

DRAFT ONLY
For Approval During the Next Shareholders' Meeting

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF
A BROWN COMPANY, INC.

Held on June 24, 2021 at 1:00 p.m.

Virtually via Zoom Webinar
(in Accordance with SEC Regulations on Meetings by Remote Communication)

TOTAL NUMBER OF SHARES OUTSTANDING	2,429,767,911
TOTAL NUMBER OF SHARES PRESENT/REPRESENTED AND ENTITLED TO VOTE	1,840,915,607

Before the start of the meeting, the following members of the Board of Directors present were introduced:

WALTER W. BROWN
ROBERTINO E. PIZARRO
ANNABELLE P. BROWN
RENATO N. MIGRINO
ANTONIO S. SORIANO
JOSELITO H. SIBAYAN
JUN HOU
THOMAS G. AQUINO (Independent Director)
ELPIDIO M. PARAS (Independent Director)

The presence of the following officers of the Corporation was likewise acknowledged:

JASON C. NALUPTA (Corporate Secretary)
DANIEL C. TAN-CHI (Assistant Corporate Secretary)
MARIE ANTONETTE U. QUINITO (Chief Financial Officer)
PAUL FRANCIS B. JUAT (Vice President)

The other executive officers of the Corporation and of its subsidiaries, as well as representatives of SyCip Gorres Velayo & Co., the Corporation's external auditors, were likewise in attendance:

CALL TO ORDER

In compliance with the regulations of the Securities and Exchange Commission (SEC) on the conduct of shareholders' meetings by remote communication, the President, Mr. Robertino E. Pizarro, acted as Chairman of the Meeting and presided over the same from the Corporation's principal office in Cagayan de Oro City. The Corporate Secretary, Mr. Jason C. Nalupta, recorded the minutes of the proceedings.

CERTIFICATION OF NOTICE AND QUORUM

At the request of the Chairman, the Corporate Secretary advised the Body that, further to the authority granted by the SEC, the notice for this year's shareholders' meeting was published in the printed and online editions of the Manila Standard and Business World. The notice was also posted on the Corporation's website.

The stockholders as of April 30, 2021, the Record Date set for the 2021 shareholders' meeting, are participating, in person or by proxy, at the virtual meeting.

Both The Manila Times and Business Mirror have executed their respective Affidavit of Publication attesting to the fact of publication; and the Chairman of the Meeting instructed the Secretary to ensure that said Affidavits of Publication shall form part of the records of the meeting.

Thereafter, the Secretary certified that, based on the register of attendees and proxies, out of Two Billion Four Hundred Twenty-Nine Million Seven Hundred Sixty-Seven Thousand Nine Hundred Eleven (2,429,767,911) shares of the total outstanding capital stock of the Corporation, One Billion Eight Hundred Forty Million Nine Hundred Fifteen Thousand Six Hundred Seven (1,840,915,607) shares were present in person or by proxy representing an attendance of 75.77% of the total outstanding capital stock of the Corporation. Accordingly, the Secretary certified that a quorum existed for the transaction of business at hand.

RULES OF CONDUCT AND VOTING PROCEDURES

The Chairman of the Meeting then informed the Body that, while the meeting is being held in a virtual format, the Corporation is giving the shareholders every opportunity to participate therein to the same extent as if they were in an in-person meeting.

The rules of conduct and the voting procedures for the meeting were likewise briefly explained as follows:

1. Stockholders who notified the Corporation of their intention to participate in this meeting by remote communication have sent their questions or comments through the e-mail address provided for the purpose. Question can continue to be sent throughout the duration of the meeting through the Q&A function of Zoom Webinar.
2. Some of the questions or comments received will be read out during the Open Forum, after all matters in the agenda are concluded. However, as the time dedicated for the meeting is not unlimited, the questions and comments which will not be read out and responded to during the meeting will be answered by the appropriate officers of the Corporation concerned.
3. Resolutions will be proposed for adoption by the stockholders for each of the items in the Agenda. Each proposed resolution will be shown on the screen as the same is being taken up.
4. The proxies received and the votes cast as of June 14, 2021 have been tabulated. The results of this preliminary tabulation will be referred to when the voting results are reported out throughout the meeting. The results of the final tabulation of votes with full details of the affirmative and negative votes and abstentions will be reflected in the Minutes of the Meeting.

APPROVAL OF THE PREVIOUS MINUTES

As requested by the Chairman, the Secretary of the Meeting advised the Body that the minutes of the last stockholders' meeting held on September 3, 2020 was immediately made available for the stockholders to view soon after the last meeting when it was posted on the Corporation's website. The same was also made part of the documents that were recently made available to the stockholders in connection with the 2021 meeting.

The Minutes of the said meeting was thereafter approved, as circulated:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of Minutes of the Previous Meeting of Stockholders	1,738,915,607 94.46% of shares represented 71.57% of outstanding shares	0	102,000,000 5.54% of shares represented 4.20% of outstanding shares

The following resolution was likewise passed:

“RESOLVED, that the Minutes of the Annual Meeting of the Stockholders of **A BROWN COMPANY, INC.** held on September 3, 2020 is hereby approved.”

PRESIDENT’S REPORT AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS

The Chairman of the Meeting next presented the report on the Corporation’s operations for the year ended December 31, 2020, the results as of the end of the First Quarter of 2021, as well as the future project of the Corporation, and noted the following performance highlights:

Thereafter, the Chairman of the Meeting reminded the shareholders in attendance that question on the report on as well as on the Audited Financial Statements for 2020 will be addressed during the Open Forum towards the end of the proceeding.

The Secretary then proceeded to announce the results of the voting on the approval of the 2020 Reports on Operations and Results, together with the Audited Financial Statements for 2020, as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of 2020 Report on Operations with the Audited Financial Statements for 2020	1,738,915,607 94.46% of shares represented 71.57% of outstanding shares	0	102,000,000 5.54% of shares represented 4.20% of outstanding shares

The following resolution was likewise approved:

“RESOLVED, that the President’s Report on the Operations and Results of **A BROWN COMPANY, INC.** for 2020, together with the Audited Financial Statements and accompanying notes for the year ended December 31, 2020, be approved.”

RATIFICATION OF ALL ACTS OF THE BOARD, THE EXECUTIVE COMMITTEE AND MANAGEMENT

The next item in the agenda was the ratification of the corporate acts.

The Secretary explained that the Board of Directors and Management seek the ratification of all the acts of the Board, the Executive Committee, and other board committees exercising powers delegated by the Board, which were adopted from September 3, 2020 until the date of the 2021 shareholders' meeting. These acts and resolutions are mostly reflected in the Minutes of the Meetings, some of which were likewise subjects of public disclosure made by the Corporation during the past year.

Thereafter, the Secretary proceeded to announce the results of the voting on the ratification of the corporate acts from September 3, 2020 up to the present, as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Ratification of All Acts of the Board, Executive Committee, and Management	1,738,915,607 94.46% of shares represented 71.57% of outstanding shares	0	102,000,000 5.54% of shares represented 4.20% of outstanding shares

The following resolution was likewise approved:

“RESOLVED, that all acts of the Board of Directors and Officers of **A Brown Company, Inc.** from the date of the last meeting of the shareholders on September 3, 2020 up to the date of this meeting, are hereby confirmed, ratified and approved.”

AMENDMENT OF ARTICLES OF INCORPORATION

The next matter that was taken up is the approval of the proposed amendment to the Corporation's Articles of Incorporation to reclassify 50,000,000 of the current authorized but unissued Common Shares of the Corporation into Preferred Shares.

As requested, the Secretary noted the following with regard to the proposed amendment:

- (i) the agenda item seeks the approval of the proposal to amend Article VII of the Company's Articles of Incorporation to create Preferred Shares by reclassifying 50,000,000 of the current authorized but unissued Common Shares into Preferred Shares;
- (ii) the features of the Preferred Shares to be issued will be determined by the Board of Directors every time it authorizes the issuance thereof;
- (iii) the reclassification of unissued shares to create preferred shares would give preference to preferred shareholders over common shareholders in the distribution of assets of the Corporation in case of liquidation and in the distribution of dividends; and,
- (iv) stockholders who will be voting against the reclassification of the part of the unissued common shares to preferred shares which will result in the creation of some preferences over the existing holders of common shares can exercise their Appraisal Right under Title X of the Revised Corporation Code.

Thereafter, the Secretary proceeded to announce the results of the voting on the approval of the proposed amendment to the Corporation's Articles of Incorporation to reclassify

50,000,000 of the current authorized but unissued Common Shares of the Corporation into Preferred Shares, as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Amendment of Articles of Incorporation to Reclassify Part of Unissued Common Shares to Preferred Shares	<p>1,738,915,607</p> <p>94.46% of shares represented</p> <p>71.57% of outstanding shares</p>	0	<p>102,000,000</p> <p>5.54% of shares represented</p> <p>4.20% of outstanding shares</p>

The following resolution was likewise approved:

“RESOLVED, that the stockholders of **A BROWN COMPANY, INC.** (the ‘Corporation’) hereby approve the Amendment to the Article Seventh of the Articles of Incorporation by reclassifying 50,000,000 of the current authorized but unissued Common Shares into Preferred Shares.”

PUBLIC OFFER OF PREFERRED SHARES

The next matter in our Agenda is the approval of stockholders of the issuance and public offering of Preferred Shares.

The Chairman of the Meeting noted that the preliminary/indicative terms of the proposed public offering of the Preferred Shares, which may change depending on the changes in the market conditions as the Corporation goes through the regulatory approval process for the offering, were discussed in the Definitive Information Statement. He then requested the Vice President, Mr. Paul Francis B. Juat, to present additional details of the proposed public offering.

As requested, Mr. Juat noted the following:

- (a) the offering and issuance of Non-voting Preferred Shares will come from the preferred shares to be created as a result of the amendment of the Corporation’s Articles of Incorporation which was just approved;
- (b) through the public offering, the Corporation expects to raise up to One Billion Five Hundred Million Philippine Pesos (₱1,500,000,000.00) which it expects to use primarily to support its expansion activities, refinance existing debt obligations, and fund general corporate requirements;
- (c) The preliminary/indicative terms of the proposed public offering of the Preferred Shares, are as follows:

Instrument: Cumulative, non-voting, non-participating, non-convertible peso-denominated perpetual preferred shares (“Preferred Shares”)

Shelf Registration: A Brown may offer from time to time, within a period of three (3) years, up to 50,000,000 Preferred Shares in one (1) or more tranches in such amounts/issue price and under such terms and conditions as may be determined by the Company in light of prevailing market and other conditions at the time of sale.

For each tranche of the Offer, the Company shall distribute an Offer Supplement which shall be disclosed to the public through the filing with the

SEC and the PSE and made available for download from the Company’s website.

Offer: Preferred Shares at the issue value of ₱100.00 per share, subject to the registration requirements of the Securities and Exchange Commission (“SEC”).

Offer Size: First Tranche of Up to: [One Billion Pesos (₱1,000,000,000.00)] in aggregate issue value, consisting of ten million [10,000,000] preferred shares (the “Offer Shares”) with an Oversubscription Option.

Oversubscription Option: In the event of oversubscription, the Sole Issue Manager, in consultation with the Issuer, reserves the right, but does not have the obligation, to increase the Offer Size by up to: [Five Hundred Million Pesos (₱500,000,000.00)] in aggregate issue value, consisting of five million [5,000,000] preferred shares (the “**Oversubscription Shares**”).

In case the Oversubscription Option is either not fully exercised or not exercised at all during the Offer, then any unissued Preferred Shares shall remain shelf registered and available for issuance in the future by the Company under the requirements of the SEC.

- (d) PNB Capital and Investment Corporation has been designated as Sole Issue Manager and Lead Underwriter for the public offering.

Mr. Juan then reiterated Management’s request for the shareholders (i) to approve the conduct of the public offering of the Preferred Shares, and (ii) to authorize the registration thereof with the Securities and Exchange Commission and listing with the Philippine Stock Exchange.

The Secretary proceeded to announce the results of the voting on the approval of the proposed public offering of the Corporation’s Preferred Shares,

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Public Offering of Preferred Shares and Registration with the SEC and Listing with the PSE	<p>1,738,915,607</p> <p>94.46% of shares represented</p> <p>70.57% of outstanding shares</p>	<p>0</p>	<p>102,000,000</p> <p>5.54% of shares represented</p> <p>4.20% of outstanding shares</p>

The following resolution were likewise approved:

“RESOLVED, that the shareholders of **A BROWN COMPANY, INC.** (the ‘Corporation’) hereby approve the public offering of its Preferred Shares (the ‘Preferred Shares Offering’), upon such terms and conditions as may be determined by Management; and to authorize the preparation and filing of (i) a Registration Statement in relation to the Preferred Shares, in accordance with the requirements of the Securities Regulation Code, with the Securities and Exchange Commission of, and (ii) a Listing Application covering said Preferred Shares with the Philippine Stock Exchange. For this purpose, each of the President, the Corporate Secretary, the Chief Financial Officer, and such other officers of the Corporation, acting jointly or singly, are hereby authorized to execute and deliver the Registration Statement and Listing Application as well as all other statements, certifications or undertakings in relation thereto;

“RESOLVED, FURTHER, that the President, the Chief Finance Officer, or such other officers of the Corporation, signing singly or jointly, are hereby authorized to execute and deliver all documents necessary in relation to the Preferred Rights Offering, including but not limited to any certificates evidencing the Preferred Shares for and in behalf of the Corporation, and to execute and deliver the Underwriting Agreement, Registry Agreement, Paying Agency Agreement, all other agreements with the Joint Lead Managers, Underwriters, Selling Agents, Registrar, Transfer Agent, Paying Agent, legal advisors and any other parties to the Preferred Shares Offering, and any amendment or supplement thereto, and such other documents and papers necessary or required under the premises.

RETENTION OF INDEPENDENT DIRECTORS

The next matter in the Agenda is the request for the stockholders to approve the retention of the Corporation’s present two independent directors beyond the maximum cumulative term of nine (9) years.

The Secretary advised the Body that the Code of Corporate Governance for Listed Companies requires that independent directors should serve for a maximum cumulative term of nine (9) years, after which, the independent director will be perpetually barred from reelection as such in the same company. However, a company may seek the approval of the shareholders should it wish to retain an independent director to serve beyond 9 years, provided, that meritorious justification(s) is/are given therefor.

By the end of their current terms, Engr. Elpidio M. Paras and Dr. Thomas G. Aquino would have served the Company as Independent Directors for 9 years. However, for the justifications provided in the Information Statement, the Board of Directors has agreed to seek the approval of the shareholders that Engr. Paras and Dr. Aquino be allowed to continue serving as Independent Directors beyond the maximum period allowed.

The Secretary the proceeded to announce the results of the voting on the approval of the proposed public offering of the Corporation’s Preferred Shares,

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Retention of Independent Directors to Serve Beyond the Nine (9)-Year Limit	1,738,915,607 94.46% of shares represented 70.57% of outstanding shares	0	102,000,000 5.54% of shares represented 4.20% of outstanding shares

The following resolution were likewise approved:

“RESOLVED, that the shareholders of A BROWN COMPANY, INC. (the ‘Corporation’) hereby approve the proposal for Engr. Elpidio M. Paras and Dr. Thomas G. Aquino to be retained and continue to serve as the Corporation’s independent directors beyond the maximum cumulative term of nine (9) years as prescribed by the Code of Corporate Governance for Listed Companies.”

ELECTION OF DIRECTORS

The Chairman of the Meeting announced that the next item in the agenda is the election of the members of the Board of Directors for the ensuing year.

The Chairman of the Corporate Governance Committee, Engr. Elpidio M. Paras, was requested to announce the names of those nominated for election as members of the Board. Engr. Paras likewise informed the Body that the profiles of the nominees for election as members of the Board were included in the Company's Information Statement as well as in the Annual Report. The information included their age, nationality, qualifications, dates of first appointment and other directorships in publicly-listed companies.

Thereafter, the Secretary announced the results of the voting on the election of directors and certified that each of the nominees has received enough votes for election to the Board, and, accordingly, that the following resolution for the election of nominees to the Board has been approved:

“RESOLVED, that pursuant to the recommendation of the Corporate Governance Committee, the following individuals are hereby elected as directors of **A BROWN COMPANY, INC.** for a period of one (1) year and until their successors shall have been duly qualified and elected:

WALTER W. BROWN
ROBERTINO E. PIZARRO
ANNABELLE P. BROWN
RENATO N. MIGRINO
ANTONIO S. SORIANO
JOSELITO H. SIBAYAN
JUN HOU

Independent Directors

THOMAS G. AQUINO
ELPIDIO M. PARAS”

The final tally of votes is as follows:

	Number of Votes Received	Votes Against	Abstain
Walter W. Brown	1,840,915,607	0	0
Robertino E. Pizarro	1,840,915,607	0	0
Annabelle P. Brown	1,840,915,607	0	0
Elpidio M. Paras	1,840,915,607	0	0
Thomas G. Aquino	1,840,915,607	0	0
Antonio S. Soriano	1,840,915,607	0	0
Joselito H. Sibayan	1,840,915,607	0	0
Renato N. Migrino	1,840,915,607	0	0
Jun Hou	1,840,915,607	0	0

APPOINTMENT OF EXTERNAL AUDITOR

The Body next considered the appointment of the Corporation's external auditors for Year 2021.

The Chairman of the Audit Committee, Engr. Paras, announced that the Corporation's Audit Committee has recommended, and the Board of Directors has endorsed for the

consideration of the shareholders, the re-appointment of SyCip Gorres Velayo & Co. as the Corporation's external auditor for Year 2021.

The Secretary then announced the results of the voting on the proposal to appoint SyCip Gorres Velayo & Co. as the Corporation's external auditor for Year 2021 as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Appointment of SyCip Gorres Velayo & Co. as External Auditor for 2021	1,840,915,607 100.0% of shares represented 75.77% of outstanding shares	0	0

The following resolution was likewise approved:

“RESOLVED, that SyCip Gorres Velayo & Co. be appointed as the external auditor of **A BROWN COMPANY, INC.** for Year 2021.”

OTHER MATTERS

Before the meeting was adjourned, the Chairman of the Meeting no questions have been raised by the stockholders through any of the channels made available for the purpose.

In any case, the Body was advised that questions may still be sent after the broadcast and the same will be responded to by email by the officers of the Corporation concerned.

ADJOURNMENT

There being no other matters to discuss, the meeting was adjourned.

Attested By:

ROBERTINO E. PIZARRO
Chairman of the Meeting

JASON C. NALUPTA
Corporate Secretary