

## A. SORIANO CORPORATION

### Notice of Annual Meeting of Stockholders

NOTICE IS HEREBY GIVEN that in view of the Government's imposition of the Enhanced Community Quarantine the regular Annual Meeting of Stockholders ("ASM") of A. Soriano Corporation ("ANSCOR" or the "Company") will be held on Wednesday, 17 June 2020 at 10:00 A.M. virtually. There will no longer be a physical venue for the ASM.

Stockholders who would like to participate in the virtual ASM may register by sending an email of their intention to participate to [registration@anscor.com.ph](mailto:registration@anscor.com.ph) not later than five (5) working days before the ASM or not later than 9 June 2020. The Procedure for Registration, Participation and Voting in the 2020 ASM of the Company is attached as Annex "A".

The agenda for the meeting and its explanation is as follows:

1. Approval of the minutes of previous meeting. The minutes of the Annual Meeting of Stockholders ("ASM") last April 10, 2019 is posted in the Company's website. Please refer to pages 19-20 of the Information Statement ("IS") for further information on the approval of minutes of previous meeting.
2. Presentation of the Chairman and Chief Executive Officer's Message to Stockholders. The Chairman's Message to Stockholders is a summary of the Company's financial performance for the year ended December 31, 2019.
3. Election of members of the Board of Directors. The members of the Board of Directors are elected annually during the ASM and shall serve until the next ASM or until his successor is elected or appointed in case of vacancy due to death, resignation or removal. Please refer to pages 8 to 10 of the IS for the nominees for election as Directors of the Company.
4. Approval of the amendment of the following portions of Article IX of the Articles of Incorporation ("AOI") of the Company:
  - (a) reclassification of Five Million (5,000,000) common shares with par value of One Peso (P1.00) per share or total par value of Five Million Pesos (P5,000,000.00) into Five Hundred Million (500,000,000) preferred shares with par value of One Centavo (P0.01) per share or total par value of Five Million Pesos (P5,000,000.00); and
  - (b) addition of second, third, and fourth paragraphs to Article IX to indicate the features of the preferred shares  
Second paragraph - The preferred shares of stock may be issued to Philippine nationals or foreign persons or entities. The holders of preferred shares shall have the same voting rights as the holders of the common shares.  
Third paragraph - The holders of the preferred shares shall not be entitled to dividends.  
Fourth paragraph - The holders of the preferred shares shall share with the holders of common shares in the distribution of the remaining assets of the Corporation in case of liquidation, based on the par value of the shares held by them after the satisfaction of all legitimate obligations of the Corporation to third parties in accordance with law. The amendment of the AOI requires approval of the stockholders representing 2/3 of the outstanding stock. Please refer to pages 17 to 18 and 21 to 22 of the IS.
5. Approval of the amendment of last paragraph of Article IX to state that shareholders shall have no pre-emptive rights in shares of stock issued by the Corporation. The amendment of the AOI requires approval of the stockholders representing 2/3 of the outstanding stock. Please refer to pages 17 to 18 and 21 to 22 of the IS.
6. Approval of the amendment of the first paragraph of Article XIII to indicate that the two-thirds (2/3) vote of the stockholders required for any amendment of the Articles of Incorporation applies to all the outstanding shares of stock of the Corporation. The amendment of the AOI requires approval of the stockholders representing 2/3 of the outstanding stock. Please refer to pages 17 to 18 and 21 to 22 of the IS.
7. Appointment of external auditors. The appointment of SGV & Co. will be presented for approval of the Stockholders.
8. Ratification of all acts, contracts, investments and resolutions of the Board of Directors and Management since the last annual meeting. As a matter of policy, Management seeks the ratification of all acts, contracts, investments and resolutions of the Board of Directors and Management since the last annual meeting. Please refer to pages 24 to 31 of the IS for a summary of resolutions passed by the Board of Directors.
9. Such other business as may properly come before the meeting. Any other matter which may properly be brought may be taken up by the stockholders during this portion of the meeting.

Only stockholders of record in the books of the Company at the close of business on 16 March 2020 will be entitled to vote at the meeting.

Stockholders are requested to complete, date, sign, and return the enclosed proxy form to reach the Company as promptly as possible not less than ten (10) working days prior to the Annual Meeting or not later than 2 June 2020. The signed proxy form may be emailed to our Stock Relations Officer, Ms. Rose Reyes at [rose.reyes@anscor.com.ph](mailto:rose.reyes@anscor.com.ph).

Proxy validation will be held at A. Soriano Corporation, 7th Floor, Pacific Star Bldg., Makati Avenue corner Gil Puyat Avenue, Makati City on 9 June 2020 from 11:00 A.M. to 12:00 noon.

**Procedure for Registration, Participation and Voting  
in the 2020 Annual Stockholders Meeting  
of A. SORIANO CORPORATION**

In view of the Government's imposition of the Enhanced Community Quarantine ("ECQ") and taking into consideration the safety of everyone, A. Soriano Corporation (the "Company") will be conducting its Annual Stockholders Meeting ("ASM") scheduled on July 17, 2020 at 10:00 AM virtually. There will no longer be a physical venue for the ASM.

Only Stockholders of record as of March 16, 2020 are entitled to participate and vote in the 2020 ASM.

**I. Registration and Participation/Attendance Procedure:**

1. Stockholders who intend to participate in the virtual ASM may register by sending an email to [registration@anscor.com.ph](mailto:registration@anscor.com.ph) not later than five (5) working days before the ASM or not later than June 9, 2020, of their intention to participate together with the following:
  - a. For individual stockholders:
    - i. Scanned copy of any valid government-issued ID;
    - ii. Scanned copy of stock certificate in the name of the individual stockholder; and
    - iii. Active contact number, either landline or mobile.
  - b. For stockholders with joint accounts:
    - i. Scanned copy of authorization letter signed by other stockholders indicating the person among them authorized to participate and/or vote in the 2020 ASM;
    - ii. Documents required under items 1.a (i) and (iii) for the authorized stockholder;
    - iii. Scanned copy of stock certificate in the name of the joint stockholders.
  - c. For stockholders under PCD Participant/Brokers Account or "Scripless Shares":
    - i. Coordinate with the broker and request for the full account name and reference number or account number;
    - ii. Documents required under items 1.a (i) and (iii).
  - d. For corporate stockholders:
    - i. Secretary's Certificate attesting to the authority of the representative to participate and / or vote in the 2020 ASM;
    - ii. Documents required under items 1.a (i) and (iii) for the authorized representative;
    - iii. Scanned copy of stock certificate in the name of the corporate stockholder.
2. Upon successful registration and validation of the documents submitted through email above, the stockholder will receive an email confirmation and a unique link which can be used to log in and view the 2020 ASM.
3. Only those stockholders who have registered following the procedure above and stockholders who have voted by providing their executed Proxy Form shall be included for purposes of determining the existence of a quorum.
4. For purposes of voting during the 2020 ASM please see section on Voting Procedure below.
5. For the Question and Answer portion during the 2020 ASM, stockholders may send their questions related to the agenda by email to [registration@anscor.com.ph](mailto:registration@anscor.com.ph). Due to limitations on technology and time, not all questions may be responded to during the 2020 ASM but the Company will endeavor to respond to all the questions through email.
6. The proceedings during the 2020 ASM will be recorded as required by the Securities and Exchange Commission.

**II. Voting Procedure:**

Stockholders may vote during the 2020 ASM either (1) by Proxy or (2) by voting in absentia through our Online Stockholder Voting System.

1. Voting by Proxy:
  - a. Download and fill up the Proxy Form at <https://www.anscor.com.ph/disclosures/proxy/>. The Chairman, or in his absence, the Vice-Chairman, the Chief Financial Officer or the Corporate Secretary is authorized to cast the votes pursuant to the instructions in the Proxy Form.
  - b. Send a scanned copy of the executed Proxy Form by email to our Stock Relations Officer, Ms. Rose Reyes at [rose.reyes@anscor.com.ph](mailto:rose.reyes@anscor.com.ph) or at [registration@anscor.com.ph](mailto:registration@anscor.com.ph).

- c. The scanned copy of the executed Proxy Form should be emailed to above not less than ten (10) working days prior to the ASM or not later than June 2, 2020.
  - d. The hard copy of the signed Proxy Form should be delivered to: The Corporate Secretary, 7th Floor, Pacific Star Building Gil Puyat Avenue corner Makati Avenue, Makati City once the ECQ has been lifted.
2. Voting in absentia through the Online Stockholder Voting System:
- a. Follow the Registration and Participation/Attendance Procedure set forth above.
  - b. Signify your intention to vote in absentia through the Online Stockholder Voting System by email to [registration@anscor.com.ph](mailto:registration@anscor.com.ph) not later than five (5) working days before the 2020 ASM or not later than June 9, 2020.
  - c. Upon validation, the Company will send an email to the stockholder containing the link for the Online Stockholder Voting System and the instructions for casting votes in the Online Stockholder Voting System. Registered stockholders shall have until 5:00 PM of June 15, 2020 to cast their votes.
  - d. All agenda items indicated in the Notice of Meeting will be included in the Online Stockholder Voting System and the registered stockholder may vote as follows:
    - i. For items other than election of the Directors, the stockholder may vote: "For", "Against", or "Abstain". The vote shall be considered as cast for all the stockholder's shares.
    - ii. For the election of Directors, the stockholder may vote for all the nominees, not vote for any of the nominees, or vote for some of the nominees only, in such number of shares as the stockholder may see fit, 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.
  - e. Once voting is completed in the Online Stockholder Voting System, the stockholder shall proceed to click on the "Submit" button which shall complete the process. Once submitted, the stockholder may no longer change the votes cast. The votes cast in absentia will have equal effect as votes cast by proxy.

For any questions or clarification, you may contact us through Ms. Rose Reyes at [rose.reyes@anscor.com.ph](mailto:rose.reyes@anscor.com.ph) or through telephone number 8819-0251 or our stock transfer agent, Stock Transfer Service, Inc., through Michael Capoy at [mccapoy@stocktransfer.comp.ph](mailto:mccapoy@stocktransfer.comp.ph) or Reynand Malayao at [rcmalayao@stocktransfer.com.ph](mailto:rcmalayao@stocktransfer.com.ph), or their telephone number 8403-3798.