

**MINUTES OF THE ANNUAL MEETING  
OF THE STOCKHOLDERS OF  
SAN MIGUEL FOOD AND BEVERAGE, INC.**

**Held on 11 May 2018  
SMC Executive Dining Room  
Head Office Complex, 40 San Miguel Avenue,  
Mandaluyong City, Metro Manila**

**SHAREHOLDERS PRESENT:**

See Record of Attendance attached as **Annex "A"** to these minutes.

**DIRECTORS PRESENT:**

**MR. EDUARDO M. COJUANGCO, JR.** - Chairman  
**MR. RAMON S. ANG** – Vice Chairman  
**MR. FRANCISCO S. ALEJO III** – President  
**MR. MENARDO R. JIMENEZ**  
**MR. ROLANDO L. MACASAET**  
**MR. CARMELO L. SANTIAGO**  
(also Chairman of Audit Committee)  
**MS. MINITA V. CHICO-NAZARIO**  
(also Chairman of Corporate Governance Committee and  
Related Party Transactions Committee)  
**MR. RICARDO C. MARQUEZ**  
(also Chairman of Board Risk Oversight Committee)

**IN ATTENDANCE:**

MS. ROMELA M. BENGZON  
MR. FERDINAND K. CONSTANTINO  
MS. ZENAIDA M. POSTRADO  
MR. OSCAR R. SAÑEZ  
MS. RITA IMELDA B. PALABYAB  
MR. RAUL B. NAZARENO  
MR. FLORENTINO C. POLICARPIO  
MR. LEO A. OBVIAR  
MS. JENNIFER T. TAN  
ATTY. ALEXANDRA B. TRILLANA  
ATTY. MA. CELESTE L. RAMOS

**I. CALL TO ORDER/CERTIFICATION OF NOTICE AND QUORUM**

After the national anthem and invocation, the Chairman, Mr. Eduardo M. Cojuangco, Jr., called the meeting to order at 2:00 p.m. and presided over the proceedings.

The Corporate Secretary, Atty. Alexandra B. Trillana, certified that notice of the meeting was sent to each stockholder of record as of April 16, 2018 in accordance with the By-laws and applicable rules. The date of the meeting was disclosed as early as March 14, 2018 via the Philippine Stock Exchange (PSE) website. The definitive information statement (DIS) together with the Agenda and rationale/explanation of each item for approval in the Agenda was posted in the Company's website as early as April 10, 2018, which was also the date of first distribution of the DIS to the stockholders.

Atty. Trillana next certified that there was a quorum for the meeting. There was present in person or by proxy, 88.79% of the outstanding common shares and 3.48% of the outstanding series 2 preferred shares, for a total of about 88.03% of the outstanding capital stock of San Miguel Food and Beverage, Inc. (the "Company"), formerly known as San Miguel Pure Foods Company Inc., comprising both common and preferred shares. The Corporate Secretary informed the assembly that the Chairman held proxy for at least 86.56% of the outstanding common and preferred shares of the Company and that he was voting in favor of all corporate actions in the Agenda submitted for approval in the meeting.

The Corporate Secretary further noted that as stated in the DIS distributed to the stockholders prior to the meeting, each stockholder shall be allowed one vote per share and the election of the Board of Directors shall be by cumulative voting by the common shareholders. In this regard, stockholders entitled to vote may elect directors individually.

Stockholders have been given a ballot upon registration at the meeting, which ballot enabled him/her to vote in writing on each item or proposal in the Agenda. As earlier mentioned, the rationale and explanation of each item for approval in the Agenda were in the DIS distributed to stockholders prior to the meeting, and also posted in the Company's website. Each proposed resolution for consideration by the stockholders was presented on the screens around the room as it was taken up.

The Corporate Secretary then mentioned that the ballot box where stockholders may cast their ballots, had been prominently placed by the entrance of the venue for the convenience of the stockholders, who may cast their ballots anytime. The ballot box will be opened shortly after the announcement of a recess. The Company's independent stock transfer agent will canvass the votes with the assistance of the Office of the Corporate Secretary. The external auditor of the Company was likewise present at the meeting to validate the results of the voting, if necessary.

## **II. APPROVAL OF THE MINUTES OF PREVIOUS MEETINGS OF STOCKHOLDERS**

The Chairman referred to the next item on the Agenda, which is the approval of the minutes of the annual meeting of the stockholders held on May 12, 2017 and special meeting of the stockholders held on January 18, 2018, copies of which were available for viewing at the registration area and also posted on the Company's website.

Upon motion duly made and seconded by separate stockholders, and there being no objection, the Chairman voted in favor of the following resolution shown on the screens.

**Resolution No. 2018-05-11-01**

**“RESOLVED**, That the minutes of the Annual Stockholders’ Meeting of the Company held on May 12, 2017 and the Special Stockholders’ Meeting of the Company held on January 18, 2018, be approved.”

With the vote of the Chairman, majority of the outstanding capital stock of the Company entitled to vote, had voted in favor of the proposal. The Corporate Secretary said that the exact number of votes will be announced soon after the ballots are canvassed.

**III. PRESENTATION OF ANNUAL REPORT AND APPROVAL OF 2017 FINANCIAL STATEMENTS**

Before the Annual Report for 2017 was presented to the stockholders, the Corporate Secretary said that the audited consolidated financial statements of the Company as at and for the year ended December 31, 2017 had been provided to the stockholders together with the DIS for the meeting, and have likewise been posted on the Company’s website. The Chairman then requested the President, Mr. Francisco S. Alejo III, to deliver the Annual Report for 2017. A copy of the Annual Report is attached to these minutes as **Annex “B”**.

An open forum followed the report, wherein the stockholders were given the opportunity to ask questions and/or raise issues.

The following questions were asked and answered:

**(a) How was the first quarter performance of the Company?**

The President, Mr. Francisco S. Alejo III, responded that the Company did well during the first quarter of 2018. Consolidated revenues reached P29.8 billion, a 12% growth from the same period in 2017. Operating income grew by 4% at P2.2 Billion. On the other hand, the net income amounted to P1.4 Billion, 7% lower than the first quarter of 2017’s P1.5 Billion, due to the impact of marked-to-market losses from forex movements involving raw material imports.

**(b) What is your net income guidance for 2018?**

The President answered that the Company is expected to sustain its growth momentum for 2018 on the back of the continuous robust economy with better spending ability, growing population and increasing consumer demand for food products.

**(c) Can you provide an update on the share swap transaction?**

The Corporate Secretary, Atty. Alexandra B. Trillana, replied that the Securities and Exchange Commission (SEC) has approved the change in the Company's name and primary purpose, the reduction of par value of its common shares, and the denial of preemptive rights for issuances and dispositions of any common shares. The Company then filed its application to increase its authorized capital stock by P9.54 Billion (the "Increase") with the SEC, together with the Deed of Exchange of Shares between San Miguel Corporation (SMC) and the Company, involving the transfer of SMC's San Miguel Brewery Inc. (SMB) and Ginebra San Miguel, Inc. (GSMI) shares in exchange for new shares to be issued by the Company from the increase. The Company also filed a request with the Bureau of Internal Revenue (BIR) for a tax-free confirmatory ruling on the transaction. Both the application for Increase and the request for tax-free ruling are still pending with the SEC and BIR, respectively.

There being no other questions, upon motion duly made and seconded by separate stockholders, and there being no objection, the Chairman voted in favor of the following resolution shown on the screens:

**Resolution No. 2018-05-11-02**

**"RESOLVED**, That the open forum of stockholders be closed, and that the Annual Report of the Company for 2017 as presented, including the 2017 Audited Consolidated Financial Statements of the Company and its subsidiaries, be approved and ratified."

With the vote of the Chairman, majority of the outstanding capital stock of the Company entitled to vote, had voted in favor of the proposal. The Corporate Secretary said that the exact number of votes will be announced soon after the ballots are canvassed.

**IV. RATIFICATION OF ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS**

The Chairman proceeded to the next item on the Agenda, which is the ratification of all acts and proceedings of the Board of Directors and corporate officers since May 12, 2017 until May 11, 2018.

The Corporate Secretary explained that the ratification by the stockholders is sought for the acts and resolutions of the Board of Directors, its Committees, as well as acts of officers of the Company taken or adopted since the annual stockholders' meeting on May 12, 2017 until the date of this meeting, May 11, 2018. These acts and resolutions include the declaration of dividends, approval of new policies, appointment of officers, lead independent director and members of the Board Committees, approval of audit plans of both external and internal auditors, approval of audit fees of the external auditor, approval

of amendments to the Company's articles of incorporation, increase in the authorized capital stock, contracts and agreements, including without limitation the Deed of Exchange of shares entered into with SMC, projects, treasury and other matters, approved by the Board during its meetings and/or covered by disclosures to the SEC and PSE and posted on the Company's website. The acts of management at the direction of the Company's Board of Directors and officers are those undertaken to implement the resolutions of the Board or its committees, or conducted in the regular course of business.

Upon motion duly made and seconded by separate stockholders, and there being no objection, the Chairman voted in favor of the following resolution shown on the screens:

**Resolution No. 2018-05-11-03**

**“RESOLVED**, That all acts, resolutions and proceedings of the Board of Directors and Corporate Officers of the Company since the Annual Meeting of the Stockholders on May 12, 2017 until today, May 11, 2018, as set forth in the minutes of the meetings of the Board of Directors, as well as the financial statements and records of the Company, be approved, confirmed and ratified.”

With the vote of the Chairman, majority of the outstanding capital stock of the Company entitled to vote, had voted in favor of the proposal. The Corporate Secretary said that the exact number of votes will be announced soon after the ballots are canvassed.

**V. APPROVAL OF CERTAIN AMENDMENTS TO THE BY-LAWS**

The Chairman proceeded to the next item on the Agenda, which is the approval of certain amendments in the Company's By-Laws. He requested the Corporate Secretary to explain the proposed amendments.

**A. Change of Title of the By-laws**

The Corporate Secretary informed the stockholders that on May 14, 2018, the Board of Directors approved the change in the title of the By-Laws to reflect the new corporate name of the Company, “San Miguel Food and Beverage, Inc.” The change is consistent with the amendment to the Articles of Incorporation of the Company to reflect said change in corporate name, which was approved by the SEC on March 23, 2018.

The Chairman opened the floor to clarificatory questions on the item for approval. However, no questions were asked. A stockholder then moved for the approval of the proposal. The motion was duly seconded by another stockholder.

With the affirmative vote of the Chairman, stockholders representing more than 2/3 of the outstanding capital stock of the Company present or represented by proxy at the meeting, voted in favor of the following resolution shown on the screens and read by the Assistant Corporate Secretary, Atty. Celeste Ramos:

**Resolution No. 2018-05-11-04**

“RESOLVED, That the amendment of the By-laws to reflect the change in corporate name of the Company from “San Miguel Pure Foods Company Inc.” to “San Miguel Food and Beverage, Inc.”, in the Title of the By-laws, be approved;

RESOLVED, FURTHER, That the Title of the By-laws of the Company be amended to read as follows (amendment underscored):

**“AMENDED BY-LAWS  
OF  
SAN MIGUEL FOOD AND BEVERAGE, INC.**

**(formerly SAN MIGUEL PURE FOODS COMPANY INC.)**

**(formerly PURE FOODS CORPORATION)”**

**B. Change of Official Seal of the Company under Article XI**

The Corporate Secretary explained that Article XI of the By-Laws of the Company provides that the corporate seal of the Company shall be circular in form and have inscribed in its margin the words “San Miguel Pure Foods Company Inc.”, among others. The stockholders were informed that on March 14, 2018, the Board of Directors approved the change in the Official Seal of the Company to likewise set out its new corporate name, “San Miguel Food and Beverage, Inc.”

The Chairman opened the floor to clarificatory questions on the item for approval. However, no questions were asked. A stockholder then moved for the approval of the proposal. The motion was duly seconded by another stockholder.

With the affirmative vote of the Chairman, stockholders representing more than 2/3 of the outstanding capital stock of the Company present or represented by proxy at the meeting, voted in favor of the following resolution shown on the screens and read by the Assistant Corporate Secretary:

**Resolution No. 2018-05-11-05**

“RESOLVED, That the amendment of the By-laws to reflect the change in corporate name of the Company from “San Miguel Pure Foods Company Inc.” to “San Miguel Food and Beverage, Inc.”, in the Official Seal of the Company, be approved;

RESOLVED, FURTHER, That Article XI, Section 1 of the By-laws of the Company be amended to read as follows (amendment underscored):

**“ARTICLE XI  
Official Seal**

Section 1. The corporate seal of the corporation shall be circular in form and have inscribed in its margin the words **“SAN MIGUEL FOOD AND BEVERAGE, INC.”**, Manila, Philippines and within the circle the words and figures “incorporated 1956”.

**C. Disqualification for Director in the Company under Article II, Section I**

The Corporate Secretary explained that the By-Laws provides for the minimum qualifications for the composition of the Board of Directors, which are that at least two members of the Board shall be residents of the Philippines and that all directors shall be stockholders of record. The stockholders were informed that on March 14, 2018, in order to align with the qualifications of directors of intermediate parent SMC, as well as affiliates SMB and GSMI, the Board of Directors approved the inclusion of the disqualification of persons engaged in any business that competes with or is antagonistic to that of the Company from sitting in the Board of Directors of the Company. This disqualification is the same in all material respects as that found in the By-Laws of SMC, SMB and GSMI.

The Chairman opened the floor to clarificatory questions on the item for approval. However, no questions were asked. A stockholder then moved for the approval of the proposal. The motion was duly seconded by another stockholder.

With the affirmative vote of the Chairman, stockholders representing more than 2/3 of the outstanding capital stock of the Company present or represented by proxy at the meeting, voted in favor of the following resolution shown on the screens and read by the Assistant Corporate Secretary:

**Resolution No. 2018-05-11-06**

“RESOLVED, That the amendment of the By-laws to include a ground for disqualification of members of the Board of Directors of the Company, be approved;

RESOLVED, FURTHER, That Article II, Section 1 of the By-laws of the Company be amended to read as follows (amendment underscored):

**“ARTICLE II  
Board of Directors**

Section 1. As provided in these By-Laws and in accordance with the laws of the Republic of the Philippines concerning corporations and as provided in the certificate of incorporation,

the stock, the property and all affairs of this corporation shall be exclusively managed by and controlled by the Board of Directors, at least two of whom shall be residents of the Philippines and all of whom shall be stockholders of record, and who shall be elected by a plurality vote of the subscribed capital stock at the annual meeting for a term of one (1) year and until the election and qualification of their successors.

**In this regard, any stockholder having at least one share registered in his name may be elected director, provided, however, that no person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of the Company. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged:**

**(a) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any corporation (other than one in which the Company owns at least 30% of the capital stock) engaged in a business which the Board, by at least three-fourths vote, determines to be competitive or antagonistic to that of the Company; or,**

**(b) If he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of, any other corporation or entity engaged in any line of business of the Company, when in the judgment of the Board, by at least three-fourths vote, the laws against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or,**

**(c) If the Board, in the exercise of its judgment in good faith, determines by at least three-fourths vote that he is the nominee of any person set forth in (a) or (b) above.**

**In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board may take into account such factors as business and family relationship.**

**For the proper implementation of this provision, all nominations for the election of directors by the stockholders shall be submitted in writing to the Board of Directors through the Corporate Secretary on or before the last day of January of every year or at such earlier or later date that the Board of Directors may fix.”**

## **VI. APPOINTMENT OF EXTERNAL AUDITOR FOR 2018**

The stockholders proceeded to consider the nomination for the position of external auditor of the Company.

The Chairman of the Audit Committee, Director Carmelo L. Santiago, informed the assembly that after evaluation, the Audit Committee recommends the appointment of the accounting firm R.G. Manabat & Co., as the external auditor of the Company for fiscal year 2018. The audit plan for 2018 shall be presented to the Audit Committee for endorsement to the Board of Directors for approval, while the fees payable to the auditor shall, with the authority of the Audit Committee and the Board, be negotiated by management to be in the best interest of the Company.

Upon motion duly made and seconded by separate stockholders, and there being no objection, the Chairman voted in favor of the following resolution shown on the screens:

### **Resolution No. 2018-05-11-07**

**“RESOLVED**, that the accounting firm of R.G. Manabat & Co. be appointed as external auditor of the Company for fiscal year 2018.”

With the vote of the Chairman, majority of the outstanding capital stock of the Company entitled to vote, had voted in favor of the proposal. The Corporate Secretary said that the exact number of votes will be announced soon after the ballots are canvassed.

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

The next item on the Agenda is the election of the members of the Board of Directors of the Company.

The Chairman of the Corporate Governance Committee, Director Minita V. Chico-Nazario, informed the assembly that in accordance with the By-laws, Manual on Corporate Governance and rules of the SEC, any stockholder, including minority stockholders, may submit nominations to the Board of Directors of the Company. The Corporate Governance Committee will determine whether the nominees for directors, including nominees for independent directors, have all the qualifications and none of the disqualifications to serve as members of the Board before submitting the nominees for election by the stockholders. The profiles of

the nominees to the Board are provided in the DIS for this meeting, for consideration by the stockholders.

The Corporate Secretary then read the names of the nominees to the Company's Board of Directors as endorsed by the Corporate Governance Committee, all of whom were determined to possess the qualifications and none of the disqualifications under the Company's By-laws and Manual on Corporate Governance. They are:

Mr. Eduardo M. Cojuangco, Jr.  
 Mr. Ramon S. Ang  
 Mr. Francisco S. Alejo III  
 Mr. Menardo R. Jimenez  
 Mr. Rolando L. Macasaet  
 Ms. Romela M. Bengzon  
 Mr. Carmelo L. Santiago  
 Ms. Minita V. Chico-Nazario  
 Mr. Ricardo C. Marquez

The Corporate Secretary said that the nominees for independent directors as identified in the DIS distributed to the stockholders, are Mr. Carmelo L. Santiago, Ms. Minita V. Chico-Nazario and Mr. Ricardo C. Marquez. This is in accordance with the mandatory requirement by the SEC of electing independent directors.

A stockholder said that considering that there were only nine nominees, she moves that the balloting be dispensed with and all nine nominees be unanimously elected as Directors of the Company. The motion was duly seconded by another stockholder. For the record, the Chairman informed the stockholders that he was distributing his votes equally for all candidates, unless otherwise instructed in the proxies held by him. There being no objection to the motion, the following resolution shown on the screens was approved and adopted by the Chairman and stockholders of the Company owning more than 2/3 of its outstanding capital stock entitled to vote:

**Resolution No. 2018-05-11-08**

**“RESOLVED**, that the following be elected as members of the Board of Directors of the Company, to serve as such beginning May 11, 2018 and until their successors are elected and qualified:

Mr. Eduardo M. Cojuangco, Jr.  
 Mr. Ramon S. Ang  
 Mr. Francisco S. Alejo III  
 Mr. Menardo R. Jimenez  
 Mr. Rolando L. Macasaet  
 Ms. Romela M. Bengzon  
 Mr. Carmelo L. Santiago (Independent)  
 Ms. Minita V. Chico-Nazario (Independent)  
 Mr. Ricardo C. Marquez (Independent).”

Accordingly, the Chairman declared the nine nominees as duly elected members of the Board of Directors of the Company. On behalf of

management, the Chairman welcomed the newly elected Board of Directors and thanked the stockholders for their vote of confidence.

### **VIII. OTHER MATTERS**

At this point, the Chairman said that the next item on the Agenda under Other Matters is the delegation to management of authority to take all actions to comply with the minimum public ownership requirement, including the offer and issuance of new shares to the public.

The Corporate Secretary explained to the stockholders that following the approval by the SEC of the first set of amendments to the Articles of Incorporation of the Company, including the change in the Company's corporate name and primary purpose, as well as the reduction of par value of its common shares, the Company and SMC signed a Deed of Exchange of Shares where SMC transferred all of its common shares in SMB and GSMI to the Company in exchange for new shares to be issued by the Company. These new shares are to be taken from the increase in the Company's authorized capital stock, which together with the first set of amendments to the Articles of Incorporation, was previously approved by the Board of Directors and shareholders, but still subject to the approval of the SEC.

On April 6, 2018, the Company filed with the SEC its application for the Increase.

Considering that upon approval by the SEC of the Increase, which would involve the Company issuing common shares to SMC out of the Increase, the percentage ownership of SMC in the outstanding common shares of the Company will increase, with the public float accordingly decreasing to less than 5%, the approval of the stockholders is requested for the Company to take all actions to comply with the minimum public ownership requirement of the SEC and PSE for publicly listed companies, such as the offer and issuance of new common shares to the public, including the delegation of authority to management to sign, execute and deliver all documents on behalf of the Company, in this connection. This authority will provide flexibility to management in satisfying the requirements for compliance with such minimum public ownership requirement at the soonest practicable time.

The Chairman opened the floor for clarificatory questions and the following questions were asked and answered:

**(a) From the disclosure made in the Company website, we understand that the SEC has issued a confirmatory opinion that no tender offer for Ginebra and Beer shares is required. Can you confirm?**

The Corporate Secretary advised that the Company will not be conducting a tender offer for the remaining GSMI and SMB shares. The SEC has confirmed that a mandatory tender offer is not required considering that there will be no change in control as a result of the share swap transaction. SMC will retain control in

GSMI and SMB even if SMC transferred its shares in these companies to the Company.

**(b) Please explain the extent of the authority requested for management to take all actions in connection with the follow-on offering.**

The Corporate Secretary responded that as previously disclosed, upon completion of the share swap, the Company's public float will fall below 5% and trading in the Company's shares may be suspended by the PSE until the Company is able to raise the public float to at least 10%. It will be for the benefit of stockholders for the Company to comply with the minimum public ownership without delay.

Stockholder approval is required for the listing of new shares at the PSE, in the event the Company decides to issue primary shares for the follow-on offering.

The authority granted to management will allow it to apply for the listing of such new shares at the PSE at the soonest possible time after completion of the share swap.

**(c) We would like to know how the Company is addressing the issues on sustainable supply chain and policy on animal welfare as a key FMCG company in Asia.**

The President, Mr. Francisco S. Alejo III, answered that the Company recognizes the importance of environmental sustainability and acknowledges the need to improve the Company's reporting and disclosures in this regard. The Company has several CSR projects, especially in areas where it has operations, but the Company has been quite modest in communicating these sustainability initiatives. Rest assured, the Company has started the groundwork and will work on its rating. Among others, the Company is currently updating its Animal Welfare Policy. In the effort to raise its involvement with environmental sustainability and inclusiveness, the following are some of the initiatives implemented by the Company mentioned by Mr. Alejo:

1. Cassava Assemblers Program

The Company has engaged small local farmers in the supply chain through its Cassava Assemblers Program for the Feeds business. Benefiting close to 100,000 farmers, the program allows the Company to have a steady source of competitively-priced alternative raw materials. Aside from satisfying production-related requirements, the program provides increased livelihood opportunities to farmers across the country.

2. Farm production

Broilers are kept in enclosed climate controlled system (CCS) houses, protecting them from the extremes of ambient

temperature, high humidity, dust and wild birds that may carry infectious materials. This is the reason the Company has been able to protect its farms from the recent avian flu incident.

For broilers in CCS housing, the business stocks each square meter with 16 broilers (equivalent to 28 kilos per square meter), better than the industry practice of 34 kilos per square meter. For free range broilers, the business provides one square meter per bird or 1.6 kilos per square meter (outdoor).

### 3. Harvest and Transport

Grown broilers are caught in the farm and harvested by hand, provided adequate space during transport in mechanically ventilated trucks.

There being no other questions, upon motion duly made and seconded by separate stockholders, and there being no objection, the Chairman voted in favor of the following resolution shown on the screens and read by the Assistant Corporate Secretary:

#### **Resolution No. 2018-05-11-09**

**“RESOLVED**, that the Company take all actions to comply with the minimum public ownership requirement of the Securities and Exchange Commission and Philippine Stock Exchange for publicly listed companies, including the offer and issuance of new common shares to the public following the increase in the Company’s authorized capital stock, and that management be authorized to sign, execute and deliver all documents on behalf of the Company, in this connection.”

With the vote of the Chairman, majority of the outstanding capital stock of the Company entitled to vote, had voted in favor of the proposal. The Corporate Secretary said that the exact number of votes will be announced soon after the ballots are canvassed

Thereafter, the Chairman called on the Corporate Secretary to explain again the procedure for voting by poll.

As mentioned at the start of the meeting, Atty. Trillana said that the ballot box, where the stockholders may cast their ballots, is located by the entrance to the venue. A last call was made for those who wished to cast their ballots. The ballot box will be opened shortly after the announcement of the recess and the independent stock transfer agent will then canvass the ballots. The results will be announced as soon as the canvassing is completed.

At this point, the Chairman declared a brief recess to allow for the canvassing.

## **IX. ANNOUNCEMENT OF RESULTS**

Approximately 10 minutes into the recess, the Chairman directed the Corporate Secretary to read the results of the canvass of the ballots.

Atty. Trillana informed the assembly that:

There were 1,479,870,580 votes from stockholders owning or representing 88.792% of the outstanding capital stock of the Company entitled to vote, in favor of the approval of the minutes of the Annual Stockholders' Meeting held on May 12, 2017 and Special Stockholders' Meeting held on January 18, 2018;

There were 1,479,024,580 votes from stockholders owning or representing 88.741% of the outstanding capital stock of the Company entitled to vote, in favor of the approval of the Annual Report and Audited Consolidated Financial Statements of the Company for 2017, as presented;

There were 1,479,024,580 votes from stockholders owning or representing 88.741% of the outstanding capital stock of the Company entitled to vote, in favor of the ratification of the acts and proceedings of the Board of Directors and Corporate Officers of the Company;

There were 1,480,392,080 votes from stockholders owning or representing 88.031% of the outstanding capital stock of the Company entitled to vote, in favor of the amendment to the By-Laws to set out the new corporate name of the Company in the title of the By-Laws.

There were 1,480,392,080 votes from stockholders owning or representing 88.031% of the outstanding capital stock of the Company entitled to vote, in favor of the amendment to the By-Laws to set out the new corporate name of the Company in the Official Seal of the Company under Article XI of the By-Laws.

There were 1,480,392,080 votes from stockholders owning or representing 88.031% of the outstanding capital stock of the Company entitled to vote, in favor of the amendment to the By-Laws to set out the disqualification for director in the Company under Article II, Section 1 of the By-Laws.

There were 1,479,870,580 votes from stockholders owning or representing 88.792% of the outstanding capital stock of the Company entitled to vote, in favor of the appointment of R.G. Manabat & Co. as external auditor of the Company for the fiscal year 2018.

There were 1,452,125,150 votes from stockholders owning or representing 87.127% of the outstanding capital stock of the Company entitled to vote, in favor and 27,745,430 votes from stockholders owning or representing 1.665% of the outstanding capital stock of the Company entitled to vote, against the delegation to management of the authority to take all actions to comply with the minimum public ownership requirement including the offer and issuance of new shares to the public.

The Chairman then declared that based on the results of the canvassing, the aforementioned corporate actions presented to the stockholders are approved and ratified.

A copy of the Vote Canvassing Results, including the number of votes against the relevant items in the Agenda, as well as those that abstained from voting, is attached to these minutes as **Annex "C"**.

**X. ADJOURNMENT**

The Chairman asked if there were any other matters that any stockholder wished to bring up to the assembly.

There being no other matters, the Chairman entertained a motion for adjournment. A stockholder moved to adjourn the meeting, which motion was duly seconded by another stockholder. No objection being made, the Chairman adjourned the meeting and thanked all stockholders for their attendance and participation.

**ATTESTED BY:**

  
**EDUARDO M. COJUANGCO, JR.**  
Chairman

Certified Correct:

  
**ALEXANDRA BENGSON TRILLANA**  
Corporate Secretary

**SAN MIGUEL FOOD AND BEVERAGE, INC.**

**STOCKHOLDERS' MEETING**

May 11, 2018 SMC-HOC Executive Dinning Room

Record Date: April 16, 2018

**ANNEX "A"**

STOCKHOLDER	COMMON	PREFERRED	COMMON SHARES		PREFERRED SHARES		TOTAL SHARES	
			ATTENDANCE	% of O/S	ATTENDANCE	% of O/S	ATTENDANCE	% of O/S
1 MANALO ALCASABAS	1,460	0	1,460	0.0001%	-	0.0000%	1,460	0.0001%
1 FRANCISCO S. ALEJO III	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 RAMON S. ANG	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 ELSA FERNANDEZ BELTRAN	7,170	0	7,170	0.0004%	-	0.0000%	7,170	0.0004%
1 MAXIMA D. CAYANAN	0	500	-	0.0000%	500	0.0033%	500	0.0000%
1 MARY GENEVIEVE R.A. CHUPUNGCO	0	1,000	-	0.0000%	1,000	0.0067%	1,000	0.0001%
1 EDUARDO M. COJUANGCO JR.	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 ELIAS B. DULALIA	90	0	90	0.0000%	-	0.0000%	90	0.0000%
1 MARIO C. GARCIA	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 GUILLERMO F. GILI, JR.	100	0	100	0.0000%	-	0.0000%	100	0.0000%
1 RAFAEL P. GUIRIBA OR CYNTHIA M. GUIRIBA	0	1,000	-	0.0000%	1,000	0.0067%	1,000	0.0001%
1 MA. TERESA D. HOLMES	0	300	-	0.0000%	300	0.0020%	300	0.0000%
1 MENARDO R. JIMENEZ	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 JOHN T. LAO	12,000	0	12,000	0.0007%	-	0.0000%	12,000	0.0007%
1 CYNTHIA HERMOSISIMA MACABUHAY	0	46	-	0.0000%	46	0.0003%	46	0.0000%
1 MARIE CAMILLE HERMOSISIMA MACABUHAY	0	46	-	0.0000%	46	0.0003%	46	0.0000%
1 ROLANDO L. MACASSET	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 RICARDO C. MARQUEZ	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 DEMETRIO DUMLAO MATEO	200	0	200	0.0000%	-	0.0000%	200	0.0000%
1 MINITA V. CHICO- NAZARIO	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 RUBEN PESA	640	0	640	0.0000%	-	0.0000%	640	0.0000%
1 Q - TECH ALLIANCE HOLDINGS, INC.	20,511,400	0	20,511,400	1.2307%	-	0.0000%	20,511,400	1.2197%
1 ANGEL RODRIGUEZ	300	0	300	0.0000%	-	0.0000%	300	0.0000%
1 SAN MIGUEL BREWERY INC. RETIREMENT PLAN	0	200,000	-	0.0000%	200,000	1.3333%	200,000	0.0119%
1 SAN MIGUEL CORPORATION	1,422,792,670	0	1,422,792,670	85.3673%	-	0.0000%	1,422,792,670	84.6059%
1 SAN MIGUEL CORPORATION RETIREMENT PLAN-FIP	0	200,000	-	0.0000%	200,000	1.3333%	200,000	0.0119%
1 SAN MIGUEL CORPORATION RETIREMENT PLAN-STP	0	21,500	-	0.0000%	21,500	0.1433%	21,500	0.0013%
1 SAN MIGUEL FOODS INC. RETIREMENT PLAN	0	50,000	-	0.0000%	50,000	0.3333%	50,000	0.0030%
1 SAN MIGUEL YAMAMURA PACKAGING CORPORATION RETIREMENT PLAN	0	50,000	-	0.0000%	50,000	0.3333%	50,000	0.0030%
1 CARMELO L. SANTIAGO	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 SATURN CEMENT MARKETING CORPORATION	4,167,200	0	4,167,200	0.2500%	-	0.0000%	4,167,200	0.2478%
2 JOEL N. TAN OR ALAINNE A. TAN	0	100	-	0.0000%	100	0.0007%	100	0.0000%
1 JESUS SAN LUIS VALENCIA	100	0	100	0.0000%	-	0.0000%	100	0.0000%
1 FRANK CHUA VILLANUEVA	100	0	100	0.0000%	-	0.0000%	100	0.0000%
1 DEUTSCHE BANK AG MANILA BRANCH	12,646,340	0	12,646,340	0.7588%	-	0.0000%	12,646,340	0.7520%
1 CITIBANK, N.A.	2,450,500	0	2,450,500	0.1470%	-	0.0000%	2,450,500	0.1457%
1 HSBC	12,250,590	0	12,250,590	0.7350%	-	0.0000%	12,250,590	0.7285%
1 SAN MIGUEL CORPORATION RETIREMENT PLAN	18,880	0	18,880	0.0011%	-	0.0000%	18,880	0.0011%
1 SAN MIGUEL CORPORATION RETIREMENT PLAN-STP	2,349,800	0	2,349,800	0.1410%	-	0.0000%	2,349,800	0.1397%
1 SAN MIGUEL FOODS, INC. RETIREMENT PLAN	2,251,100	0	2,251,100	0.1351%	-	0.0000%	2,251,100	0.1339%
1 Standard Chartered - SCB OBO RBC INV SVC TR CL AC	357,900	0	357,900	0.0215%	-	0.0000%	357,900	0.0213%
1 Standard Chartered - SCB OBORBC ISB SA O-EO	74,200	0	74,200	0.0045%	-	0.0000%	74,200	0.0044%
1 COL FINANCIAL GROUP, INC. FAO ABILLON, ERBITO G.	20	0	20	0.0000%	-	0.0000%	20	0.0000%
2 COL FINANCIAL GROUP, INC. FAO ALDAY, RUDOLFO G. JOINTLY WITH ALDAY, ROWEL G.	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 COL FINANCIAL GROUP, INC. FAO BAGASIN, DANILO G.	10	0	10	0.0000%	-	0.0000%	10	0.0000%
2 COL FINANCIAL GROUP, INC. FAO BALUGO, EMELITA A. JOINTLY WITH HASELMANN, SEVERIN S.	10,000	0	10,000	0.0006%	-	0.0000%	10,000	0.0006%
2 COL FINANCIAL GROUP, INC. FAO DELA CRUZ, ALEXANDER M. JOINTLY WITH DELA CRUZ, EMILIO	10	0	10	0.0000%	-	0.0000%	10	0.0000%
2 COL FINANCIAL GROUP, INC. FAO DELA CRUZ, EMILIO M. ITF DELA CRUZ, JESUS JOSE MARIA M.	10	0	10	0.0000%	-	0.0000%	10	0.0000%
2 COL FINANCIAL GROUP, INC. FAO DELA CRUZ, EMILIO M. ITF DELA CRUZ, QUEEN JEANETTE M.	100	0	100	0.0000%	-	0.0000%	100	0.0000%
1 COL FINANCIAL GROUP, INC. FAO DELA CRUZ, PAUL JOSEPH M. JOINTLY WITH DELA CRUZ,	100	0	100	0.0000%	-	0.0000%	100	0.0000%
1 COL FINANCIAL GROUP, INC. FAO DELA CRUZ, PRINCESS GRACE M. ITF ARROYO, JHUDIEL ANNE	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 COL FINANCIAL GROUP, INC. FAO DELA CRUZ, PRINCESS GRACE M. JOINTLY WITH DELA CRUZ,	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 COL FINANCIAL GROUP, INC. FAO ESLAVA, GILBERT E.	30	0	30	0.0000%	-	0.0000%	30	0.0000%
2 COL FINANCIAL GROUP, INC. FAO FAGELA, GREGORIO R.	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 COL FINANCIAL GROUP, INC. FAO HASELMANN, ANDREAS G. JOINTLY WITH HASELMANN,	200	0	200	0.0000%	-	0.0000%	200	0.0000%
2 COL FINANCIAL GROUP, INC. FAO MONTE, DANILO L. ITF MONTE, LOIS TRISHA T.	10	0	10	0.0000%	-	0.0000%	10	0.0000%
2 COL FINANCIAL GROUP, INC. FAO MONTE, DANILO L. JOINTLY WITH MONTE, LOLITA T.	200	0	200	0.0000%	-	0.0000%	200	0.0000%
2 COL FINANCIAL GROUP, INC. FAO MONTE, LAIZA EUNICE T.	10	0	10	0.0000%	-	0.0000%	10	0.0000%
2 COL FINANCIAL GROUP, INC. FAO MONTE, LISETTE IYESA T.	10	0	10	0.0000%	-	0.0000%	10	0.0000%
2 COL FINANCIAL GROUP, INC. FAO MONTE, LOLITA T. JOINTLY WITH MONTE, LOIS TRISHA T.	200	0	200	0.0000%	-	0.0000%	200	0.0000%
1 COL FINANCIAL GROUP, INC. FAO NONATO, MA. CARINA SI. JOINTLY WITH NONATO,	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 COL FINANCIAL GROUP, INC. FAO NONATO, RAMONCITO SI. JOINTLY WITH NONATO, RAMON B.	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 COL FINANCIAL GROUP, INC. FAO PANGAN, EMELINDA P.	20	0	20	0.0000%	-	0.0000%	20	0.0000%
1 COL FINANCIAL GROUP, INC. FAO PANGAN, FERDINAND K.	50	0	50	0.0000%	-	0.0000%	50	0.0000%
1 COL FINANCIAL GROUP, INC. FAO PANGAN, FERDINAND K. JOINTLY WITH PANGAN, EMELINDA P.	100	0	100	0.0000%	-	0.0000%	100	0.0000%
1 COL FINANCIAL GROUP, INC. FAO PANGAN, JOY KRISTINE P. JOINTLY WITH PAZ, ANANIAS P.	100	0	100	0.0000%	-	0.0000%	100	0.0000%
2 COL FINANCIAL GROUP, INC. FAO PLANTILLA III, VALERIANO PEDRO O. ITF PLANTILLA, LORRAINE	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 COL FINANCIAL GROUP, INC. FAO PLANTILLA III, VALERIANO PEDRO O. JOINTLY WITH PLANTILLA,	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1 COL FINANCIAL GROUP, INC. FAO PLANTILLA, VALERIANO PEDRO III O.	50	0	50	0.0000%	-	0.0000%	50	0.0000%

1	COL FINANCIAL GROUP, INC. FAO SALES JR, AUGUSTUS T.	10	0	10	0.0000%	-	0.0000%	10	0.0000%
1	COL FINANCIAL GROUP, INC. FAO SONGCO, ROMMEL V.	100	0	100	0.0000%	-	0.0000%	100	0.0000%
1	COL FINANCIAL GROUP, INC. FAO TAN, ALVIN B.	100	0	100	0.0000%	-	0.0000%	100	0.0000%
1	COL FINANCIAL GROUP, INC. FAO TING, EDGARDO C. JOINTLY WITH TING, LUZONIA C.	200	0	200	0.0000%	-	0.0000%	200	0.0000%
1	COL FINANCIAL GROUP, INC. FAO TING, EDGARDO C. ITF TING, JANELLE BIANCA D.	20	0	20	0.0000%	-	0.0000%	20	0.0000%
2	COL FINANCIAL GROUP, INC. FAO YU, BALDWIN H. OR HAM, SOYHENG H.	600	0	600	0.0000%	-	0.0000%	600	0.0000%
1	COL FINANCIAL GROUP, INC. FAO CALIXTO, GREGORIO I.	0	50	-	0.0000%	50	0.0003%	50	0.0000%
1	COL FINANCIAL GROUP, INC. FAO JAUCIAN, ADELE A.	0	800	-	0.0000%	800	0.0053%	800	0.0000%
1	COL FINANCIAL GROUP, INC. FAO RUYERAS, FELIPE C.	0	20	-	0.0000%	20	0.0001%	20	0.0000%
92		1,666,670,960	15,000,000	1,479,905,170	88.7941%	525,362	3.5024%	1,480,430,532	88.0333%

\*Indented names are lodged shares

**Chairman's Message (FINAL)**

**ANNEX "B"**

**SMFB Stockholders Meeting**

**11 May 2018, EDR**

Good afternoon ladies and gentlemen. Thank you for joining us today.

Over the last few years, the focus of the San Miguel Food Group has consistently been on expanding our production capabilities, improving our operational efficiencies, and firing up innovation in our company.

We had an exceptionally strong year in 2017, on both the top line and the bottom line. Despite some challenges—rising raw material costs, a contraction in the local hog market, and a bird flu outbreak, your company delivered its best performance yet.

We have never lost sight of the fundamentals that are valuable to our growth as a business: strong brands, an efficient supply chain, strong routes to market.

Revenues reached an all-time high of P117.4 billion, 5% higher than 2016, while income from operations rose to P9.9 billion, up by 11% from the previous year. As a result, Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) finished 11% higher to P13.2 billion. Net income increased by 16% to P6.9 billion.

The Food Group's Poultry and Processed Meats businesses were the key growth drivers. Our Poultry business led the way in terms of revenue contribution, fueled by good volume gains and more stable prices. The "*Magsiguro, Magnolia*" ad campaign helped the business bounce back following the August bird flu outbreak.

Meanwhile, our Fresh Meats business also did very well, helped by favorable selling prices and an effective distribution strategy that prioritizes stable-priced markets such as Monterey Meatshops, foodservice accounts, and the internal requirements of Purefoods-Hormel.

We now manage over 1,800 Magnolia Chicken Stations and Monterey Meatshops, addressing our consumers' needs for safe, fresh, and convenient food.

Our Feeds business, including its veterinary medicine line, continued to perform well supported by strategic sales, marketing, and distribution initiatives. The company is also on-track in building world class and state of the art feed mills. The Bataan feed mill began operations last month. Bulacan is set to open in June. Two more feed mills located in Davao and Cagayan De Oro will begin operations within the year.

Purefoods-Hormel, our processed meats business was also a major contributor to our revenue growth with its mid-priced brands Star and Gigante performing strongly alongside Tender Juicy—the market leader in hotdogs. Another world-class hotdog facility that significantly increased our capacity, was constructed beside our Purefoods-Hormel Cavite Plant. Operations began last month.

Equally beloved brands such as Magnolia and La Pacita stepped up their marketing programs and are also now actively engaged in social media. Sales of our Magnolia butter and cheese grew double-digit, while our Magnolia Ice Cream continued to excite the market with new flavors.

On the other hand, fierce competition between domestic and foreign players in the flour milling business brought down base prices of basic flour, affecting the profitability of our Flour Milling business. To cushion this impact, the company focused on higher-margin stable products such as customized and specialty flours and premixes, and sales of Kambal Pandesal. Another flour milling facility is being built to provide additional capacity to its existing plants.

Our Foodservice business—Great Food Solutions, has been tireless in its efforts to enhance its services, seizing opportunities for growth in the convenient, affordable, and ready-to-eat segment. Once its new Ready-to-Eat plant in Laguna is fully operational, GFS will go full swing in providing service to a broad range of clients. Many of the major restaurant chains and convenience stores—still the fastest growing sales channels in the industry—are our clients: an indication that they see great value in what we have to offer.

In 2017, we continued to broaden, develop, and reinvigorate our brands and products. As a result, revenues from new products in the past five years amounted to P5.1 billion, a clear indication that what we are offering to our consumers addresses their needs and wants.

Innovation remains one of our main drivers in achieving our vision and further driving revenues and market leadership. Allow me to give you a quick rundown of some new offerings:

- For the traditional Pinoy all-time favorites, we introduced Purefoods Heat and Eat Crispy Pata and Lechon Kawali.
- Our Heat and Eat line are fully-cooked viands that only need reheating. Just one of our initial offerings in the trending segment of consumers seeking convenience.
- For coffee lovers, we introduced Essenso Coffee, and for the economy segment, San Mig Original Dos. For the health conscious, we brought the Magnolia Non-Fat Milk and La Pacita Oat Cookies.
- We also launched new Magnolia Ice Cream Best of the Philippines flavors: Ube Caramelized Sugar, Avocado Peanut Butter, and Mango Dark Chocolate.
- For added variety for sausage and meat lovers, we introduced Higante Cheese Hotdog, Purefoods Tocino Sweet Chili, Purefoods Pulled Pork, and Purefoods Luncheon Meat in Cheese and Bacon.
- For biscuits, we introduced La Pacita Graham Filled Sandwich with Cream Cheese, Peanut Butter, or Chocolate.

- Finally, we also brought to the table Magnolia Chicken 3-Way, which consumers can easily prepare and enjoy—pre-marinated chicken cut ups in three flavors, Ginger, Tomato, and Gata.

To sharpen the competencies of our employees, we continued to implement strategic trainings at our very own institution for higher learning. We proudly call this our San Miguel Pure Foods University.

We also continue to fulfill our corporate social responsibility through Handog, a comprehensive community development program that drives *malasakit* among our employees through volunteerism.

We are optimistic about 2018 with our first quarter results showing revenue growth in almost all our businesses.

Consolidated Food Group revenues from January to March grew 11.9% to P29.8 billion, while income from operations increased from P2.1 billion in 2017 to P2.2 billion this year. Net income, however, was 7% lower than in 2017 at P1.4 billion, mainly due to the impact of the peso depreciation.

Ladies and gentlemen, our accomplishments the past year reflect how we have positioned ourselves for superior value creation over the long-term.

In March 2018, the Securities and Exchange Commission approved the change in the Company's corporate name to "San Miguel Food and Beverage, Inc." giving us the green light to engage in the beverage business. This paved the way for the completion of the consolidation of San Miguel Corporation's beverage businesses under the newly named company. Work still needs to be done to complete regulatory requirements, so there's not very much we can share with you yet except that these are exciting times for the entire Group.

Moving forward, I expect that the combined companies will continue to find ways to use our scale to our advantage. In the meantime, we're keeping our eyes firmly fixed on the big picture and will not lose sight of the many opportunities available to a company that today is better equipped to embrace the future from a position of strength.

Again, thank you for joining us today and our deep appreciation for your continued support.

NOM. NO.	NOMINEE	VOTES
1	EDUARDO M. COJUANGCO, JR.	1,476,942,590
2	RAMON S. ANG	1,473,923,580
3	FRANCISCO S. ALEJO III	1,479,824,780
4	MENARDO R. JIMENEZ	1,479,027,070
5	ROLANDO L. MACASAET	1,479,824,780
6	ROMELA M. BENGZON	1,479,824,780
7	CARMELO L. SANTIAGO	1,479,824,780
8	MINITA V. CHICO-NAZARIO	1,479,750,380
9	RICARDO C. MARQUEZ	1,479,824,780
Total votes registered		13,323,528,720
Total votes counted for election of board nominees		13,308,767,520
Total uncast votes for election of board nominees		14,761,200

RES. NO.	RESOLUTION	SHARES VOTED	% TO TOTAL O.S.
2	Approval of the Minutes of the Annual Stockholders' Meeting on May 12, 2017 and Special Stockholders' Meeting on January 18, 2018	1,479,870,580	88.792%
	For	1,479,870,580	88.792%
	Against	0	0.000%
	Abstain	0	0.000%
3	Approval of the Annual Report of the Company for the year ended December 31, 2017	1,479,870,580	88.792%
	For	1,479,024,580	88.741%
	Against	0	0.000%
	Abstain	846,000	0.051%
4	Ratification of all acts of the Board of Directors and Officers since the 2017 Annual Stockholders' Meeting	1,479,870,580	88.792%
	For	1,479,024,580	88.741%
	Against	0	0.000%
	Abstain	846,000	0.051%
5	Approval of the Amendment to the By-laws to set out the new corporate name of the Company in the Title of the By-laws	1,480,392,080	88.031%
	For	1,480,392,080	88.031%
	Against	0	0.000%
	Abstain	0	0.000%

6	Approval of the Amendment to the By-laws to set out the new corporate name of the Company in the Official Seal of the Company under Article XI	1,480,392,080	88.031%
	For	1,480,392,080 -	88.031%
	Against	0 -	0.000%
	Abstain	0 -	0.000%
7	Approval of the Amendments to the By-laws to set out the disqualification for director in the Company under Article II, Section 1	1,480,392,080	88.031%
	For	1,480,392,080 -	88.031%
	Against	0 -	0.000%
	Abstain	0 -	0.000%
8	Appointment of R. G. Manabat & Co. as external auditors of the Company for fiscal year 2018	1,479,870,580	88.792%
	For	1,479,870,580 -	88.792%
	Against	0 -	0.000%
	Abstain	0 -	0.000%
9	Delegation to management of authority to take all actions to comply with the minimum public ownership requirement including the offer and issuance of new shares to the public	1,479,870,580	88.792%
	For	1,452,125,150 -	87.127%
	Against	27,745,430 -	1.665%
	Abstain	0 -	0.000%

SUMMARY REPORT

% TO  
TOTAL O.S.

OUTSTANDING COMMON SHARES	1,666,670,960	
OUTSTANDING PREFERRED SHARES	15,000,000	
	-----	
TOTAL OUTSTANDING SHARES AS OF RECORD DATE	1,681,670,960	
TOTAL SHARES IN ATTENDANCE :		
Attending proxy assignees	1,455,713,480	
Attending stockholders	24,717,052	
	-----	-----
	1,480,430,532	88.033%
LESS :		
Invalidated / knocked-off / Uncast shares - Proxy Assignees	0	
Knock-off by attending stockholder	0	
Invalidated shares - Stockholders	0	
Uncast shares of stockholders	0	
	-----	-----
TOTAL SHARES/VOTES COUNTED	1,480,392,080	88.031%
	=====	=====

NOTE:

Total no. of stockholders in attendance	92
Total no. of stockholder with ballots	2

\*\*\* END OF REPORT \*\*\*