

From: ICTD Submission <ictdsubmission+canned.response@sec.gov.ph>
Sent: Wednesday, April 19, 2023 11:04 AM
To: janette.valerio@anscor.com.ph
Subject: Re: CGFD_A. SORIANO CORPORATION_SEC FORM 17-C (Item 4 - Resignation, Removal or Election of Registrant's Directors & Officers and Item No. 9 - Other Event)

Thank you for reaching out to ictdsubmission@sec.gov.ph. Your submission is subject for Verification and Review of the Quality of the Attached Document only for **Secondary Reports**. Official copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order from receipt through the SEC Express System at <https://secexpress.ph/>. Or you may call 8737-8888 for further clarifications.

NOTICE

Please be informed that selected reports should be filed through **ELECTRONIC FILING AND SUBMISSION TOOL (EFAST)**. <https://cifss-ost.sec.gov.ph/user/login>

such as: AFS, GIS, GFFS, LCFS, LCIF, FCFS, FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)

Further, pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in **PORTABLE DOCUMENT FORMAT (PDF)** Secondary Reports such as:

17-A, 17-C, 17-L, 17-Q, ICASR, ICA-QR, ICA-AR, 23-A, 23-B, I-ACGR, ACGR, Monthly Reports, Quarterly Reports, Letters, OPC(ALTERNATE NOMINEE),GIS-G, 52-AR, IHAR,AMLA-CF,NPM,NPAM, BP-FCLC, CHINESEWALL, 39-AR,36-AR, PNFS, MCG, S10/SEC-NTCE-EXEMPT, through email at

ictdsubmission@sec.gov.ph

FOR MC28, please go to SEC website:

<https://apps010.sec.gov.ph>

For your information and guidance.

Thank you and keep safe.

COVER SHEET

| | | | | | | | | | | | |
|--|--|--|--|--|--|--|---|---|---|---|---|
| | | | | | | | P | W | - | 0 | 2 |
|--|--|--|--|--|--|--|---|---|---|---|---|

SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address: No. Street City/Town/Province)

ATTY. JOSHUA L. CASTRO

(Contact Person)

8819-0251

(Company Telephone Number)

Month Day
(Fiscal Year)

17-C

(Form Type)

3rd Wednesday of April

3rd Wednesday of April

Month Day
(Annual Meeting)

| |
|----------------|
| Not Applicable |
|----------------|

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

FOOT FELLOWS

Domestic

Following:

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

[illegible]

Document ID

Cashier

Cashier

STAMPS


STAMPS

Remarks: Please use BLACK ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(C) THEREUNDER

1. April 19, 2023
Date of Report (Date of earliest event reported)
2. SEC Identification Number: PW-02
3. BIR Tax Identification No. 000-103-216
4. A. SORIANO CORPORATION
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines
Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)
Industry Classification Code
7. 7/F Pacific Star Bldg., Gil J. Puyat Ave.
corner Makati Avenue, Makati City
Address of issuer's principal office
8. 1209
Postal Code
8. 88190251
Issuer's telephone number, including area code
9. N/A
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| Title of each Class | Number of shares of common Stock outstanding and amount of debt outstanding |
|---------------------|---|
| <u>Common</u> | <u>2,500,000,000</u> |
11. Indicate the item numbers reported herein: Item Nos. 4 and 9

Item No. 4 - Resignations, Removal or Election of Registrant's Directors and Officers

At the annual meeting of stockholders of A. Soriano Corporation held through videoconference on April 19, 2023, the following were elected directors:

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

Messrs. Oscar J. Hilado, Alfonso S. Yuchengco III and Johnson Robert G. Go, Jr. are independent directors.

At the organizational meeting of the Board of Directors also held through videoconference on April 19, 2023, the following were appointed executive officers:

| | |
|----------------------------|---|
| Mr. Andres Soriano III | Chairman of the Board and Chief Executive Officer |
| Mr. Ernest K. Cuyegkeng | President & Chief Operating Officer |
| Mr. William H. Ottiger | Executive Vice President and Corporate Development Officer |
| Ms. Narcisa M. Villaflor | Treasurer, Vice President & Comptroller |
| Mr. Lorenzo D. Lasco | Vice President |
| Atty. Lorna Patajo-Kapunan | Corporate Secretary |
| Atty. Joshua L. Castro | Vice President & Assistant Corporate Secretary / Compliance Officer |
| Ma. Victoria L. Cruz | Assistant Vice President |
| Salome M. Buhion | Assistant Vice President – Accounting Department |

And the following were appointed members of the Executive Committee, Audit Committee, Compensation Committee, and Nomination Committee respectively:

Executive Committee:

| | |
|-------------------------|---------------|
| Mr. Andres Soriano III | Chairman |
| Mr. Eduardo J. Soriano | Vice Chairman |
| Mr. Oscar J. Hilado | Member |
| Mr. Ernest K. Cuyegkeng | Member |
| Mr. William H. Ottiger | Member |

Audit Committee:

| | |
|-------------------------------|----------|
| Mr. Oscar J. Hilado | Chairman |
| Mr. Eduardo J. Soriano | Member |
| Mr. William H. Ottiger | Member |
| Mr. Johnson Robert G. Go, Jr. | Member |
| Mr. Alfonso S. Yuchengco III | Member |

Compensation Committee:

| | |
|------------------------------|----------|
| Mr. Oscar J. Hilado | Chairman |
| Mr. Andres Soriano III | Member |
| Mr. Alfonso S. Yuchengco III | Member |

Nomination Committee:

| | |
|------------------------------|----------|
| Mr. Eduardo J. Soriano | Chairman |
| Mr. Oscar J. Hilado | Member |
| Mr. Alfonso S. Yuchengco III | Member |

Item No. 9 - Other Event

The following matters were approved by the Stockholders of the Company:

1. The Minutes of the Annual Stockholders Meeting held on April 20, 2022.
2. The 2022 Annual Report and the Audited Financial Statements for the year ended December 31, 2022.
3. The continuation of Mr. Oscar J. Hilado to act as Independent Director of the Company.
4. Amendment of Sections 2 and 3 of Article III on Meetings, and Sections 6 and 7 of Article IV on Board of Directors of the By-Laws of the Company in order to formalize in the By-Laws the option to hold Board and Stockholders' 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 2 of Article III of the By-laws was 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. (As amended by the Board on March 1, 2023 and the Stockholders on April 19, 2023)

- b. Section 3 of Article III of the By-laws was 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.** (As amended by the Board on February 15, 2000; by the Stockholders on April 19, 2000 and as further amended by the Board on March 1, 2023 and the Stockholders on April 19, 2023)

- c. A second paragraph was 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. (As amended by the Board on March 1, 2023 and the Stockholders on April 19, 2023)

- d. Section 7 of Article IV of the By-laws was 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. **(As amended by the Board on March 1, 2023 and the Stockholders on April 19, 2023)**

5. SyCip Gorres Velayo & Co. was reappointed as the Company's External Auditor.
6. Ratification of all acts, contracts, investments and resolutions of the Board of Directors and Management since the last annual meeting.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

A. SORIANO CORPORATION

By:



JOSHUA L. CASTRO
Compliance Officer

April 19, 2023