



## A. SORIANO CORPORATION

### Notice of Annual Meeting of Stockholders

NOTICE IS HEREBY GIVEN that the regular Annual Stockholders Meeting (ASM) of A. Soriano Corporation (ANSCOR or the Company) will be held on Wednesday, 19 April 2023 at 10:00 A.M. virtually at <https://www.anscor.com.ph/2023-annualstockholders-meeting-live-stream/>. There will be no 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 three (3) working days before the ASM or not later than 14 April 2023. The Procedure for Registration, Participation and Voting in the 2023 ASM of the Company is attached as Annex "A". A livestream of the virtual ASM will also be posted in the Company's website.

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

1. Approval of the minutes of previous meeting. The minutes of ASM last 20 April 2022 is posted in the Company's website. Please refer to pages 30 to 35 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, 2022.
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 their successors are elected or appointed in case of vacancy due to death, resignation or removal. Please refer to pages 8 to 11 of the IS for the nominees for election as Directors of the Company.
4. Approval for Mr. Oscar J. Hilado to continue to act as Independent Director of the Company. The Company is allowed to retain an Independent Director who has served for more than nine years to continue based on meritorious justification/s and provided Stockholders' approval is secured. Please refer to pages 7 and 8 of the IS.
5. Approval of the amendment of Sections 2 and 3 of Article III on Meetings in order to formalize in the By-Laws the option to hold Stockholders' meetings virtually or via remote communications and to include e-mail and other alternative methods of sending notices of meetings to stockholders, specifically:

- a. A second paragraph to Section 2 of Article III was added to read as follows:

Section 2.      Xxx              xxx              xxx

**"The Board of Directors may authorize stockholders who cannot physically attend at stockholders' meetings to participate in such meetings through remote communications or other alternative modes of communication. The right to vote of stockholders may also be exercised through remote communication or in absentia when so authorized by the Board of Directors. The resolution of the Board of Directors authorizing the stockholders' participation in stockholders' meetings through remote communication and/or the right to vote through remote communication or in absentia shall only be applicable for a particular meeting through remote communication or in absentia when so authorized by the Board of Directors. The resolution of the Board of Directors authorizing the stockholders' participation in stockholders' meetings through remote communication and/or the right to vote through remote or in absentia shall only be applicable for a particular meeting."**

- b. Section 3 of Article III was amended to read as follows:

Section 3. Notices of ordinary stockholders' meeting shall be sent to stockholders of record at least fifteen (15) days prior to the scheduled annual stockholders' meeting. Notices for special meetings shall be mailed and deposited in any post office in Metro Manila addressed to each stockholder at his/her address registered in the Stock and Transfer Books of the Corporation at least fifteen

(15) business days prior to the date of the meeting. **The notices of stockholders' meetings may also be sent to the stockholders through email or by posting in the Corporation's website and by publication in a newspaper of general circulation when so permitted by rules and regulations or circulars issued by the Securities and Exchange Commission.** The notice shall state the business to be discussed at the meeting and any other matters not stated therein shall not be touched upon. **The notice to the stockholders shall also include the requirements and procedure to be followed when stockholders are allowed to participate by remote communication or in absentia, and the manner of casting of votes and the period during which votes by remote communication or in absentia will be accepted."**

Please refer to page 34 of the IS.

6. Approval of the amendment of Sections 6 and 7 of Article IV on Board of Directors in order to formalize in the By-Laws the option to hold Board meetings virtually or via remote communications and to include e-mail and messaging services as methods of sending notices of meetings to directors, specifically:

- a) A second paragraph to Section 6 of Article IV was added to read as follows:

Section 6. xxx    xxxx    xxxx

**Directors who cannot physically attend or vote at Board meetings may participate through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. Directors cannot attend or vote by proxy at Board meetings.**

- b) Section 7 of Article IV was amended to read as follows:

Section 7. Notice of the regular or special meetings of the Board shall be communicated by the Secretary to each director, by email, messaging services, verbally or in writing at his residence or usual place of business at least twenty-four (24) hours before the meeting.

Please refer to pages 35 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 30 to 35 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 17 March 2023 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 31 March 2023. The duly signed proxy form may be emailed to our Stockholder 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 12 April 2023 from 11:00 A.M. to 12:00 noon.

Makati City, Philippines, 28 March 2023.

THE BOARD OF DIRECTORS

By:



**LORNA PATAJO-KAPUNAN**  
Corporate Secretary

**Procedure for Registration, Participation and Voting  
in the 2022 Annual Stockholders Meeting  
of A. SORIANO CORPORATION**

A. Soriano Corporation (the Company) will be conducting its Annual Stockholders Meeting (ASM) on 19 April 2023 at 10:00 AM virtually at <https://www.anscor.com.ph/2023-annual-stockholders-meeting-live-stream/>. There will be no physical venue for the ASM.

Each share of stock outstanding as of 17 March 2023 are entitled to participate and vote in the 2023 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 three (3) working days before the ASM or not later than 14 April 2023, 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 2023 ASM;
    - ii. Documents required under items 1.a (i) and (iii) for the authorized stockholder; and
    - 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 2023 ASM;
    - ii. Documents required under items 1.a (i) and (iii) for the authorized representative; and
    - 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 2023 ASM.
3. Only those stockholders who have registered following the procedure above and stockholders who have provided their duly signed Proxy Form shall be included for purposes of determining the existence of a quorum.
4. For purposes of voting during the 2023 ASM please see section on Voting Procedure below.
5. For the Question and Answer portion during the 2023 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 2023 ASM but the Company will endeavor to respond to all the questions through email.
6. The proceedings during the 2023 ASM will be recorded as required by the Securities and Exchange Commission.

## **II. Voting Procedure:**

Stockholders may vote during the 2023 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 duly signed Proxy Form by email to our Stockholder 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) not later than ten (10) working days prior to the ASM or not later than 31 March 2023.
  - c. 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.
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 three (3) working days before the 2023 ASM or not later than 14 April 2023.
  - 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 the adjournment of the ASM on 19 April 2023 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; and
  - 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 [reyes@anscor.com.ph](mailto:reyes@anscor.com.ph) or through telephone number 8819-0251 or our stock transfer agent, Stock Transfer Service, Inc., through Michael C. Capoy at [mccapoy@stocktransfer.com.ph](mailto:mccapoy@stocktransfer.com.ph) or Ma. Corazon P. Biag at [mpbiag@stocktransfer.com.ph](mailto:mpbiag@stocktransfer.com.ph), or their telephone numbers 8403-3798 and 5310-1343.

As a token of appreciation, we will be providing meal voucher for our stockholders who will register and participate in our virtual Annual Stockholders Meeting. The meal voucher will be emailed to the stockholders' registered email.

You may scan the QR Code below which contains the Notice of Meeting, Proxy Form, Definitive Information Statement and Annual Report.



How to Use QR Code:

- Step 1: Open the QR Scanning App or Camera App from your device's Home Screen. Control Center or Lock Screen;
- Step 2: Scan the QR code using the App and you will see a notification with a link; and
- Step 3: Click on the notification to open the link associated with the QR Code.

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