



## A. SORIANO CORPORATION

### Notice of Annual Meeting of Stockholders

NOTICE IS HEREBY GIVEN that the regular Annual Meeting of Stockholders (ASM) of A. Soriano Corporation (ANSCOR or the Company) will be held on Wednesday, 20 April 2022 at 10:00 A.M. virtually at <https://www.anscor.com.ph/2022-annual-stockholders-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 13 April 2022. The Procedure for Registration, Participation and Voting in the 2022 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 14 April 2021 is posted in the Company's website. Please refer to pages 18 to 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, 2021.
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, 8 and 10 of the IS.
5. Appointment of external auditors. The appointment of SGV & Co. will be presented for approval of the Stockholders.
6. 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 28 to 29 of the IS for a summary of resolutions passed by the Board of Directors.
7. 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 18 March 2022 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 4 April 2022. The 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 11 April 2022 from 11:00 A.M. to 12:00 noon.

Makati City, Philippines, 23 March 2022.

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 20 April 2022 at 10:00 AM virtually at <https://www.anscor.com.ph/2022-annual-stockholders-meeting-live-stream/>. There will be no physical venue for the ASM.

Each share of stock outstanding as of 18 March 2022 are entitled to participate and vote in the 2022 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 13 April 2022, 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 2022 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 2022 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 2022 ASM.
3. Only those stockholders who have registered following the procedure above and stockholders who have provided their executed Proxy Form shall be included for purposes of determining the existence of a quorum.
4. For purposes of voting during the 2022 ASM please see section on Voting Procedure below.
5. For the Question and Answer portion during the 2022 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 2022 ASM but the Company will endeavor to respond to all the questions through email.
6. The proceedings during the 2022 ASM will be recorded as required by the Securities and Exchange Commission.

## **II. Voting Procedure:**

Stockholders may vote during the 2022 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 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 4 April 2022.
  - 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 2022 ASM or not later than 13 April 2022.
  - 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 20 April 2022 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 [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 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.