

## **A. SORIANO CORPORATION**

### **ANNUAL MEETING OF STOCKHOLDERS**

Through Videoconference (Zoom)

Date: April 19, 2023

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 Revised Corporation Code of the Philippines and the provision of the By-Laws of the Corporation, SEC Memorandum Circular No. 6 issued on March 12, 2020 and SEC Notice dated April 20, 2022, the Notice of Annual Meeting of the Stockholders and the Procedure for Registration, Participation and Voting in the Annual Stockholders Meeting of the Company were published in full in the business section of two newspapers of general circulation, namely the Daily Tribune and Malaya Business Insight on March 22 and 23, 2023.

The Corporate Secretary likewise certified that digital copies of the Notice of Annual Meeting of Stockholders and the Procedure for this Annual Meeting, the Definitive Information Statement, and the Annual Report of the Company have all been uploaded and may be viewed in PSE Edge and the Company's website.

### **III. QUORUM**

The Corporate Secretary certified that 2,867,818,975 shares, or 95.59% of the issued and outstanding capital stock of the Corporation were represented at the meeting by proxy or were present through remote communication in accordance with Company's procedure of the Annual Meeting. There was, therefore, a quorum.

### **IV. APPROVAL OF MINUTES OF PREVIOUS MEETING**

The minutes of the previous Annual Stockholders Meeting held on April 20, 2022 have been available for examination by the stockholders at the office of the Corporate Secretary for the past year. Also, a digital copy of the minutes had been posted since last year in the Company's website.

The stockholders approved the following resolution:

"RESOLVED, that the minutes of the Annual Stockholders Meeting held on April 20, 2022 be approved."

The Corporate Secretary recorded the following votes for this item:

FOR	AGAINST	ABSTAIN
2,867,818,975	0	0

### **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 stockholders, ladies and gentlemen, good morning, and welcome to our virtual annual stockholders meeting for 2023.

The Philippines continued its recovery from the effects of the COVID-19 pandemic and faced risks from increased geopolitical tensions, energy costs, and interest rates.

The Philippines struggled with inflation and to deal with this, Bangko Sentral ng Pilipinas has tightened monetary policy aggressively, with a 350-basis point increase in interest rates.



Gross Domestic Product grew from 5.7% to 7.6% in 2022 as domestic consumption remained resilient, despite rising inflation. Easing pandemic restrictions and fully reopening the economy in the last quarter of 2022 accelerated expansion in the services and industry sectors. Accommodation and food services led with a growth of 32%.

High inflation, interest rates, hybrid work arrangements, and reduced Pogo tenancy affected the demand for housing, real estate and rentals. Consequently, many major developers opted to postpone projects.

In 2023, risks remain elevated from the effects of the realignment of political powers in the West, China and Middle East, the continuing war in Ukraine, the need for food and energy security, the rising cost of living, cybersecurity and the increasing possibility of recession in developed economies. Despite these “dark storm clouds” we feel the country will grow economically alongside the relatively favorable outlook for Asian economies.

Anscor’s 2022 net income reached P2.8 billion from P2.5 billion, primarily from Anscor International’s sale of AGP International Holdings Pte. Ltd., for a consideration of US\$38.5 million, resulting in a one-time gain of P2.2 billion.

Phelps Dodge Philippines Energy Products Corporation (PDP), continues to be the main contributor to Anscor’s revenues, at P1 billion, comprised of P956.5 million in equity earnings and P100.1 million in management fees. Anscor’s share in resort earnings improved from P48.4 million to P89.4 million in 2022, while KSA Realty Corporation provided P100.7 million in cash dividends.

Anscor’s investment portfolio, which posted a gain of P1.4 billion in 2021, reversed to a loss of just under P1 billion, due to a decrease in market values of local and international traded securities.

The Philippine Stock Exchange Index fell by 600 points to 6,554 a year later. This contributed to a P194.2 million loss on Philippine-traded equities against a gain of P1.8 billion in 2021. Foreign traded shares accounted for a P586.7 million loss in 2022, lower than last year’s loss of P900.3 million. Investments in bonds and managed funds impacted by the increase in interest rates across the globe, registered a decline of P374.1 million versus a gain of P12.7 million in 2021.

Financial portfolio losses were offset by foreign exchange gains of P294.6 million.

Anscor paid a total cash dividend of P 2.5 billion or P1.00 per share in 2022. In addition, on March 1, 2023, Anscor declared, another cash dividend of P0.50 per share.

The book value per share of the Company increased 7.3%, from P16.67 to P17.89 as of December 31, 2022.

PDP's sales volume rose by 5% over that of 2021. PDP made substantial inroads in the communication and the energy sectors that offset a 25% decline in sales in the high-rise and mall project segments. Provincial sales increased in the Visayas, Mindanao and Northern Luzon.

2022 revenues reached P10.7 billion, a 23% increase over last year.

Net profit increased from P909.9 million to P956.5 million, the highest in PDP's history. Notably, costs were kept at the same level as 2021 despite high inflation during the period.

PDP will pursue with its growth strategy, will increase its production capability and flexibility, and shorten delivery times. Feasibility studies on solar panels are ongoing. PDP will continue to build on the strengths of its sustainability and governance programs, its enviable safety record, and its strongly adhered-to health protocols. It will also actively participate in the projects of the Andres Soriano Foundation.

Amanpulo reintroduced itself as a must-travel destination, as Philippine borders reopened to tourists in February 2022. Amanpulo bounced back strongly. Revenue improved to P1.1 billion and a net income of P143.5 million is nearly equal to the pre-pandemic period.

Amanpulo was awarded as "Asia's Leading Private Island Resort," the "Philippines' Leading Private Island Resort" and the "World's Leading Dive Resort" by the World Travel Awards 2022. It is a globally recognized luxury resort of choice.

Island Aviation, Inc. purchased two new planes for Amanpulo guests starting service in May and June 2023.

ATRAM weathered volatile markets in 2022, ending the year with assets under management at P157.1 billion, 9.9% lower than that of the previous year. Though inflation and geopolitical concerns kept investors on the sidelines, the company generated positive net inflows of P4.2 billion

ATRAM Group's revenues grew 19.9% to P872.7 million in 2022. It received multiple awards and industry recognitions.

The office leasing operations of The Enterprise Center (TEC) of KSA Realty Corporation continued to be challenged.



TEC's average effective rent per square meter decreased by 7%, reducing rental income by 18% and lowering average occupancy to 66%, as compared to last year's 80%. Net income stood at P700.0 million.

Despite the negative growth in rental revenue and net income, KSA declared P700.0 million in dividends in 2022, of which P100.7 million was Anscor's share, as against P185.6 million in 2021.

A portion of the Company's assets is dedicated to private equity funds and early-stage opportunities.

Anscor began investing in Y-mAbs Therapeutics, Inc. in 2015 and it was listed on the Nasdaq in 2018. Y-mAbs is a clinical stage biopharmaceutical company that develops and commercializes novel, antibody-based therapeutic products to treat cancer.

Unfortunately, the USFDA, declined to approve the second pivotal-stage product, omburtamab.

This program has since been deprioritized to focus on developing the Self-Assembly DisAssembly technology platform. Corporate restructuring extended its cash runway into 2024. Y-mAbs stock price fell 70% in 2022 from US\$16.21 to US\$4.88 per share by the end of 2022. Please note: Anscor has fully recovered its invested capital.

Anscor invested US\$5.0 million in Grab Holdings, Inc., the leading on-demand transportation and food delivery provider in Southeast Asia. In December 2021, Grab was listed on the Nasdaq. In 2022, sales grew 38%. Despite the positive operating trends, shares in Grab Holdings, like many of its high-growth peers, fell dramatically in 2022 and ended down 55% from its Initial Public Offering price.

Anscor has committed US\$20.0 million to Navegar I LP, Navegar II LP and Sierra Madre Philippines I LP, three Philippine-focused private equity funds. Investments are diversified across e-commerce, business process outsourcing, information technology, casual dining, logistics, education, and retail.

In March 2021, Anscor committed US\$6.0 million to Asia Partners I, a Singapore-based private equity fund focused on high growth technology and technology-enabled companies across Southeast Asia. In March 2022, on the back of a solid performance from AP I, a follow-on commitment of \$10.0 million was made to Asia Partners II.

Additional investments made in 2022 included:

- a US\$3.0 million investment in Blue Voyant, an early-stage, US-based cybersecurity firm;

- a US\$3.0 million commitment to Third Prime, a US-based private equity fund focused on finance and property technology;
- a US\$1.2 million follow-on co-investment in SCI, a Singapore-based e-commerce company, alongside Asia Partners;
- a US\$1.6 million co-investment in Kafene, an early-stage, US-based financial technology company, alongside Third Prime; and,
- a US\$750,000 in Wholesome Spirits, an early-stage, US company focused on the sales and marketing of a tequila-based seltzer drink.

In Corporate Social Responsibility, them a major programs of the Andres Soriano Foundation in health, education, livelihood, environmental protection and conservation, and cancer care, continue to positively impact its recipients.

Its nutrition initiatives resulted in 84% of the 200 malnourished beneficiaries having normal weight, and improving the overall health of the community.

Even without face-to-face classes, the Foundation's Education Program continued to support the Senior High School of the Manamoc island community with scholarships and other assistance.

The Foundation's Livelihood Program gave local-based weavers and livelihood groups training and organizational capacity-building, and provided new technology to increase production and product quality.

The Foundation partnered with the local government for its environmental protection initiatives that include community-driven coastal clean-up activities, mangrove-planting drives, and marine-protected area monitoring. Its newly launched solid waste management provides community lectures and machines for waste recycling and repurposing, while the War on Plastics project engages the community in waste reduction.

The Cancer Care Program at UP-PGH receives ASF funding and basic facility needs. It aims to increase the number of medical oncologists for cancer patients especially in remote areas through a partnership with five pharmaceutical companies.

In disaster relief assistance, ASF helped rehabilitate the Andres Soriano Memorial Elementary School in Roxas, Palawan that was damaged by Typhoon Odette.

The Philippine economy is expected to pick up, in spite of global events. PDP is projected to experience growth. As foreign travel rebounds, Amanpulo is expected to grow occupancy. ATRAM will benefit from its digital initiatives and



the improved investment climate. We look forward to the increased occupancy of the Enterprise Center. Financial markets will recover.

The combined performances of Anscor's holdings will continue to enhance shareholder value. Our fundamentals are strong.

On behalf of your Board of Directors, may I express our deepest appreciation and thanks for the continuing support of our stockholders, the patronage of our customers, and the loyalty and dedication of our employees.

Thank you and again, good morning."

## **VI. APPROVAL OF 2022 ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2022**

The Chairman entertained questions from stockholders, the transcript of which is as follows:

"Corporate Secretary: Mr. Chairman, we received two questions from stockholders, the first one is – Has the Company recovered its investment when it sold its holdings in AG&P?

And the second question is similar – Has the Company recovered its investment in Y-mAbs Therapeutics, Inc.?

Chairman: Thank you Ms. Secretary. For the first question, yes, we have fully recovered the peso cost of our investment of P1.96 billion in 2013 when we sold our AG&P shares last year for peso proceeds of about P1.97 billion.

For the second question, yes, Anscor has fully recovered also its total cost of investment in Y-mABs amounting to US\$9.91 million. We acquired our Y-mAbs shares from 2017 to 2021 and sold some of our shares from 2020 to 2023 with total proceeds of about US\$9.94 million. Anscor still has remaining shares in Y-mAbs currently valued at about US\$3.7 million."

The Chairman then moved for the approval of the 2022 Annual Report and the Audited Financial Statements for the year ended December 31, 2022, digital copies of which have been uploaded in the Company's website.

The stockholders approved the following resolution:

"RESOLVED, that the 2022 Annual Report and the Audited Financial Statements for the year ended December 31, 2022 be approved."

The Corporate Secretary recorded the following votes for this item:

FOR	AGAINST	ABSTAIN
2,867,818,975	0	0

## **VII. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

The meeting then proceeded to the election of the Members of the Board of Directors for the ensuing year. The Chairman requested the Corporate Secretary to inform the stockholders of the nominations received.

The Corporate Secretary reported that pursuant to Section 3(a) of Article IV of the By-Laws of the Corporation, the following were nominated on or before the March 1, 2023 deadline for submission of nominations:

1. Mr. Andres Soriano III
2. Mr. Eduardo J. Soriano
3. Mr. Ernest K. Cuyegkeng
4. Mr. Johnson Robert G. Go, Jr.
5. Mr. Oscar J. Hilado
6. Mr. William H. Ottiger
7. Mr. Alfonso S. Yuchengco III

There being no other nominees, the Chairman instructed the Corporate Secretary to cast the votes of the stockholders present through remote communication or by proxy, except for those who have given specific instructions otherwise in their proxies, in favor of the above-named nominees.

The Corporate Secretary presented the voting results for the election of Directors as follows:

Name of Director	Number of Votes
Mr. Andres Soriano III	2,890,318,441
Mr. Eduardo J. Soriano	2,864,069,064
Mr. Ernest K. Cuyegkeng	2,864,069,064
Mr. William H. Ottiger	2,864,069,064
Mr. Oscar J. Hilado	2,864,069,064
Mr. Johnson Robert G. Go, Jr.	2,864,069,064
Mr. Alfonso S. Yuchengco III	2,864,069,064



The Chairman declared the above-named nominees as the duly elected Directors of the Corporation for the ensuing year. Among the newly elected members of the Board, Messrs. Oscar J. Hilado, Alfonso S. Yuchengco III and Johnson Robert G. Go, Jr. were elected as independent Directors.

**VIII. APPROVAL OF THE CONTINUATION OF MR. OSCAR J. HILADO TO ACT AS INDEPENDENT DIRECTOR**

The Chairman moved for the approval of the continuation of Mr. Oscar J. Hilado to act as Independent Director of the Company notwithstanding that he has already served for more than 9 years as Independent Director reckoned from 2012.

The stockholders approved the following resolution:

“RESOLVED, that the continuation of Mr. Oscar J. Hilado to act as Independent Director of the Company be approved.”

The Corporate Secretary recorded the following votes for this item.

FOR	AGAINST	ABSTAIN
2,864,069,064	0	0

**IX. APPROVAL OF THE AMENDMENT OF SECTIONS 2 AND 3 OF ARTICLE III ON MEETINGS IN THE COMPANY’S BY-LAWS**

The Chairman informed the stockholders that Management has proposed the approval of the amendment of Sections 2 and 3 of Article III on Meetings of the Company’s By-laws.

The stockholders approved the following resolution:

“RESOLVED, That a second paragraph to Section 2 of Article III of the By-laws be added in order to provide the option to hold stockholders’ meetings virtually or via remote communication, and shall 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.

RESOLVED, FURTHER, That Section 3 of Article III of the By-laws be amended to include email and other alternative methods of sending notices of meetings to stockholders, and shall read as follows:

Section 3. Notices of ordinary stockholders' meeting shall be sent to stockholders of record at least fifteen (15) business 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 likewise 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.

The Corporate Secretary recorded the following votes for this item.

FOR	AGAINST	ABSTAIN
2,867,818,975	0	0



**X. APPROVAL OF THE AMENDMENT OF SECTIONS 6 AND 7 OF ARTICLE IV ON BOARD OF DIRECTORS IN THE COMPANY'S BY-LAWS**

The Chairman moved for the approval of the amendment of Sections 6 and 7 of Article IV of the Company's By-laws.

The stockholders approved the following resolution:

"RESOLVED, That a second paragraph be added to Section 6 of Article IV of the By-laws to indicate other means of participation by Directors and manner of voting at Board meetings, and shall read as follows:

Section 6.    xxx        xxx        xxx

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.

RESOLVED, FURTHER, That Section 7 of Article IV of the By-laws be amended to include email and messaging services as methods of sending notices of meetings to Directors, and shall 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."

The Corporate Secretary recorded the following votes for this item.

FOR	AGAINST	ABSTAIN
2,867,818,975	0	0

**XI. APPOINTMENT OF EXTERNAL AUDITORS**

The Chairman informed the stockholders that Management has proposed the appointment of SyCip Gorres Velayo & Company to be the Company's External Auditors for the ensuing year.

The stockholders approved the following resolution:

“RESOLVED, that SyCip Gorres Velayo & Company be appointed as the External Auditors of the Company.”

The Corporate Secretary recorded the following votes for this item.

FOR	AGAINST	ABSTAIN
2,867,817,975	0	1,000

**XII. RATIFICATION OF ALL ACTS, CONTRACTS, INVESTMENTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT SINCE THE LAST ANNUAL MEETING AS SET FORTH IN THE MINUTES BOOK, ANNUAL REPORT, THE AUDITED FINANCIAL STATEMENTS, OR AS DISCLOSED IN REPORTS TO THE SECURITIES AND EXCHANGE COMMISSION (SEC) AND PHILIPPINE STOCK EXCHANGE (PSE)**

The Chairman moved for the ratification of all acts, contracts, investments and resolutions of the Board of Directors and Management since the last annual meeting as set forth in the Minutes Book, the Annual Report, the audited Financial Statements, or as disclosed in reports to the Securities and Exchange Commission and the Philippine Stock Exchange.

The stockholders approved the following resolution:

“RESOLVED, that all acts, contracts, investments and resolutions of the Board of Directors and Management since the last annual meeting as set forth in the Minutes Book, the Annual Report, the audited Financial Statements, or as disclosed in reports to the Securities and Exchange Commission and the Philippine Stock Exchange be as it is hereby approved.”

The Corporate Secretary recorded the following votes for this item.

FOR	AGAINST	ABSTAIN
2,867,817,975	0	1,000



**XIII. ADJOURNMENT**

There being no other matter to consider, the meeting, on motion duly made and seconded, was adjourned.

Makati City, April 19, 2023.



**JOSHUA L. CASTRO**  
Vice President and  
Assistant Corporate Secretary

**APPROVED:**



**ANDRES SORIANO III**  
Chairman and Chief Executive Officer