

A. SORIANO CORPORATION

ANNUAL MEETING OF STOCKHOLDERS

Place: Manila Peninsula Hotel

Date: April 10, 2019

Time: 10:00 A.M.

The annual meeting of stockholders was held at the place, date and time indicated above.

I. CALL TO ORDER

The Chairman, Mr. Andres Soriano III, called the meeting to order, and requested the Corporate Secretary, Atty. Lorna Patajo-Kapunan, to certify to the proof of notice of meeting.

II. PROOF OF NOTICE

The Corporate Secretary certified that in accordance with the Corporation Code of the Philippines and the By-Laws of the Corporation, printed copies of the Notice of Annual Meeting of the Stockholders and Information Statement were sent by mail and by special messenger service starting March 14, 2019 to all stockholders of record as of March 12, 2019 at their respective addresses of record.

III. QUORUM

At the request of the Chairman, the Corporate Secretary certified that 2,364,357,176 shares, or 94.57% of the issued and outstanding capital stock of the Corporation were represented at the meeting in person and by proxy. There was, therefore, a quorum.

IV. APPROVAL OF MINUTES OF PREVIOUS MEETING

The minutes of the previous Annual Stockholders Meeting held on April 18, 2018 have been available for examination by the stockholders at the office of the Corporate Secretary for the past year. Also, copies of the minutes were posted in the registration area of the present meeting.

On motion duly made and seconded, the minutes of the Annual Stockholders' Meeting held on April 18, 2018, were approved.

V. PRESENTATION OF THE CHAIRMAN AND CEO'S MESSAGE TO STOCKHOLDERS

The Chairman delivered his message to the stockholders, quoted in full as follows:

Fellow shareholders, ladies and gentlemen, good morning and welcome to our annual stockholders meeting.

Gross domestic product for the year was 6.2% marginally lower than the 6.7 percent experienced in 2017.

Economic activity was affected by a slowdown in export growth, a widening trade deficit, a lower agricultural output and softer household consumption, exacerbated by a spike in the rate of inflation.

In addition to these domestic challenges, the strength of the US dollar, a rise in global oil prices, and higher interest rates pressured virtually all asset classes.

The Philippine Index fell by 12.8% during the year.

Despite all of these, the overall pace of economic activity in 2018 remained healthy, helped by the government's infrastructure investment spending programs.

It was in this environment that your Company's consolidated total revenues decreased from 10.6 billion pesos in 2017 to 9.8 billion pesos in 2018 and net income dropped from 2.5 billion pesos to 800 million pesos.

The lower profit for 2018 can be traced to two main factors.

In 2017, the Company realized a gain of 1.1 billion pesos from the sale of Cirrus Medical Staffing and 83.8 million pesos from the divestment in Enderun Colleges, Inc. However, in 2018, there was no comparable sale of investments.

More significantly, the Philippine Financial Reporting Standards (PFRS) 9 - took effect on January 1, 2018. The new standard required that any increase or decrease in the market value of your Company's equity investments, from the end of the previous reporting period to the end of the current one, this means every quarter, must be reflected as income or loss, irrespective of whether the shares have not been sold, or are core portfolio holdings for the long term.

With the adoption of the new PFRS 9 accounting standard, Anscor booked in 2018 a loss of 177 million pesos due to the decline in market value of its equity investments. These unrealized losses are reflected in the income statement.

We strongly believe that the PFRS 9 does not account for the intrinsic value of our core equity investments in local and international port services, infrastructure, education, and gaming. These sectors all stand to benefit from continued economic expansion. The fact is that their stock prices as of December 31, 2018 were greater than their original acquisition cost by 1.8 billion pesos. In the first quarter of 2019, the market value of our investments increased by 1.1 billion pesos since the end of 2018 recovering by several times the PFRS 9 losses in just 3 months. This shows the embedded volatility that PFRS 9 now puts into financial statements and places increased complexity for shareholders and investors in evaluating the state of our Company.

Fortunately, the PFRS 9 loss from equity investment was offset by higher interest income, foreign exchange gain, management fees and excellent performances of Phelps Dodge International Philippines, Inc. and Pamalican Resort, Inc.

The parent company's long term debt at the end of December 2018 was 11.2 million Dollars and will be paid by the first quarter of 2020. The book value per share of Anscor stood at 15.32 pesos as of December 31, 2018.

We are pleased to announce that on February 21, 2019, the Anscor Board of Directors declared a 20 centavos per share regular and 5 centavos special cash dividend for a total dividend of 25 centavos that is payable today.

PHELPS DODGE INTERNATIONAL PHILIPPINES, INC. (PDP), revenue reached 8.3 billion pesos, a 15 percent increase from last year. Net profit grew 17 percent to 636 million pesos, helped by higher copper prices and increased unit sales from its dealer network, construction projects and new sales to the utility segment.

During the year, PDP paid Anscor a cash dividend of 250 million pesos and a management fee of 78 million pesos.

PDP maintained its safety achievement of a zero-recordable incident record in 2018.