

**MINUTES OF THE ANNUAL MEETING  
OF THE SHAREHOLDERS OF  
METRO PACIFIC INVESTMENTS CORPORATION**

May 27, 2022, 11:00 a.m.

Online via Zoom; Grand Ballroom, The Grand Hyatt, Bonifacio Global City,  
Taguig, Metro Manila

TOTAL ISSUED AND  
OUTSTANDING SHARES: 38,728,523,071

TOTAL NUMBER OF  
SHARES PRESENT OR REPRESENTED  
IN THIS MEETING: 31,102,166,126

**INTRODUCTION**

The host, Mr. Michael T. Toledo, welcomed the shareholders, stakeholders and guests to the virtual Annual Shareholders' Meeting ("ASM") of the Company for the year 2022.

Mr. Toledo then introduced the following current members of the Board of Directors, both present physically and online:

A. Regular Directors

- (1) June Cheryl A. Cabal-Revilla – Executive Vice-President, Chief Finance Officer, Chief Sustainability Officer and Chief Risk Officer
- (2) Jose Ma. K. Lim
- (3) Albert F. Del Rosario
- (4) Ray C. Espinosa
- (5) Ramoncito S. Fernandez
- (6) Rodrigo E. Franco
- (7) Augusto P. Palisoc Jr.
- (8) Francisco C. Sebastian
- (9) Alfred V. Ty
- (10) Christopher H. Young

B. Independent Directors

- (1) Fr. Roberto C. Yap, SJ
- (2) Pedro E. Roxas
- (3) Oscar J. Hilado
- (4) Retired Chief Justice Artemio V. Panganiban

Finally, Mr. Toledo introduced Mr. Manuel V. Pangilinan as Chairman of the Board, President and CEO, who proceeded to preside over the ASM.

## **CALL TO ORDER**

Mr. Pangilinan, as Chairman of the Board, welcomed everyone to the ASM who are attending either physically or remotely. He also noted that representatives from the Company's external auditor, SGV & Co. are present in the meeting. Further, he mentioned that a separate team from SGV & Co. is likewise attending as independent tabulator to witness and review the tabulation of votes after the meeting.

The Chairman informed the duly registered shareholders that they may continue to cast their votes on all matters included on the agenda using the online voting system. The Chairman further noted that shareholders may submit their questions by email to [corsec@mpic.com.ph](mailto:corsec@mpic.com.ph).

The Chairman called the meeting to order and requested the Secretary of the Meeting, Mr. Ricardo M. Pilares, to report on the service of notice and existence of quorum at the meeting.

## **CERTIFICATION OF NOTICE AND QUORUM**

The Secretary of the Meeting certified that notices of the ASM were published in print and online formats of the Philippine Daily Inquirer and Philippine Star on April 12 and 13, 2022, and in the Malaya Business Insight and Business Mirror on May 3 and 4, 2022.

The Secretary further certified that based on the Company's online registration system, there are represented in the meeting, through remote communication or in absentia or by proxy, shareholders owning 31,102,166,126 shares, representing 80.31% of the total issued and outstanding capital stock of the Company and that there was, therefore, a quorum to transact business in the meeting.

As requested by the Chairman, the Secretary confirmed that the shareholders have been informed on the manner of voting for the ASM, details of which were provided on pages 80 and 81 of the Definitive Information Statement. In particular, the Secretary highlighted that shareholders may vote by either:

- (i) Submitting a proxy in writing, in the form provided in the Information Statement, signed and filed by the stockholder on or before May 20, 2022; or
- (ii) Voting electronically, through the Company's electronic voting system at [conveneagm.com/ph/mpicagm](http://conveneagm.com/ph/mpicagm) until the closing of the polls.

The Chairman noted that the registered shareholders attending the meeting can view the actual count of the votes cast on the agenda items in the minutes of the ASM after the same has been reviewed and verified by the Company's independent tabulator.

**APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS  
HELD ON MAY 28, 2021**

The Chairman informed the shareholders that the first item in the agenda is the approval of the minutes of annual meeting of the shareholders held last year, a copy of which was included in the Definitive Information Statement posted on the Company's website and in the Company's filings with the Philippine Stock Exchange.

The Secretary certified that as of the morning of May 27, 2022, the shareholders representing 31,101,678,501 shares equivalent to approximately 80.31% of the outstanding voting shares of the Company approved the minutes of the annual shareholders' meeting dated May 28, 2021. Considering that more than a majority of the entire outstanding voting shares of the Company voted in favor of this matter, the minutes of the annual shareholders' meeting is hereby approved.

The votes on the motion for the approval of the minutes of the annual shareholders' meeting held on May 28, 2021, as reviewed by the independent tabulator, are as follows:

	Yes/For	No/Against	Abstain
Approval of the minutes of the annual meeting of shareholders held on May 28, 2021	31,101,678,501	0	487,625

**PRESIDENT'S REPORT**

Mr. Pangilinan presented his report on the Company for the year 2021.

Among the salient points of his report are as follows:

- (i) He recognized the efforts made by the Company in responding to the many trials brought about by the COVID-19 pandemic. He also highlighted how the Group prioritized service continuity despite the quarantine and mobility restrictions.
- (ii) 2021 is the story of economic recovery and MPIC's story is inextricably linked to everyone else's. He emphasized that the Company's progress is linked to the country's progress. He cited as an example the Cebu-Cordova Bridge which connects Cebu City to Mactan Island.
- (iii) The Company is a reliable partner of the government in nation-building and it has stayed true to its commitments in investing in infrastructure to provide high quality service. It is in the same spirit that MPIC is shifting its attention towards other opportunities in multiple underserved sectors that will enable further economic development, such as logistics, agriculture, real estate and tourism.

- (iv) Finally, Mr. Pangilinan expressed gratitude to Mr. Jose Ma. K. Lim for the years of service as President and CEO of MPIC, making it a corporate pillar of Philippine progress. He noted that Mr. Lim will be staying as a member of the Board of Directors of the Company.

After his report, Mr. Pangilinan called on Ms. Chaye Cabal-Revilla, the Company's Chief Finance, Risk and Sustainability Officer to provide the 2021 and interim financial and sustainability report to the shareholders.

Among the salient points of her report are as follows:

- (i) Core income rose 20% to Php 12.3 Billion. The substantial improvement was mainly due to the improved traffic on the Group's toll roads and higher volume of electricity sold by Meralco.
- (ii) Reported income doubled to Php 10.1 Billion following the gain recognized from the sale of Global Business Power and Don Muang Tollways.
- (iii) The following is the Group's earnings contribution mix: Power – 65%, toll roads – 23% and water – 16%. The other businesses, including mainly light rail, incurred an overall loss of Php 1.0 Billion, which were partially offset by the Php 298 Million contribution of the hospital group.
- (iv) She also discussed the performance of the Company's key operating companies for 2021:

*Power*

- Meralco's core income increased by 13% to Php 24.6 Billion, mainly driven by a 6% growth in total energy sales and improved performance of its generation portfolio.
- Residential volumes accounted for 37% of total sales, slightly higher compared to the previous year, while commercial energy sales volume increased by 3% mainly due to reduced mobility restrictions.

*Toll roads*

- MPTC recorded a core income of Php 3.9 Billion, which is higher than the previous year due to improved traffic volumes benefitting from reduced mobility restrictions and augmented by the contribution of the newly opened segments of the Cavite Laguna Expressway.
- Daily vehicle entries in the Philippines increased by 24%.
- The toll roads group also benefitted from tariff adjustments implemented in 2021.

*Water*

- Maynilad's revenues declined by 4% to Php 22.0 Billion, reflecting a 3% drop in billed volumes.
- Core income was flat despite the lower volume, mainly brought about by operational efficiencies that were implemented.

*Light rail and healthcare*

- Light Rail Manila Corp. reported a core loss of Php 571 Million, driven by capacity limits imposed and lower demand brought about by the COVID-19 pandemic.
  - The hospital group's core income increased to Php 1.5 Billion, mainly due to the growth in COVID-19 admissions and testing. In-patient admissions dropped by 11% while out-patient visits increased by 24%.
- (v) Ms. Cabal-Revilla then reported that for the first quarter of 2022, core income increased by 23% to Php 3.1 Billion compared to the same period last year, owing to the continued economic recovery of the country, as shown by toll road traffic now being close to the pre-pandemic levels and power consumption increasing considerably. She also noted that the Company is now enjoying the benefits of its debt re-financing and re-rating activities that were strategically implemented in 2021, resulting in an 11% decrease in the Company's net interest cost for the first quarter of 2022.
- (vi) Finally, Ms. Cabal-Revilla highlighted some of the most recent sustainability initiatives across the Group. She emphasized that the Company's view on sustainability is a holistic, end-to-end approach and that it covers all the Economic, Environmental, Social and Governance or "EESG" aspects as articulated in the Company's recently published 2021 Integrated Report.

**APPROVAL OF AUDITED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2021**

The Chairman stated that the next item in the agenda is the approval of the Audited Financial Statements of the Company as of December 31, 2021, a copy of which is published on its website and disclosed to the Philippine Stock Exchange.

The Secretary certified that, as of the morning of May 27, 2022, shareholders representing 31,095,928,501 shares equivalent to approximately 80.29% of the outstanding voting shares of the Company approved its Audited Financial Statements for the period ended December 31, 2021. Considering that more than a majority of the entire outstanding voting stocks of the Company voted in favor of the matter, the Audited Financial Statements of the Company for the year ended December 31, 2021 was duly approved.

The votes on the motion for the approval of the Company's Audited Financial Statements for the year ended December 31, 2021, as reviewed by the independent tabulator, were as follows:

	Yes/For	No/Against	Abstain
Approval of the Audited Financial Statements for the year ended December 31, 2020	31,095,928,501	0	6,237,625

### **RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT**

The Chairman proceeded with the next item in the agenda which is the ratification and confirmation of all acts done and caused to be done by the Board of Directors and Management during the year ending December 31, 2021.

As requested by the Chairman, the Secretary informed the shareholders that the various actions of the Company’s Board of Directors and Management which are being submitted for ratification are set forth in the minutes held during the same period and stated in in the Company’s annual report, financial statements and disclosures filed with the Securities and Exchange Commission and the Philippine Stock Exchange, as summarized on pages 67 to 68 of its Information Statement.

Among the acts of the Board of Directors and Management, the most significant ones are the following:

- (i) Acquisition of shares in KM Infrastructure Holdings, Inc.;
- (ii) Declaration of dividends in favor of shareholders of record of the Company as of March 18, 2021;
- (iii) Appointment of new signatories to the Retirement Trust Account;
- (iv) Holding of the annual general meeting of the shareholders of the Company on May 28, 2021 via remote communication or voting in absentia, as well as voting via proxies;
- (v) Various reports of the Board Committees;
- (vi) Audited Financial Statements of the Company for the period ended December 31, 2020;
- (vii) Unaudited financial statements of the Company for the periods ended March 31, 2021, June 30, 2021 and September 30, 2021;
- (viii) Declaration and distribution of interim dividends for 2021;
- (ix) Amendment of the Third Article of the Articles of Incorporation of the Company;
- (x) Entering into a Lease Agreement for the Company’s new office space;
- (xi) Establishment of a Program Committee for Retirement/ Redundancy;
- (xii) Whistleblowing Policy;
- (xiii) Execution of a Memorandum of Agreement with Laguna Lake Development Authority;
- (xiv) Authority to participate in the initial public offering (“IPO”) of FWD Group Holdings, Ltd.;
- (xv) Allocation of an additional Php 5,000,000,000 for the implementation of the Share Buy-back Program;
- (xvi) Financial support to MPI Foundation, Inc. in relation to its accreditation as an auxiliary Social Welfare Development Agency by the DSWD;
- (xvii) Renewal of the license and permit with the Optical Media Board; and

- (xviii) Approval of other resolutions related to the operations of the Company, such as, the purchase and sale of vehicles, compliance with the regulating agencies such as the SEC and PSE, opening and updating of bank accounts, availment of bank facilities and services, updating of securities trading accounts, designation of authorized signatories for various transactions, retirement/ redundancy actions, use of CAS by the Company and certain subsidiaries and designation of authorized individuals responsible for procuring permits and licenses.

The Secretary certified that, as of the morning of May 27, 2022, shareholders representing 31,086,065,501 shares equivalent to approximately 80.27% of the outstanding voting shares of the Company ratified the acts of the Board of Directors and Management. Considering that more than a majority of the entire outstanding voting stocks of the Company voted in favor of the matter, the acts done or caused to be done by the Board of Directors and Management during the year ending December 31, 2021 were ratified and confirmed.

The votes on the motion for the ratification/approval of all the acts of the Board of Directors and Management, as reviewed by the independent tabulator, were as follows:

	Yes/For	No/Against	Abstain
Ratification/approval of all acts of the Board of Directors and Management	31,086,065,501	9,863,000	6,237,625

### **ELECTION OF DIRECTORS**

On the next agenda item, the Secretary confirmed that the members of the Nomination Committee timely received the names of the nominees for directors this year. He reported that the Committee implemented nomination procedures, all of which were in accordance with the applicable regulations, the Company's Nomination Committee Charter, and its Guidelines on the Search, Screening and Selection of Directors. The Committee confirmed that all nominees possess all the qualifications and none of the disqualifications to be elected as directors.

With respect to the nomination of Retired Chief Justice Panganiban who has been serving as an Independent Director for more than nine years, the Secretary informed the shareholders that the Board resolved to endorse retaining him as Independent Director after the Company was not able to find a replacement who has the same or comparable skills, qualification, and experience. He noted that the Board considered the following reasons to support the endorsement of Chief Justice Panganiban to continue as Independent Director of the Company: (1) the unique situation that the pandemic has brought on publicly-listed companies, (2) the fact that the three other independent directors would be serving for the second year only, and (3) the significant events affecting the economy. He further reported that the meritorious justifications to retain Chief Justice Panganiban as Independent Director were included in the Company's Information Statement.

As requested by the Chairman, the Secretary then reported that the following individuals have been confirmed by the Nomination Committee to be qualified as regular directors of the Company:

- (1) Mr. Manuel V. Pangilinan
- (2) Mr. Jose Ma. K. Lim
- (3) Ms. June Cheryl A. Cabal-Revilla
- (4) Mr. Albert F. Del Rosario
- (5) Mr. Ray C. Espinosa
- (6) Mr. Ramoncito S. Fernandez
- (7) Mr. Rodrigo E. Franco
- (8) Mr. Augusto P. Palisoc Jr.
- (9) Mr. Francisco C. Sebastian
- (10) Mr. Alfred V. Ty
- (11) Mr. Christopher H. Young

The Secretary stated that the following individuals, who were nominated by Mr. Julio Perez, were confirmed by the Nomination Committee as qualified to be elected as Independent Directors:

- (1) Retired Chief Justice Artemio V. Panganiban
- (2) Fr. Roberto S. Yap, S.J.
- (3) Mr. Oscar J. Hilado
- (4) Mr. Pedro E. Roxas

The Secretary certified that all directors received at least 24,283,157,583 votes. Each respective nominee received the following number of votes:

No.	Nominee	Votes in Favor
1	Albert F. del Rosario	24,283,157,583
2	Alfred V. Ty	29,488,836,595
3	Augusto P. Palisoc Jr.	29,488,836,595
4	Christopher H. Young	29,149,768,457
5	Francisco C. Sebastian	29,297,995,974
6	Jose Ma. K. Lim	29,485,087,304
7	June Cheryl A. Cabal-Revilla	29,605,676,349
8	Manuel V. Pangilinan	30,594,473,245
9	Ramoncito S. Fernandez	29,494,586,595
10	Ray C. Espinosa	29,317,079,680
11	Rodrigo F. Franco	29,494,586,595
12	Artemio V. Panganiban	30,557,726,182
13	Oscar J. Hilado	30,762,571,097
14	Pedro E. Roxas	30,748,096,103
15	Roberto C. Yap	31,063,263,085

Accordingly, the Chairman declared the above-named individuals duly elected as members of the Board of Directors of the Company for the year 2022.



## **APPOINTMENT OF EXTERNAL AUDITOR**

On the next agenda item, the Chairman informed the shareholders that the Company's Audit Committee has recommended the re-appointment of Sycip Gorres Velayo & Co. as the external auditor of the Company, with an audit fee of up to Php 10.5 Million. The Chairman stated that scope of work of the external auditor is in accordance with existing rules and regulations.

The Secretary certified that, as of the morning of May 27, 2022, shareholders representing 31,094,948,401 shares equivalent to approximately 80.29% of the outstanding voting shares of the Company approved the re-appointment of SGV & Co. as the external auditor of the Company for the year 2021 and the corresponding scope of services and applicable audit fees. Considering that more than a majority of the entire outstanding voting stocks of the Company voted in favor of the matter, SGV & Co. was re-appointed as the external auditor and the corresponding scope of services and applicable audit fees were likewise approved.

The votes on the motion to re-appoint SGV& Co. as the Company's external auditor, as reviewed by the independent tabulator, were as follows:

	Yes/For	No/Against	Abstain
Approval of the appointment of the external auditor of the Company for the year 2021	31,094,948,401	980,100	6,237,625

## **OTHER MATTERS - OPEN FORUM**

The Chairman requested Mr. Toledo to read the questions that were received by the Company either by email to [corsec@mpic.com.ph](mailto:corsec@mpic.com.ph) or through the AGM portal at <https://conveneagm.com/ph/mpicagm>.

A stockholder inquired regarding (a) the Maynilad IPO and (b) the water supply issue in Maynilad which affected certain areas in its concession. Mr. Lim replied since that since Maynilad is given five (5) years to IPO under its franchise, there is no specific timeline for the IPO this year as the focus is on the ongoing rate rebasing process. As to the second question, Mr. Lim said that mitigating measures which could potentially increase supply by as much as 125MLD are being implemented to address the water service interruption in the Southern part of the Maynilad Concession Area. He elaborated that the shortage was mainly brought about by the algal bloom which affects the water quality coming from the lake and the plants' ability to process the water. He also mentioned that the medium-term solution is the 150M MLD Poblacion Water Treatment plant which would be completed in 2023 while the longer term solution is an additional 150 MLD Water Treatment Plant to be built in Teresa, Rizal in time for the completion of Kaliwa Dam.

The next question was on the Company's view on whether Build Build Build will continue to be a viable mode to fund infrastructure projects with the incoming administration. Mr. Lim responded that while it is too early to comment on the next administration, the Company's various projects show that the private sector can be a good partner of the government in investing in infrastructure projects that the country needs. He said that the Company is looking forward to having a dialogue with the incoming administration on how it can be of assistance in this sector.

A stockholder also asked regarding the new industries that the Company plans to invest in. The Chairman said that the Company is evaluating opportunities in multiple underserved sectors that would potentially enable further economic development, such as logistics, agriculture, real estate, and tourism. He gave as an example the Company's recent acquisition of 100% of Landco Pacific Corporation to expand its footprint in the real estate business, particularly in resort leisure estates where Landco is good at. Mr. Lim further added that the Company has biogas projects in the pipeline.

Lastly, questions with respect to the hospital group were raised, specifically, regarding its possible conduct of an IPO and potential interest in acquiring The Medical City. The hospital group's President, Mr. Augusto P. Palisoc, Jr., replied that conducting an IPO is currently not the focus of the group; instead, it is trying to adapt to the new normal in this pandemic era. The group is also aiming to improve synergies among member hospitals and starting to operate them as a nationwide network instead of independent hospitals in their respective geographies. Further, he mentioned that the group is always interested in acquiring more and more hospitals, including The Medical City, if this becomes available.

### **ADJOURNMENT**

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

CERTIFIED CORRECT:

**RICARDO M. PILARES III**  
Secretary of the Meeting

ATTEST:

**MANUEL V. PANGILINAN**  
Chairman