



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, 16 April 2025 at 10:00 A.M. virtually at <https://www.anscor.com.ph/2025-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 not later than three (3) working days before the ASM or not later than 11 April 2025. The Procedure for Registration, Participation and Voting in the 2025 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 17 April 2024 is posted in the Company's website. Please refer to pages 12 to 13 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, 2024.
3. Election of the 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 5 to 6 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 4 and 5 of the IS.
5. Approval of the amendment of the first paragraph of Article V (Executive Committee), and Sections 1, 3, and 4(h) of Article VI (Officers) of the By-Laws in order to retire the position of Vice-Chairman. Specifically:

- a. Article V (Executive Committee) was amended to read as follows:

The Board of Directors shall create an Executive Committee composed of five (5) members. The Executive Committee shall meet regularly at such times and places to be determined by a majority vote thereof. Unless otherwise provided for by the Board of Directors, the Executive Committee shall be composed of the Chairman and Chief Executive Officer, the President and Chief Operating Officer, and three (3) officers or directors of the Company to be appointed by the Chairman. The Chairman and Chief Executive Officer of the Company shall act as Chairman of the Executive Committee.

- b. Section 1 of Article VI (Officers) was amended to read as follows:

Section 1. The officers of the Corporation shall consist of a Chairman of the Board, who shall be the Chief Executive Officer, a President, who shall be the Chief Operating Officer, an Executive Vice President, one or more Vice Presidents, a Treasurer and an Assistant Treasurer, a Secretary and an Assistant Secretary and such other officers as may, from time to time, be chosen and appointed by the Board of Directors.

- c. The entire Section 3 of Article VI (Officers) was deleted and the subsequent Sections 4, 5, 6, 7, 8, 9, and 10 were re-numbered as Sections 3, 4, 5, 6, 7, 8, and 9, accordingly.
- d. The newly re-numbered Section 3 (h) of Article VI (Officers) was amended to read as follows:

Section 3. The President and Chief Operating Officer shall exercise the following functions:

xxx xxx xxx

h. Unless otherwise directed by the Board of Directors or by the Chairman of the Board and Chief Executive Officer, to exercise the latter's functions as specified in the next preceding section of this Article VI in the event of absence or temporary disability of the Chairman of the Board and Chief Executive Officer.

In honor of the late Mr. Eduardo J. Soriano, and to commemorate his memory, the position of a Vice Chairman is being retired following his passing. Please refer to pages 16 to 18 of the IS.

6. Appointment of external auditors. The appointment of SGV & Co. will be presented for approval of the Stockholders.
7. 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 20 to 24 of the IS for a summary of resolutions passed by the Board of Directors.
8. 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 2025 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 1 April 2025. The duly signed proxy form may be emailed to our Stockholder Relations Officer, Ms. Rose Reyes at 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 8 April 2025 from 11:00 A.M. to 12:00 noon.

Makati City, Philippines, 17 March 2025.

THE BOARD OF DIRECTORS

By:


LORNA PATAJO-KAPUNAN
Corporate Secretary

You may scan the QR Code below which contains the Notice of Meeting, Proxy Form, Definitive Information Statement and Annual Report. Electronic copies of the Information Statement, Management Report and other pertinent documents are also available on the Company's website and PSE Edge.



SCAN ME

How to Use QR Code:

- Step 1: Open the QR Scanning App or Camera 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;
- Step 3: Click on the notification to open the link associated with the QR Code

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.

**Procedure for Registration, Participation and Voting in the 2025 Annual Stockholders Meeting
of A. SORIANO CORPORATION**

A. Soriano Corporation (the Company) will be conducting its Annual Stockholders Meeting (ASM) on 16 April 2025 at 10:00 AM virtually at <https://www.anscor.com.ph/2025-annualstockholders-meeting-live-stream/>. There will be no physical venue for the ASM.

Each share of stock outstanding as of 17 March 2025 are entitled to participate and vote in the 2025 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 not later than three (3) working days before the ASM or not later than 11 April 2025, 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 the joint stockholders indicating the individual authorized to participate and/or vote in the 2025 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 2025 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 2025 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 2025 ASM please see section on Voting Procedure below.
5. For the Question and Answer portion during the 2025 ASM, stockholders may send their questions related to the agenda by email to registration@anscor.com.ph. Due to limitations on technology and time, not all questions may be responded to during the 2025 ASM but the Company will endeavor to respond to all the questions through email.
6. The proceedings during the 2025 ASM will be recorded as required by the Securities and Exchange Commission.

II. Voting Procedure:

Stockholders may vote during the 2025 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 and CEO, or in his absence, the President and COO 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 or at registration@anscor.com.ph not later than ten (10) working days prior to the ASM or not later than 1 April 2025.
- 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 not later than three (3) working days before the 2025 ASM or not later than 11 April 2025.
- 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 16 April 2025 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 or through telephone number 8819-0251 or our stock transfer agent, Stock Transfer Service, Inc., through Michael C. Capoy at mccapoy@stocktransfer.com.ph or Riel C. Revelar at rcrevelar@stocktransfer.com.ph, or their telephone number 5307-5037.