

## MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

of

### SBS PHILIPPINES CORPORATION

Held virtually at [https://agm.conveneagm.com/sbs\\_asm2020](https://agm.conveneagm.com/sbs_asm2020)

September 17, 2020

*In light of the ongoing community quarantine imposed in several areas of the country and in consideration of health and safety concerns of everyone involved, SBS Philippines Corporation adopted measures to afford our stockholders the opportunity to attend, participate and vote in this meeting as effectively as a physical distancing by holding this year's annual stockholders' meeting via remote communication or in absentia pursuant to Sections 49 of the Revised Corporation Code of the Philippines and SEC Memorandum Circular No. 6, Series of 2020.*

#### **1. CALL TO ORDER**

Mr. Ricardo Nicanor N. Jacinto, Vice- Chairman of the Board and acting as Chairman of the meeting, called the meeting to order and presided over the same.

#### **2. PROOF OF DUE NOTICE OF MEETING AND EXISTENCE OF A QUORUM**

The Chairman inquired from the Corporate Secretary, Atty. Christine P. Base, if the stockholders were duly notified of the meeting and if the stockholders present constitute a quorum.

The Secretary reported that notices of the meeting together with the agenda and the Information Statement of the Corporation, were sent to all stockholders of record as of August 5, 2020.

Based on the record, the stockholders who duly registered for the virtual meeting represent 1,468,837,051 common shares. These constitute 94.76% of the total outstanding capital stock of the Corporation as of record date of August 5, 2020. There was a quorum for the meeting.

#### **3. DISCUSSION OF RULES AND VOTING PROCEDURES FOR THE MEETING**

The rules and voting procedures followed for the meeting was discussed.

Stockholders who have registered online may participate in the annual

stockholders' meeting via remote communication. The procedures for registration, voting, and participation in the meeting are contained in the Definitive Information Statement disseminated to the stockholders and have been implemented as follows:

(i) Stockholders signified their intention to participate via remote communication by registering no later than September 7, 2020 and submitting the necessary requirements thru 1) by traditional mail to the office of the Corporate Secretary, or 2) via the designated email, [asm2020ocs@sbsph.com](mailto:asm2020ocs@sbsph.com), or 3) through the designated website provided .

(ii) Stockholders who registered online, together with the stockholders who submitted the requirements via traditional mail and by email are included in the determination of a quorum and are considered present or represented during the meeting, and were given the opportunity and access to vote in absentia. Stockholders casted their votes either by proxy or in absentia by sending ballots thru email or by voting online no later than September 15, 2020 at 12 midnight.

(iii) All the items in the agenda for the approval by the stockholders need the affirmative vote of stockholders owning at least a majority of the issued and outstanding voting stock present or represented at the meeting. Each of the resolutions for approval was shown during the meeting as the same is taken up.

(iv) Election of directors was by plurality of votes and every stockholder was entitled to cumulative voting .

(v) Punongbayan and Araullo, an independent third party validated the results of the tabulation of votes. The Corporate Secretary reported the results of voting during the meeting.

(vi) Registered shareholders were given the opportunity to send their questions and comments prior to the meeting and taken up during the course of the meeting or addressed during the Open Forum at the end of the meeting.

#### **4. APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING HELD ON MAY 22, 2019**

The Chairman stated that the minutes of the annual stockholders' meeting held on May 22, 2019 have been made available and were posted in the Company's website.

He then requested the Secretary for the voting results of the approval, thereof.

The Corporate Secretary announced that stockholders owning 1,468,834,206 shares or 100 % of shares represented in the meeting voted to approve the minutes of the meeting, 0 shares voted against it, and 1,291 shares abstained.

Accordingly, the Minutes of the Annual Stockholders' Meeting held on May 22, 2019 was thereby approved:

## **5. CHAIRMAN'S MESSAGE AND PRESIDENT'S REPORT**

The Chairman delivered his message to the stockholders and the President, Mr. Gerry Tan presented the progress report and results of operations of the company for the year 2019.

## **6. APPROVAL OF FINANCIAL STATEMENTS**

The Chairman declared that the 2019 audited consolidated financial statements of the Company were appended to the Definitive Information Statement sent to all stockholders of record. He then requested the Corporate Secretary to present the proposed resolution to approve the 2019 Audited Financial Statement and the voting results thereof.

The proposed resolution was as follows:

*"RESOLVED, that the Audited Consolidated Financial Statements of the Company and its subsidiaries as of and for the twelve-month period ended 31 December 2019 as audited by the Company's Independent Auditors, Punongbayan & Araullo, are hereby approved and accepted."*

The Corporate Secretary made it of record that stockholders owning 1,468,834,206 shares or 100 % of shares represented in the meeting voted to approve the resolution, 0 shares voted against it, and 1,291 shares abstained.

Based on the results, therefore, the 2019 Audited Financial Statement was approved.

## **7. CONFIRMATION AND RATIFICATION OF ALL RESOLUTIONS CONTRACTS AND ACTS OF THE BOARD OF DIRECTORS AND OFFICERS**

The Corporate Secretary was requested by the Chairman to discuss the next item for approval and ratification of the shareholders and the former clarified that subject to approval and ratification are the acts and resolutions of the Board of Directors and Management since the meeting of the stockholders on 22 May 2019 up to the date of this meeting, that were summarized in the

Definitive Information Statement provided to the Shareholders and also disclosed and posted at the Company's website.

The acts of the Board and its Committees include approvals of contracts and agreements, investments and capital expenditures, treasury and other matters that have been subject of the corporate disclosures to the Philippines Stock Exchange and the Securities and Exchange Commission.

Stockholders owning 1,468,834,206 shares or 100 % of shares represented in the meeting voted to approve the resolution, 0 shares voted against it, and 1,291 shares abstained.

Based on the results, therefore, the resolutions, contracts and acts of the board of directors and officers were confirmed and ratified by the stockholders and the following resolution was passed:

***"RESOLVED, that all the acts of the Board of Directors and Management from the date of the last annual stockholders' meeting held on May 22, 2019 to date, be, as it is hereby, approved and ratified."***

## **8. CONFIRMATION OF THE APPOINTMENT OF THE EXTERNAL AUDITOR**

Ms. Helen T. De Guzman, Chairperson of the Company's Audit and Risk Oversight Committee reported that after having considered the qualifications, performance, independence and the quality and candor of communication with the Company of the incumbent external auditors, Punongbayan & Araullo, the Audit and Risk Oversight Committee, on behalf of the Board, recommended the re-appointment of Punongbayan & Araullo as the Company's independent auditors for Financial Year 2020.

Stockholders owning 1,468,835,497 shares or 100 % of shares represented in the meeting voted to approve the resolution, 0 shares voted against it, and 0 shares abstained.

Based on the results, therefore, Punongbayan & Araullo was re-appointed as external auditors for the ensuing fiscal year 2020-2021, under such terms and conditions and for such fees as the Board of Directors deem fit and reasonable.

## 9. ELECTION OF BOARD OF DIRECTORS

Mr. Roberto F. Anonas Jr., Chairman of the Nomination & Corporate Governance Committee, reported on the nominees for election to the Company's Board of Directors.

Based on the tabulation of votes, the following nominees were elected as Directors of the Company for the year 2020 to 2021 and until their successors are successfully and duly elected:

<b>Name of Director</b>	<b>Number of Votes Received</b>
<i>1. Ms. Lali Y. Sytengco</i>	<b>1,468,838,079</b>
<i>2. Mr. Gerry D. Tan</i>	<b>1,468,834,206</b>
<i>3. Mr. Esmeraldo A. Tepace</i>	<b>1,468,834,206</b>
<i>4. Ms. Aylene Y. Sytengco</i>	<b>1,468,834,206</b>
<i>5. Mr. Necisto Y. Sytengco II</i>	<b>1,468,834,206</b>
<i>6. Mr. Ricardo Nicanor N. Jacinto</i>	<b>1,468,834,206</b>
<i>And as Independent Directors:</i>	
<i>7. Mr. Roberto Anonas</i>	<b>1,468,834,206</b>
<i>8. Ms. Helen T. De Guzman</i>	<b>1,468,838,079</b>
<i>9. Mr. Geocel D. Olanday</i>	<b>1,468,838,079</b>

## 10. AMENDMENT OF BY-LAWS

The Chairman announced that the Board of Directors approved the amendment of the provisions of the by-laws to authorize attendance and voting in Board of Directors' and Shareholders' meetings via remote communications, of which the details were listed in the Definitive Information Statement provided to the Shareholders and also disclosed and posted at the Company's website, and that the approval and ratification by the shareholders are being sought.

The Corporate Secretary declared that stockholders owning 1,468,834,206 shares or 100 % of shares represented in the meeting voted to approve the resolution, 1,291 shares voted against it, and 0 shares abstained.

Based on the results, therefore, the approval by the board of directors to amend the Company's By-laws were confirmed and ratified by the stockholders.

## **11. ADJOURNMENT**

There being no other matters to be discussed, on motion duly made and seconded, the meeting was adjourned.

**CHRISTINE P. BASE**  
Corporate Secretary

**Attested by:**

**RICARDO NICANOR N. JACINTO**  
Chairman of the Meeting