

FOR APPROVAL ON 30 JUNE 2023

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
OF

ARTHALAND CORPORATION

Held via Zoom ® Webinar

Friday, 24 June 2022

<u>Total Common Shares Present</u>	3,727,675,057 ¹
<u>Total Preferred Shares Present</u>	Undisclosed ²
<u>Total Number of Common Shares Outstanding and Entitled to Vote</u>	5,318,095,199

Directors Present

Mr. Ernest K. Cuyegkeng	Chairman of the Board
Mr. Jaime C. González	Vice Chairman and President ³
Mr. Ricardo Gabriel T. Po	Vice Chairman ⁴
Mr. Cornelio S. Mapa, Jr.	Treasurer and Executive Vice President
Mr. Jaime Enrique Y. González	Director
Mr. Christopher Paulus Nicolas T. Po	Director
Mr. Fernan Victor P. Lukban	Independent Director ⁵
Mr. Hans B. Sicat	Independent Director ⁶
Mr. Andres B. Sta. Maria	Independent Director

In Attendance

Mr. Christopher G. Narciso	Executive Vice President
Mr. Oliver L. Chan	Head of Sales Operations
Mr. Gabriel L. Paulino	Head of Technical Services
Ms. Sheryll P. Verano	Head of Strategic Funding and Investments and Investor Relations Officer
Mr. Ferdinand A. Constantino	Chief Finance Officer
Ms. Marivic S. Victoria	Deputy Chief Finance Officer
Ms. Leilani G. Kanapi	Head of Procurement
Ms. Ma. Angelina B. Magsanoc	Head of Marketing
Mr. Clarence P. Borromeo	Head of Information Technology and Data Privacy Officer
Ms. Katrina Elaina G. Marban	Head of Human Resources and Administration
Mr. Joseph R. Feliciano	Head of Internal Audit and Risk
Mr. Aristides Antonio C. Gonzales	Head of Business and Project Development
Atty. Riva Khristine V. Maala	Corporate Secretary and General Counsel
Mr. Roman Felipe Reyes	Chairman, Reyes Tacandong & Co.
Mr. Protacio Tacandong	Managing Partner, Reyes Tacandong & Co.
Ms. Michelle R. Mendoza-Cruz	Partner-in-Charge, Reyes Tacandong & Co.
Ms. Lorraine Carpio	BDO Unibank, Inc. -Trust and Investments Division

=====

¹ Consisting of CPG Holdings, Inc., AO Capital Holdings, Inc., Elite Holdings, Inc., Manchesterland Properties, Inc., Julius Sanvictores, and the members of the Board of Directors.

² Lodged with Philippine Depository and Trust Corporation.

³ Chairman of the Stock Option and Compensation Committee

⁴ Chairman of the Governance and Nomination Committee

⁵ Chairman of the Audit Committee

⁶ Chairman of the Risk Management Committee

FOR APPROVAL ON 30 JUNE 2023

I. Call to Order

Before calling the meeting to order, Chairman Ernest K. Cuyegkeng reminded everyone that the meeting is being conducted in virtual format given that the pandemic is still not over.

Chairman Cuyegkeng thereafter called the meeting to order at 9:05 A.M. and presided over the same. The Corporate Secretary, Atty. Riva Khristine V. Maala, acted as Secretary of the meeting and recorded the minutes of the proceedings.

II. Proof of Due Notice of Meeting/Determination of Quorum

The Secretary confirmed that the notice of this meeting was published on 02 and 03 June 2022 in the Philippine Star and the BusinessWorld, both newspapers in general circulation, in print as well as in their respective online platforms. Following the directives of the Securities and Exchange Commission on the holding of annual stockholders' meetings through remote communication and within the period prescribed by the By-Laws of the Corporation. The sworn Affidavits of Publication both dated 03 June 2022 from PhilSTAR Daily, the corporation which publishes the Philippine Star, and from the BusinessWorld, are attached and made integral parts hereof as **Annex "A"**.

Also, beginning 03 June 2022, the Notice of the meeting, together with the Corporation's Information Statement and other relevant meeting materials, were uploaded to the Corporation's website www.arthaland.com and that of the Philippine Stock Exchange. All these are in compliance with the latest mandates of the Securities and Exchange Commission and the Philippine Stock Exchange on the calling of annual meetings through remote communication.

The Secretary declared that stockholders owning 3,727,675,057 common shares or 70.09% of the total outstanding common shares of the Corporation were present either in person or by proxy, and such constituted more than fifty-percent (50%) of the outstanding capital stock of the Corporation. The Secretary then certified that a quorum existed for the transaction of business by the stockholders.

The Chairman thereafter introduced Vice Chairman and President Jaime C. González and Atty. Maala as members of the panel for the meeting. He also acknowledged the presence of the incumbent members of the Board who were present and other attendees, including the audit partner from Reyes Tacandong and Co., the Corporation's external auditor, and the representative of BDO Unibank, Inc.-Trust and Investments Division, the Corporation's stock transfer agent.

III. Approval of Minutes of Previous Meeting

The Chairman stated that the minutes of the Annual Stockholders' Meeting held on 25 June 2021, a copy of which had been previously posted on the Corporation's website, were for consideration.

The minutes were then shown on screen.

At this point, the Chairman announced that stockholders of the Corporation which hold at least 50% of the total outstanding capital stock, namely, CPG Holdings, Inc. (CPG), AO Capital Holdings 1, Inc. (AOCH1), Elite Holdings, Inc. (Elite), and Manchesterland Properties, Inc. (MPI), will vote in favor of the approval of the minutes of the Annual Stockholders' Meeting of 25 June 2021.

There being no further comments, on motion made, duly seconded and carried, with no objection having been raised, the Minutes of the Annual Stockholders' Meeting held on 25 June 2021 were approved, as presented, by all the stockholders present, to wit:

<u>Vote</u>	<u>Number of Votes</u>	<u>Percentage of Shares Represented</u>
Yes	3,727,675,057	70.09%
No	0	0

FOR APPROVAL ON 30 JUNE 2023

Abstain	0	0
---------	---	---

and the following resolution was passed:

Approval of Minutes of Annual Stockholders' Meeting of 25 June 2021

“RESOLVED, that the Minutes of the Annual Stockholders' Meeting of 25 June 2021, as presented, be, as it is hereby, APPROVED and CONFIRMED.”

- 0 -

IV. Management Report

Before Vice Chairman and President González presented the Management Report, he acknowledged the presence of the representatives from Mitsubishi Estate Asia Pte. Ltd., Help Holdings, Inc., Arch Capital Management Company Limited (Arch Capital), BDO Unibank, Inc., BDO Capital & Investments Corporation, ING Philippines, Philippine National Bank, PNB Capital and Investment Corporation, Bank of the Philippine Islands, Robinsons Bank, Asia United Bank, China Trust Banking Corporation, Union Bank of the Philippines, and Philippine Rating Services Corp. (Philratings).

Everyone was reminded that there was a Q&A button on their respective screens which they could use in case they had any questions. These, if there are any, will be addressed accordingly.

The significant milestones of the Corporation for 2021 up to the date of this meeting were presented.

Phase 2 of Cebu Exchange and the North Tower of Savya Financial Center, with a combined gross floor area of over 140,000 square meters (sqm) and representing a substantial portion of the Corporation's growth targets, were successfully handed over in April and January 2022 respectively. Buyers provided positive feedback after the handover.

Lucima was successfully launched in July 2021 as the Corporation's newest signature residential project and the first premier, multi-certified, sustainable residential condominium in Cebu City. It is on-track to be the first in the country to achieve quadruple certification including the Leadership for Energy and Environmental Design (LEED), the Building for Ecologically Responsive Design Excellence (BERDE), Excellence for Design and Greater Efficiencies (EDGE), and WELL Building Standard (WELL) certifications. It will have a gross floor area of approximately 28,000 sqm and it will offer 263 residential units. The project is expected to be completed by the fourth quarter of 2024. To date, reservation contracts amounting to approximately ₱1.7 billion covering 36% of the project's net saleable area have been executed.

Eluria, the Corporation's sustainable luxury residential development in Legazpi Village in the Makati Central Business District, will be launched this year. With a total gross floor area of approximately 14,600 sqm, it will be an ultra-low density, multi-certified residential address offering spacious limited edition designer homes elevated with unsurpassed quality, attention to detail, and exceptional white glove service.

Sevina Park is set to launch its follow-on residential component within the third quarter of 2022. The flagship project which will be comprised of six mid-rise residential buildings with the first tower scheduled for launch on the third quarter of this year. The first tower will offer a mix of studio and one-bedroom units and it will have a gross floor area of approximately 16,300 sqm.

Approximately 10,000 sqm of Sevina Park zoned for commercial use are also poised to launch this 2022. The remaining area of approximately 5,500 sqm. will be retained by the Corporation for its own development and use.

FOR APPROVAL ON 30 JUNE 2023

The Corporation conducted a successful funding program over the past year.

In December 2021, the Corporation successfully raised ₱3.0 billion from the public offering and listing of Preferred Shares Series D. Of the total funds raised, ₱2.0 billion was used to redeem the Preferred Shares Series B, while the remaining ₱1.0 billion is allocated for the retention of office and retail units in Cebu Exchange and/or the North Tower of Savya Financial Tower to allow the Corporation to come closer to its long-term goal of increasing its recurring leasing income.

The Corporation also successfully arranged ₱5.0 billion in fresh financing for its projects. Of this amount, approximately ₱3.0 billion was in the form of 5-year medium term facilities that allow the Corporation to achieve optimal capitalization structure to support its new projects, Lucima and Eluria.

Another ₱2.0 billion in fresh funds were raised to support the liquidity requirements of Cebu Exchange and Savya Financial Tower as these projects ramped up construction activity to achieve the timely handover to its buyers in early 2022.

The Corporation continues to actively seek out joint venture partners for its projects to support its growth while mitigating risk.

In December 2021, joint venture agreements were successfully executed with Arch Capital for each of Lucima and Eluria.

The Corporation continues to have a strategic partnership with Mitsubishi Estate Co., Ltd. for the North Tower of Savya Financial Center, and with Help Holdings, Inc., the parent company of Esquire Financing, Inc., for the South Tower of Savya Financial Center.

In March 2022, the Corporation's ₱3.0 billion ASEAN Green Bonds maintained its credit rating of PRS Aa with stable outlook by Philrating. The rating and outlook were assigned given the following key considerations: (1) clear strategic direction, resulting in global recognition as a real estate developer of multi-certified green projects in the Philippines, leading to continued market interest in its products; (2) ability to sustainably grow and compete in our chosen niche, despite the presence of larger competitors; (3) relatively manageable liquidity position in relation to debt servicing; and (4) improved profitability supported by less stringent economic restrictions.

The Corporation remains firm and unwavering in its commitment to sustainability with new milestones achieved in 2021.

As the first real estate developer in Asia and the first signatory from the Philippines to the Net Zero Carbon Building Commitment of the World Green Building Council, the Corporation officially committed to decarbonize its portfolio by 2030. Over the past year, it has made substantial progress towards this commitment through its operating development portfolio composed of Arya Residences, Arthaland Century Pacific Tower (ACPT) and Courtyard Hall in Sevina Park, which developments were able to achieve the following for the year ending 2021: 54% energy savings, 45% water savings, and 59% greenhouse gas emissions reduction.

Notably, energy and water savings from the operational portfolio are well ahead of the targets of 40% energy savings and 20% water savings compared to a conventional building in the Philippines. In terms of the reduction of greenhouse gas emissions, the Corporation is on track to achieve 100% reduction by 2030.

The Corporation remains the foremost sustainable developer and the only one with a development portfolio which is composed entirely of certified sustainable projects. All its projects adhere to global and national standards for green buildings through the LEED rating system of the US Green Building Council (USGBC) and the BERDE rating system of the Philippine Green Building Council (PHILGBC). Recently, the Corporation expanded its sustainability commitment by pursuing

FOR APPROVAL ON 30 JUNE 2023

additional green building rating tools, specifically the EDGE rating system of the International Finance Corporation (IFC), and the WELL rating system of the International WELL Building Institute (IWBI).

Sevina Park received the distinction of being the first development to have been awarded BERDE 5-Star under the BERDE for Districts Rating scheme. It is also recognized as the Philippines' first and only real estate development to have received the LEED Platinum precertification under the LEED for Neighborhood Development (LEED ND) category.

In 2021, ACPT was awarded with the WELL Health-Safety Rating seal that proves the building's safe operations particularly during this COVID-19 pandemic. This rating was successfully renewed in January 2022.

Cebu Exchange has achieved LEED Gold pre-certification and BERDE Design 5-Star certification, and was WELL pre-certified in 2020. In February 2022, it was awarded the WELL Health-Safety Rating seal. It is on-track to achieve EDGE Zero Carbon certification under the IFC's EDGE program.

The 2021 financial highlights were presented next.

In 2021, the Corporation reported total revenues of approximately ₱3 billion, which is 9% lower than the revenues reported in 2020. The decline in revenues is attributed to the continued effects of the COVID-19 pandemic in 2021 which saw the re-instatement of restrictions following waves of infections from new variants of the COVID-19 virus. Despite this, the decline in revenues is notably manageable and the sales pipeline remained robust. The Corporation continued to take the long-term view in directing its sales efforts by maintaining prices despite longer timelines to close sales transactions.

As of year-end 2021, approximately ₱1.3 billion of reservation sales contracts were executed for Lucima. The reported revenues of ₱3 billion for 2021 do not yet reflect any contribution from Lucima in accordance with financial reporting standards. Revenue recognition from sale of units in Lucima will be initiated within 2022.

Net income in 2021 was substantially maintained at ₱1.12 billion despite revenues being lower by 9% compared to 2020. This was attributed to the income tax benefit recognized following the implementation of the CREATE Law.

The financial position as of year-end 2021 showed that cash position increased by 1.5x to ₱6.3 billion as a result of the successful completion of fund-raising efforts for 2021. Assets increased to ₱34.7 billion in 2021 from ₱27.5 billion in 2020 due to the continued construction progress and sales efforts across projects, the inflow of fresh funds, and the increase in value of investment properties.

Despite the increase in net interest-bearing debt to ₱10.1 billion in 2021 from ₱8.1 billion in 2020, net interest-bearing debt to equity ratio remained substantially constant at 0.91x. This is because while there is an increase in interest-bearing debt, a substantial portion remains in the form of cash and cash equivalents as of year-end 2021 to support the expected liquidity requirements of the projects. The Corporation's leverage ratios continue to be well within its internal guidance caps and financial covenants under its loan agreements with banks and the trust agreement for the ASEAN Green Bonds.

The Corporation continues to create value for its shareholders as shareholder's equity increased to ₱11.1 billion in 2021 from ₱9.2 billion in 2020. This led to an 11% increase in book value per share of ₱1.05 per share in 2021 from ₱0.94 per share in 2020.

The Corporation's financial performance and position for the first quarter of 2022 were then discussed.

Revenues of ₱490 million were recognized, reflecting a 9% increase over revenues in the first quarter of 2021. Gross margin for the first quarter of 2022 improved to 53% from 48% in the first

FOR APPROVAL ON 30 JUNE 2023

quarter of 2021. Notably, net income before tax increased by a multiple of 2.4 to ₱196 million in the first quarter of 2022 over the same period last year. Net income declined to ₱145 million in the first quarter of 2022 compared to ₱354 million last year. This was due to the implementation of the CREATE Law which resulted in the recognition of one-time income tax benefit in the first quarter of 2021.

Cash position of ₱5.2 billion at the end of the first quarter of 2022 reflected a 26% increase from last year. Assets increased to ₱34.4 billion from ₱28.3 billion last year due to significant construction progress, sales efforts and successful fund-raising programs. Net interest-bearing debt to equity ratio was maintained at 0.94x even as more financing was obtained from last year. Shareholder's equity increased to ₱11.3 billion from ₱9.4 billion as of the end of first quarter of 2021. The book value per share increased by about 12% to ₱1.06 per share from ₱0.96 per share as of the end of the first quarter of 2021.

The Corporation's other initiatives were next discussed.

In December 2021, Super Typhoon Odette brought catastrophic rains, wind and storm surges to several provinces in Visayas and Mindanao. One of the provinces that was most affected was Cebu where two of our signature projects, Cebu Exchange and Lucima are located. The Corporation quickly moved to help alleviate conditions for displaced families and residents who sustained damage to their livelihood in the province of Cebu.

On the island of Olango, the Corporation partnered with Collabox to help fisherfolk regain their livelihood by providing solar-powered portable lamps and chargers. In the cities of Cebu, Mandaue, and Lapu-Lapu, as well as in the municipality of Liloan, the Corporation partnered with the Metropolitan Cebu Water District and delivered potable water to around 2,000 households in dire need of water.

Throughout the COVID-19 pandemic, the Corporation has assured its employees of their job security and has provided a holistic employee care program. Access to safe and effective vaccines were given to the employees, as well as their families, through a procurement program for Sinovac and Moderna vaccines alongside the vaccination program of the government. A bi-monthly antigen testing protocol was done where all employees who need to physically report to the office were tested to ensure everyone's safety. Shuttle services were also provided for all employees who were required to report to the office so that they will not have to take public transportation while Metro Manila was on Alert Levels 3 or higher.

The Corporation built Potager Gardens within Arya Residences to make edible plants and herbs accessible to residents and tenants. The Potager Garden in Sevina Park will soon be completed. The Corporation is committed to incorporate similar gardens in Lucima, Eluria, and its other future projects.

The Garden of Simples at ACPT has been completed and while the one at the Terrace Garden level of Cebu Exchange is in progress. From the Garden of Simples, tenants of ACPT and Cebu Exchange can share in the harvest of organic herbs and plants which have medicinal benefits and natural remedies to common ailments.

Following the success of the Corporation's first book, The Potager Garden™ at Arya Residences, the Corporation is working on a new book featuring The Garden of Simples™ at ACPT.

The Corporation also gives great importance to the appreciation of art, history and culture as part of being the foremost sustainable developer. To quote from UNESCO, "The safeguarding and promotion of culture is an end in itself and at the same time it contributes to many of the sustainable development goals... The indirect benefits of culture are accrued through the culturally informed and effective implementations of the development goals." The Corporation is thus working with the members of the Philippine Map Collectors Society to stage an exhibition of old and rare maps from the 16th to the 19th and 20th century. These maps will be displayed on the walls of the Business Center at the 8th floor of ACPT, while unframed maps and images will be exhibited on easels in one of the conference rooms.

FOR APPROVAL ON 30 JUNE 2023

Finally, Mr. Richard Po, who passed away in October 2021, was honored as a visionary entrepreneur, a brilliant brand innovator and mentor to the Century Pacific Group and the Arthaland teams. He shared the Corporation's vision to provide wealth of life to communities and to ensure that the future will be better because of how we do things today. To honor his memory and contributions, the Boardroom at the 8th floor of ACPT will be known as the Ricardo S. Po, Sr. Boardroom.

The Corporation was able to leverage its strengths to achieve big milestones over the last year and the recent six months. During this period, the painstaking work over the last five years have come to fruition as the Corporation handed over two of its biggest projects to complete its growth targets. At the same time, the Corporation laid the groundwork to ensure a continuous pipeline that will support revenue growth by launching new projects and by initiating a focused land acquisition strategy.

The Management Report ended with Vice Chairman and President González thanking the stockholders, joint venture and banking partners, investors and arrangers of the Corporation's financial offerings, the members of the Board, and other partners, for what the Corporation has achieved.

The floor was thereafter opened for questions. The Chairman reminded everyone of the Q&A button on their screens to input any queries and further suggested that participants indicate their names so that in the event there is no sufficient time to answer questions live, Management will respond *via* e-mail.

Below were asked anonymously and thereafter answered by members of Management:

Questions	Answers
1. What is your cancellation rate or back outs? Do you foresee additional cancellations or back outs?	<p><u>Mr. Oliver L. Chan</u>: Cancellations during the COVID-19 pandemic as of 30 September 2021 amounted to ₱655 million, representing approximately 5% of the value of total reservation sales. We note that this tracks the pre-pandemic cancellation rate as of 31 December 2019 which amounted to about ₱534 million, representing approximately 5.1% of the value reservation sales contracts.</p> <p>Cancellations were for Cebu Exchange, Savya Financial Center and Sevina Park Villas. There were no significant cancellations in Q4 2021.</p>
2. If real estate sale slows down in the coming months, will you still continue with developing ongoing projects? How will you fund?	<p><u>Ms. Sheryll P. Verano</u>: Yes, we will continue to develop ongoing projects. This is because we ensure that adequate funding sources are in place before breaking ground and this includes equity from the Corporation and our joint venture partners as well as term loans from our banking partners who continue to support us.</p>
3. Does the Corporation have provisions for any expected credit loss or allowance for bad debts? Do you see a need to provide additional allowances given the effect or potential impact of COVID-19?	<p><u>Mr. Ferdinand A. Constantino</u>: We have evaluated our collection performance which shows tolerable levels of past due accounts and a clear path towards the resolution of each. However, we may revisit our policies to provide greater allowance in line with our conservative approach to managing our projects.</p>

FOR APPROVAL ON 30 JUNE 2023

<p>4. Are you implementing any revisions in your ongoing office projects with regards to the requirement of the new normal?</p>	<p><u>Mr. Christopher G. Narciso</u>: We continue to implement features such as high ceilings, sufficient designated space for home office, and enhance the contactless access and operations in the common spaces of our various projects. We have provisions for HEPA and UV filters in our new projects. These are features that we have implemented in past projects and we will continue to do so.</p>
<p>5. Do you foresee a real estate bubble occurring soon?</p>	<p><u>Mr. Christopher G. Narciso</u>: We do not see a bubble occurring in the local real estate market. Over the last year, we have seen that property prices have generally held up despite the pandemic. This is even more pronounced in the Corporation’s specific market segment, which seems to be a lot more resilient or insulated from the effects of the pandemic than other segments. With the steady market demand fundamentals and the successful vaccination program of the government, we believe that the overall sentiment will be increasingly upbeat. The demand for our project Lucima is an indication of this trend.</p>

As there were no further questions, a motion was thereafter made to approve the Management Report and to confirm and ratify all the acts and achievements done and carried out by Management and the incumbent Board for the previous year for the good of the Corporation and its stockholders.

At this point, the Chairman announced that stockholders of the Corporation which hold at least 50% of the total outstanding capital stock, namely, CPG, AOCH1, Elite, and MPI, will vote in favor of the approval of the Management Report rendered by Vice Chairman and President González.

There being no comments, on motion made, duly seconded and carried, with no objection having been raised, the Management Report was approved by all the stockholders present and all the acts of the Board of Directors and of Management were declared unanimously approved, confirmed and ratified, to wit:

<u>Vote</u>	<u>Number of Votes</u>	<u>Percentage of Shares Represented</u>
Yes	3,727,675,057	70.09%
No	0	0
Abstain	0	0

and the following resolution was passed:

Management Report for 2022

“RESOLVED, that the Management Report on all the acts and achievements done by Management and the incumbent Board since the annual stockholders’ meeting on 25 June 2021 up to the present be, as it is hereby, APPROVED, CONFIRMED and RATIFIED.”

- 0 -

FOR APPROVAL ON 30 JUNE 2023

V. Amendment of the Articles of Incorporation – Decrease of Authorized Capital Stock

The proposal to amend the Corporation's Articles of Incorporation, specifically Article SEVENTH thereof, was presented next by Atty. Maala.

On 03 December 2021, the Corporation redeemed its Preferred Shares Series B from the holders thereof. These are no longer outstanding and are considered treasury shares. Pursuant to the Terms of the Offer for the Series B Preferred Shares in 2016, the Corporation undertook that when these shares are redeemed or purchased back by the Corporation and recorded as treasury stock, they will be cancelled subsequently. Hence, the proposal to amend the relevant portion of the Articles of Incorporation of the Corporation by decreasing the authorized capital stock to the extent of the amount of the Preferred Shares Series B.

The original provision and the proposed amendment were thereafter presented as follows:

<u>Old Provision (as of 2018)</u>	<u>Proposed Amendment</u>
That the authorized capital stock of the Corporation is Philippine Pesos: Two Billion Nine Hundred Ninety Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,996,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Fifty Million (₱50,000,000.00) of preferred shares consisting of 50,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.	That the authorized capital stock of the Corporation is Philippine Pesos: <u>Two Billion Nine Hundred Seventy Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,976,257,135.82)</u> divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and <u>Philippine Pesos: Thirty Million (₱30,000,000.00) of preferred shares consisting of 30,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.</u>

It was explained that stockholders holding at least two-thirds (2/3) of the outstanding shares of the Corporation is required in order for the said proposal to be carried. Also, holders of the common shares and the Preferred Shares Series C and Series D are entitled to vote on this matter.

The stockholders present were invited to ask questions but none were raised.

The Chairman announced that stockholders of the Corporation which hold at least 67% of the total outstanding capital stock, namely, CPG, AOCH1, Elite, and MPI, will vote in favor of the approval of the proposal to amend Article SEVENTH of the Articles of Incorporation.

There being no comments, on motion made, duly seconded and carried, with no objection having been raised, the stockholders approved, confirmed and ratified the amendment of Article SEVENTH of the Articles of Incorporation as presented, to wit:

FOR APPROVAL ON 30 JUNE 2023

<u>Vote</u>	<u>Number of Votes</u>	<u>Percentage of Shares Represented</u>
Yes	3,727,675,057	70.09%
No	0	0
Abstain	0	0

and the following resolution was passed:

Amendment of Articles of Incorporation – Decrease of Authorized Capital Stock with Cancellation of 20.0M Preferred Shares

“RESOLVED, the authorized capital stock of the Corporation be, as it is hereby, decreased by ₱20,000,000.00 with the cancellation of 20,000,000 preferred shares Series B presently recorded as treasury shares.

“RESOLVED, FURTHER that the following amendment to Article Seventh of the Corporation’s Articles of Incorporation be, as it is hereby, APPROVED, CONFIRMED:

“SEVENTH – That the authorized capital stock of the Corporation is Philippine Pesos: Two Billion Nine Hundred Seventy Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,976,257,135.82) divided into Philippine Pesos: Two Billion Nine Hundred Forty Six Million Two Hundred Fifty Seven Thousand One Hundred Thirty Five and 82/100 (₱2,946,257,135.82) of common shares consisting of 16,368,095,199 common shares with a par value of Philippine Pesos: Eighteen Centavos (₱0.18) per share and Philippine Pesos: Thirty Million (₱30,000,000.00) of preferred shares consisting of 30,000,000 preferred shares with a par value of Philippine Peso: One (₱1.00) per share.

“The preferred shares shall have such features as the Board of Directors may prescribe, provided that, in no case shall such preferred shares be voting or participating.

“The shares of stock of the corporation are not subject to pre-emptive rights of stockholders and may be issued for the unissued portion of authorized capital stock in such quantities, at such times, and under such terms as the Board of Directors shall determine.

“RESOLVED, FINALLY, that Management is authorized to effect modifications in language on the above amendment of the Corporation’s Articles of Incorporation to satisfy the requirements imposed by regulatory agencies that will approve the same.”

- 0 -

VI. Election of Directors

The Chairman announced that the next order of business is the election of the members of the Board of Directors for the term 2022-2023. He explained the procedure on the nomination and election of directors as outlined in the Corporation’s By-laws and Manual of Corporate Governance, together with the Securities Regulation Code. The Board, through the Governance and Nomination Committee, determines if those so nominated are eligible and have complied with the qualification requirements imposed by the By-laws and the Securities Regulation Code, declares who are those candidates or

FOR APPROVAL ON 30 JUNE 2023

nominees considered as eligible and qualified for election, and thereafter, certifies the list to the Board which confirms the same.

He further explained that the Governance and Nomination Committee of the Corporation, composed of Vice Chairman Ricardo Gabriel T. Po and Independent Directors Hans B. Sicat and Andres B. Sta. Maria, determined whether the nominees for directors, including those for independent directors, possess the qualifications and none of the disqualifications of regular and independent directors of the Corporation as provided under the Manual of Corporate Governance and the Securities Regulation Code.

The Secretary of the Meeting declared that there were nine (9) nominees cleared by the Governance and Nomination Committee and confirmed to be fit, qualified and eligible for election, as follows:

A. Regular Directors

1. Mr. Ernest K. Cuyegkeng
2. Mr. Jaime C. González
3. Mr. Jaime Enrique Y. González
4. Mr. Cornelio S. Mapa, Jr.
5. Mr. Christopher T. Po, and
6. Mr. Ricardo Gabriel T. Po.

B. Independent Directors

7. Mr. Fernan Victor Lukban
8. Mr. Hans B. Sicat, and
9. Mr. Andres B. Sta. Maria.

All nominees are seeking re-election.

Considering that there are nine (9) seats of the Board to be filled up and there being only nine (9) nominees, the Chairman stated that the stockholders may, if they so desired, dispense with the strict formalities and procedures of a long and formal balloting and elections.

The Chairman declared that common stockholders of the Corporation which hold more than 50% of the total outstanding capital stock, namely, CPG, AOCH1, Elite, and MPI, will cast all their votes in favor of the nine nominees.

With no objections from the floor on the suggestion of the Chairman, on motion made, duly seconded and carried, all votes of the common stockholders present were cast in favor of the foregoing nine (9) nominees and they were declared elected as members of the Board of Directors for the year 2022-2023 to hold office as such and until their respective successors shall have been duly elected and qualified.

VI. **Appointment of External Auditor**

The Chairman proceeded to the final item in the agenda which is the appointment of the External Auditor for 2022. He explained that the Corporation's By-laws provides, among others, that the External Auditor shall be appointed by its Board of Directors. The Board appointed Reyes Tacandong & Co. as the Corporation's external auditor for 2022 with Ms. Michelle R. Mendoza-Cruz as Partner-in-Charge. The common stockholders were requested to ratify such appointment.

The Chairman declared that common stockholders of the Corporation which hold more than 50% of the total outstanding capital stock, namely, CPG, AOCH1, Elite, and MPI, will cast all their

FOR APPROVAL ON 30 JUNE 2023

votes in favor of ratifying the appointment of Reyes Tacandong & Co. as the Corporation's external auditor for 2022.

There being no comments, on motion made, duly seconded and carried, the common stockholders present ratified the Board's appointment of Reyes Tacandong & Co. as the Corporation's external auditor for 2022, with Ms. Michelle Mendoza Cruz as Partner-in-Charge, to wit:

<u>Vote</u>	<u>Number of Votes</u>	<u>Percentage of Shares Represented</u>
Yes	3,727,675,057	70.09%
No	0	0
Abstain	0	0

and approved the following resolution:

External Auditor for 2022

"RESOLVED, that appointment of Reyes Tacandong & Co. as the Corporation's external auditor for 2022 with Ms. Michelle R. Mendoza-Cruz as Partner-in-Charge be, as it is hereby, APPROVED, CONFIRMED and RATIFIED."

- 0 -

VII. Adjournment

There being no further matters to take up, on motion made and duly seconded, the meeting was adjourned at 10:28 A.M.

The newly elected directors of the Corporation were requested to attend the Organizational Meeting of the Board, also to be held through remote communication using the link that will be provided to them directly following the end of this meeting.

CERTIFIED CORRECT:


RIVA KRISTINE V. MAALA
Secretary of the Meeting

Attested by:


ERNEST K. CUYEGKENG
Chairman of the Board/Meeting