the link to the live webcast of the



Annual Stockholder's Meeting through the email confirming their successful registration or at least no later than two (2) business days prior to the date of the Meeting.

Registered Stockholders may be required to download an application or register an account to access the live webcast of the meeting. For any technical assistance, Stockholders may send their questions or concerns prior to the date of the meeting via email to [2020asm@philodrill.com](mailto:2020asm@philodrill.com) with the subject "Technical Assistance" where our IT personnel can assist them.

## **VII. Stockholders' Questions/Comments During the Meeting**

Stockholders may send their questions and/or comments during the meeting by email to [2020asm@philodrill.com](mailto:2020asm@philodrill.com) with subject "*ASM Question/Comment*". Stockholders who will participate in the Meeting are encouraged to send their questions, comments and motions before the meeting. Relevant questions on the agenda items will be read by the Moderator and will be answered by concerned officers during the meeting.

## **VIII. Recording of the Annual Meeting**

Upon adjournment, the Company shall post the link to the recorded webcast of the Annual Stockholder's Meeting on the Company's website, for two (2) weeks. Within this period, Stockholders may raise to the Company any issues, clarifications and concerns on the Annual Stockholder's Meeting conducted.

## **IX. Other Matters**

For any clarifications or other concerns, Stockholders may contact the Office of the Corporate Secretary at [info@philodrill.com](mailto:info@philodrill.com) or through telephone nos. +632 8631-8151 to 52.