

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING  
of**

**SBS PHILIPPINES CORPORATION**

Held at the Kalayaan Hall Club Filipino San Juan City, Philippines

3 July 2023

**Directors Present:**

<b>Mr. Ricardo Nicanor N. Jacinto</b>	-Chairman of the Board
<b>Mr. Gerry D. Tan</b>	-President
<b>Mr. Necisto Y. Sytengco II</b>	-Director
<b>Mr. Esmeraldo A. Tepace</b>	-Director
<b>Ms. Helen T. De Guzman</b>	-Independent Director
<b>Mr. Robert F. Anonas Jr.</b>	-Independent Director
<b>Mr. Geocel D. Olanday</b>	-Independent Director

**1. CALL TO ORDER**

Mr. Ricardo Nicanor Jacinto, Chairman of the Board, 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 the Stockholders as of record date were duly notified of the annual stockholders' meeting and that stockholders attending the annual meeting in person or by proxy represent 1,409,692,144 common shares which constitutes 90.95% of the outstanding capital stock of the Company. Therefore, a quorum was met.

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**3. DISCUSSION OF THE RULES AND PROCEDURE OF THE MEETING**

The Chairman requested the Corporate Secretary to discuss the voting procedures which shall govern the conduct of voting for the meeting and the Corporate Secretary presented the poll voting procedures to be observed.

**4. APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING HELD ON JUNE 22, 2022**

The Chairperson stated that copies of the minutes of the previous Annual Stockholders' Meeting held on June 22, 2022 were distributed to the stockholders during registration and was also posted in the Company's website. The Corporate Secretary presented the report and upon motion made and duly seconded, the Corporate Secretary reported on the vote, with stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the minutes, 0 voted against it and 0 abstained.

Thus, the minutes of the previous Annual Stockholder's Meeting was approved on the basis of the distributed copies.

**5. PRESENTATION OF THE MANAGEMENT'S REPORT AND APPROVAL OF THE FINANCIAL STATEMENT OF DECEMBER 31, 2022**

The President, Mr. Gerry Tan, rendered the report of the Management and the Financial Statement of December 31, 2022.

Upon motion duly made and seconded, the Management's Report and the Audited Consolidated Financial Statement of 2022 were approved by the stockholders present and represented in the meeting.

The Corporate Secretary reported that stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the Management's Report and the Audited Consolidated Financial Statement of 2022. There were no votes against it and none abstained.

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## **6. APPROVAL AND RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT DURING THEIR TERM OF OFFICE**

The Chairperson requested the Corporate Secretary to explain the agenda item and to present the proposed resolution to approve the acts of the Board, its committees, and of Management. After which, the Corporate Secretary was asked to present the proposed resolution for this item.

On motion made and duly seconded, all the resolutions, contracts and acts of the Board of Directors and Officers were confirmed and ratified by the stockholders.

The Corporate Secretary reported that stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve all resolutions, contracts and acts of the Board of Directors and Officers. There were no votes against it and none abstained.

## **7. APPOINTMENT OF INDEPENDENT AUDITOR**

The Chairman requested Ms. Helen De Guzman, as the chairperson of the Company's Audit and Risk Oversight Committee, to report on the committee's evaluation and recommendation as to the appointment of Independent Auditor.

Ms. De Guzman recommended the re-appointment of Punongbayan & Araullo as the Company's independent auditors for financial year 2023. On motion duly made and seconded, the re-appointment of Punongbayan & Araullo as Independent Auditor of the Corporation and to delegate to the Board of Directors to fix their remuneration was approved by the stockholders present.

The Corporate Secretary reported that stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the re-appointment of Punongbayan & Araullo as independent auditors. There were no votes against it and none abstained.

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## 8. ELECTION OF BOARD OF DIRECTORS

Upon their nominations, the following were elected as members of the Board of Directors for the year 2023 with the following results:

### Directors:

- |                                   |                     |
|-----------------------------------|---------------------|
| 1. Mr. Ricardo Nicanor N. Jacinto | 1,409,692,144 votes |
| 2. Ms. Aylene Y. Sytengco         | 1,409,692,144 votes |
| 3. Mr. Necisto Y. Sytengco II     | 1,409,692,144 votes |
| 4. Mr. Gerry D. Tan               | 1,409,692,144 votes |
| 5. Mr. Esmeraldo A. Tepace        | 1,409,692,144 votes |
| 6. Ms. Lali Y. Sytengco           |                     |

### And as Independent Directors:

- |                               |                     |
|-------------------------------|---------------------|
| 7. Mr. Roberto F. Anonas, Jr. | 1,409,692,144 votes |
| 8. Ms. Helen T. de Guzman     | 1,409,692,144 votes |
| 9. Mr. Geocel D. Olanday      |                     |

## 10. SPECIAL BUSINESS

### INCREASE IN THE AUTHORIZED CAPITAL STOCK OF THE CORPORATION

The Chairman stated that the increase in the authorized capital stock from 1,550,000,000 common shares to 2,750,000,000 common shares with a par value of Php 1.00 was intended to support the stock dividend declaration, any future employee stock option plan, and in anticipation of any future capital raising exercise that may be undertaken by the Company. The resolution was flashed on the screen and upon motion made and duly seconded, the increase in authorized capital stock of the Corporation and the corresponding amendment of the seventh article of the Articles of Incorporation was made.

Upon the Chairman's request, the Corporate Secretary reported that



stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the increase in the authorized capital stock of the Corporation and the corresponding amendment of the seventh article of the Articles of Incorporation. There were no votes against it and none abstained.

### **DECLARATION OF STOCK DIVIDENDS**

The Chairman stated that the Board of Directors declared and recommended for the distribution of stock dividends equivalent to 22% of the Company's outstanding capital stock amounting to approximately 341,000,000 common shares. The resolution was flashed on the screen and upon motion made and duly seconded, the resolution was approved.

Upon the Chairman's request, the Corporate Secretary reported that stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the declaration of stock dividends equivalent to 22% of the Company's outstanding capital stock. There were no votes against it and none abstained.

### **AMENDMENT OF THE SECOND ARTICLE OF THE ARTICLES OF INCORPORATION IN ITS SECONDARY PURPOSE**

#### **Art. II, Sec. 1**

The Chairman stated that the amendment of the Second Article of the Articles of Incorporation aims to diversify the business of the Company to include the holding, acquiring, or participating in investments in property related assets as well as shares or interests in entities involved in property related and other businesses. The full text of each Section to be amended was presented to the shareholders.

The first section flashed on the screen was Article II, Section 1 of the Secondary Purpose. Upon motion made and duly seconded, the second article, section 1 of the secondary purpose of the Corporation's Articles of Incorporation was approved.

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Upon the Chairman's request, the Corporate Secretary reported that stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the amendment. There were no votes against it and none abstained.

**Art. II, Sec. 1.1**

The second section flashed on the screen was Article II, Section 1.1 of the Secondary Purpose. Upon motion made and duly seconded, the second article, section 1.1 of the secondary purpose of the Corporation's Articles of Incorporation was approved.

Upon the Chairman's request, the Corporate Secretary reported that stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the amendment. There were no votes against it and none abstained.

**Art. II, Sec. 3**

The third section flashed on the screen was Article II, Section 3 of the Secondary Purpose. Upon motion made and duly seconded, the second article, section 3 of the secondary purpose of the Corporation's Articles of Incorporation was approved.

Upon the Chairman's request, the Corporate Secretary reported that stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the amendment. There were no votes against it and none abstained.

**Art. II, Sec. 4**

The fourth section flashed on the screen was Article II, Section 4 of the Secondary Purpose. Upon motion made and duly seconded, the second article, section 4 of the secondary purpose of the Corporation's Articles of Incorporation was approved.

Upon the Chairman's request, the Corporate Secretary reported that stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the amendment. There were no votes against it and none abstained.

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**Art. II, Sec. 6**

The fifth section flashed on the screen was Article II, Section 5 of the Secondary Purpose. Upon motion made and duly seconded, the second article, section 5 of the secondary purpose of the Corporation's Articles of Incorporation was approved.

Upon the Chairman's request, the Corporate Secretary reported that stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the amendment. There were no votes against it and none abstained.

**AMENDMENT OF THE CORPORATION'S BY-LAWS**

**Art. II, Sec. 4**

The Chairman presented the amendment on Article 2, Section 4 of the Corporation's By-laws. Upon motion made and duly seconded, the amendment of Article 2, Section 4 of the Corporation's By-laws was approved.

Upon the Chairman's request, the Corporate Secretary reported that stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the amendment. There were no votes against it and none abstained.

**Art. III, Sec. 6**

The Chairman presented the amendment on Article 3, Section 6 of the Corporation's By-laws. Upon motion made and duly seconded, the amendment of Article 3, Section 6 of the Corporation's By-laws was approved.

Upon the Chairman's request, the Corporate Secretary reported that stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the amendment. There were no votes against it and none abstained.

**APPROVAL OF EMPLOYEE STOCK OPTION PLAN AND THE GRANT OF AUTHORITY FOR THE BOARD TO DETERMINE THE SPECIFIC TERMS AND CONDITIONS OF THE PLAN AND THE IMPLEMENTATION OF THE ANNUAL GRANT OF STOCK OPTION**

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The Chairman stated that the next item for the stockholders' approval was the approval of the Employee Stock Option Plan and the grant of authority for the Board to determine the specific terms and conditions of the plan, as well as the implementation of the annual grant of stock options amounting to up to 15 million common shares over a 10-year period. Upon motion duly made and seconded, an approval was made.


Upon the Chairman's request, the Corporate Secretary reported that the stockholders owning 1,409,692,144 shares or 100% of shares represented in the meeting voted to approve the amendment. There were no votes against it and none abstained.

## **11. OTHER MATTERS**


The Chairman welcomed to entertain any other matter or relevant concern, to which there was none.

## **12. 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