

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

June 6, 2023, 11:00 a.m.

The Sonata Ballroom, Sonata Ballroom, The Westin Manila, San Miguel Avenue corner Lourdes Drive,
Ortigas Center, Mandaluyong City
and Online via conveneagm.com/ph/mpicagm

TOTAL ISSUED AND OUTSTANDING SHARES: 37,824,040,071

TOTAL NUMBER OF SHARES PRESENT OR REPRESENTED IN THIS MEETING: 31,454,652,558

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 2023.

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) Ray C. Espinosa
- (4) Ramoncito S. Fernandez
- (5) Augusto P. Palisoc Jr.
- (6) Francisco C. Sebastian
- (7) Alfred V. Ty
- (8) Christopher H. Young
- (9) Rogelio L. Singson

B. Independent Directors

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

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

CALL TO ORDER

After calling for a moment of silence to honor the memory and legacy of the late Ambassador Albert F. del Rosario, a former member of the Board of Directors, the Chairman of the Board, Mr. Manuel V. Pangilinan,

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 the meeting 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 by following the instructions provided in the web portal and in the Information Statement. The Chairman further noted that shareholders may submit their questions by email to corsec@mpic.com.ph. Shareholders present in person at the ASM may also ask questions in person.

The Chairman then 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 in the Manila Standard and Malaya on May 11 and 12, 2023.

The Secretary further certified that based on the Company's online registration system, as well as proxies submitted, there are represented in the meeting, through remote communication or in absentia or by proxy, shareholders owning 31,454,652,558 shares representing approximately 83.16% 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 82 to 83 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 30, 2023; or
- (ii) Voting electronically, through the Company's electronic voting system at conveneagm.com/ph/mpicagm until the closing of the polls, which shall be at the adjournment of the meeting.

In both cases, the votes cast are subject to validation procedures. It was also noted that the votes cast after the meeting is adjourned will no longer be counted.

The Secretary stated that under the Corporation's Amended Articles of Incorporation, all of the outstanding common and preferred "A" shares are entitled to vote. With respect to Item IX of the Agenda, only the listed common shares may vote, as provided under the Voluntary Delisting Rules of the Philippine Stock Exchange. However, as disclosed by the Company on June 1, 2023, the voting on this particular agenda item has been deferred.

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 such count has been reviewed and verified by the Company's independent tabulator.

APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS HELD ON MAY 27, 2022

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 Information Statement and also posted on the Company’s website.

The Secretary certified that as of the morning of June 6, 2023, the shareholders representing 31,268,649,109 voting shares equivalent to approximately 82.67% of the outstanding voting shares of the Company approved the minutes of the annual shareholders’ meeting dated May 27, 2022. 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 was thereby approved.

The votes on the motion for the approval of the minutes of the annual shareholders’ meeting held on May 27, 2022, as reviewed by the independent tabulator, are as follows:

	Yes/For	No/Against	Abstain
Approval of the minutes of the annual meeting of the shareholders held on May 27, 2022	31,268,649,109	780	174,733,659

**The resolution has been approved by the shareholders representing the majority of the total outstanding common shares. However, the final number of votes cast will be reflected after completion of validation by the independent tabulator.*

PRESIDENT’S REPORT

Mr. Pangilinan then presented his report on the Company for the year 2022.

Among the salient points of his report are as follows:

- (i) He noted that 2022 was a transformative year for the Company, in which it realized plans to invest in Philippine agriculture. He cited the strategic partnership with Carmen’s Best, the unveiling of Metro Pacific Agro Ventures, and the beginnings of Metro Pacific Dairy Farms. Mr. Pangilinan highlighted the role of agriculture in national economic growth and social development. He also noted the Company’s investment in the dairy business in Laguna, plans of working with local corn farmers, the investment in Axelum Resources, a coconut export processing company, and the creation of the Metro Pacific Fresh Farms.
- (ii) Mr. Pangilinan also noted that the Company is continuing to expand its toll road portfolio. He cited the opening of the Cebu-Cordova Link Expressway or CCLEX, which is helping accelerate the post-pandemic rebound of tourism, trade, and other business in Central Visayas. He noted that the CCLEX and the NLEX-SLEX Connector Road will increase MPIC’s total tollways portfolio in the Philippines to more than 300 kilometers by 2024. Existing projects in CAVITEX and in the Cavite-Laguna Expressway are also expected to be completed in 2024.
- (iii) The President also stated that the Company continues to invest heavily in improvements in the utility services platforms. The Php450-million new water treatment plant was launched, adding to Maynilad’s alternative raw water source options. He also cited the mWell PH app and the rebranded Metro Pacific Health, by which the Company is revolutionizing the healthcare industry in the Philippines.

- (iv) The President stated that creating sustainable long-term value represents the Company's long-term commitment. This commitment provides jobs to approximately 30,000 workers and employees across the various subsidiaries, and provides livelihood to tens of thousands more.
- (v) Lastly, the President referred to the application for the voluntary delisting of the Company with the Philippine Stock Exchange. He cited the belief that the intrinsic value of the Company's core investments in infrastructure in the Philippines has not been fully reflected in the share price over the years. He stated that the delisting will allow the minority shareholders to realize a significant premium over the historical share prices of the Company. A delisted Metro Pacific, the President stated, will be better aligned with the objectives of the Bidders to continue investing in long-term infrastructure projects supporting sustainable economic growth. Lastly, the delisting can potentially pave the way for finally unlocking the value of the core businesses through individual IPOs of the Company's operating companies, which could ultimately benefit the shareholders.

After his report, Mr. Pangilinan called on Ms. Chaye Cabal-Revilla, the Company's Chief Finance, Risk and Sustainability Officer to provide the financial and sustainability highlights for 2022, as well as the interim results for 2023.

Among the salient points of her report are as follows:

- (i) She noted that improved financials and operating results of the Company's portfolio companies delivered a 10% increase in operating income, mainly driven by strong recovery in toll road traffic and higher power consumption. She noted a 15% increase in core income, and a 4% increase in reported income attributable to the Company, despite lower non-recurring income in 2022 compared to 2021
- (ii) She also discussed the earnings contribution mix. The contributions of the power sector and of the toll roads sector increased by 10% and 47%, respectively, while the contribution of the water sector decreased by 4%. The other businesses including light rail and the last tranche of the winding down costs of the legacy logistics business contributed to a loss of P1.8 billion.
- (iii) Net interest costs dropped 5% due to the Company's strategic rerating and refinancing of expensive debt facilities amidst a rising interest rate environment. The average interest rate was reduced to 4.90% from over 6% previously.
- (iv) She also noted strong financial performance in-line with volume growth. Power and toll roads recorded all-time high volumes, surpassing pre-pandemic levels.
- (v) Specific growth areas were discussed:
 - a. *Power* - Meralco's core income increased by 10%, driven by a higher contribution by the power generation business and a 6% increase in energy sales across all customer segments. Revenue grew by 34%. Capital expenditures amounted to P42.6 billion, a 55% increase.
 - b. *Toll roads* – Metro Pacific Tollways recorded a core income of P5.7 billion, a 46% increase, boosted by the growth in contributions from international toll roads.

Revenues grew 31%, due to a combination of record-high traffic growth and toll increases in the Philippines and Indonesia. There was a 23% increase in total average daily traffic. Capital expenditure was also up by 12%.

- c. *Water* – Maynilad’s revenues grew by 4%, reflecting a slight improvement in billed volumes and higher effective tariffs as commercial and industrial demand recovered. Core EBITDA and core income decreased by 10% and 7%, respectively. Capital expenditure increased by 79%.
- (vi) Ms. Cabal-Revilla then reported that for the first quarter of 2023, double-digit growth was sustained, with aggregate revenues up by 23%, the share in operating income up by 30%, and core income up by 38%.
- (vii) Ms. Cabal-Revilla then discussed the Company’s sustainability initiatives. She emphasized that the Company’s view on sustainability is a holistic, end-to-end approach that covers all the Economic, Environmental, Social and Governance or EESG aspects.
 - a. She discussed the Company’s initiatives in relation to clean energy. She noted that MERALCO is accelerating its renewable energy build-out plan of up to 1,500 MW of clean energy capacity through 2027. She cited the 50 MW project of PowerSource with First Bulacan Solar in Bulacan, the 68 MW Nuevo Solar Energy Corp. Solar Plant in Ilocos Norte, and the 75 MW solar plant in Rizal in partnership with Mit-Renewables Philippine Corp.
 - b. She noted certain features of CCLEX which was purposely designed to minimize disruptions to the surrounding 278 hectares of mangroves.
 - c. She cited Maynilad’s efforts, particularly the energizing of a 1 MW PV solar farm, covering a land area of 12,157 sqm to augment power requirements of La Mesa Treatment Plant, and the building of a P450-million modular treatment plant to collect treated used water and convert it to potable water.
 - d. She discussed other efforts of the MPIC group in relation to environmental and social stewardship programs to help address biodiversity loss and ecosystems restoration.
 - e. Lastly, Ms. Cabal-Revilla discussed the alignment of the Company with global best practices on sustainability, through rankings and ratings with various institutions. She cited awards won by the Company in relation to its sustainability efforts. She also reported that mWell PH was awarded at the Mobile World Congress – Global Mobile Awards.

APPROVAL OF AUDITED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2022

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, 2022, 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 June 6, 2022, shareholders representing 31,268,532,889 voting shares equivalent to approximately 82.67% of the outstanding voting shares of the Company approved its Audited Financial Statements for the period ended December 31, 2022. Considering that more

than a majority of the entire outstanding voting shares of the Company voted in favor of the matter, the Audited Financial Statements of the Company for the year ended December 31, 2022 was duly approved.

The votes on the motion for the approval of the Company's Audited Financial Statements for the year ended December 31, 2022, as reviewed by the independent tabulator, are as follows:

	Yes/For	No/Against	Abstain
Approval of the Audited Financial Statements for the year ended December 31, 2022	31,268,532,889	347,000	174,497,659

**The resolution has been approved by the shareholders representing the majority of the total outstanding common shares. However, the final number of votes cast will be reflected after completion of validation by the independent tabulator.*

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 for the year 2022.

At the request of the Chairman, the Chief Finance, Risk and Sustainability Officer informed the shareholders that the various actions of the Company's Board of Directors and Management which are outlined in the minutes of Board meetings held during the same period and stated in the Company's annual report, financial statements, Information Statement and disclosures filed with the Securities and Exchange Commission and the Philippine Stock Exchange. She indicated that a summary of the significant transactions of the Company is enumerated on pages 44 to 45 of the Information Statement and shown on the screen.

The items being submitted for the ratification of the shareholders are the following:

- i. Implementation of a new Share Buyback Program of up to Php5,000,000,000.00
- ii. Various reports of the Board Committees
- iii. Audited Consolidated Financial Results of the Company and its subsidiaries for the year ended December 31, 2021
- iv. Securing of a term loan facility of up to Php5,000,000,000.00 with China Banking Corporation
- v. Declaration of dividends in favor of shareholders of record of the corporation as of 8 March 2022
- vi. Acquisition of shares in Landco Pacific Corporation
- vii. Holding of the annual general meeting of the shareholders of the corporation on May 27, 2022, via remote communication or voting in absentia, as well as voting via proxies
- viii. Authorization of the Chairman or President to designate persons to be nominated for election as directors in any corporation in which the Corporation owns or holds of record or beneficially any shares of stock or security with voting rights, represent or votes shares owned by the Corporation or designate or appoint proxies or attorneys-in-fact, and sign instruments in behalf of the Corporation in connection with the resolution
- ix. Entry into a Purchase and Sale Agreement with Royalton Resources Ltd. and Bank of Utah as Trustee
- x. Designation of authorized signatories for existing loan agreements
- xi. Approval and authorization of the issuance of the Parent Audited Financial Statements and Consolidated Financial Statements of the Corporation for the fiscal year ended December 31, 2021

- xii. Approval of the Consolidated Operating and Financial Results for the period ended March 31, 2022
- xiii. Agreement with FUJIFILM Business Innovation Philippines Corp.
- xiv. Authority to enter into and perform obligations under transactions with Mizuho Bank, Ltd.
- xv. Opening of online securities trading account with AB Capital Securities, Inc.
- xvi. Authorizing a law firm to process the work documents of Mr. Stanley Yang
- xvii. Adoption of the Amended Retirement Plan
- xviii. Additional investment in Meralco
- xix. Declaration of interim dividends for 2022, with record date of August 22, 2022, and final dividends, with record date of 27 March 2023
- xx. Approval of the Consolidated Operating and Financial Results for the period ended June 30, 2022
- xxi. Approval and adoption of the MPIC Data Privacy and Information Security Committee Charter
- xxii. Authorization to file a copyright application with the Intellectual Property Office of the Philippines for the MPIC Sustainability Framework
- xxiii. Authorization to enter into and perform obligations in relation to the refinancing of the existing Facility Agreement dated January 14, 2021 with Mizuho Bank, Ltd.
- xxiv. Confirmation of approval of transactions in relation to the acquisition of equity interest in The Laguna Creamery, Inc., the entry into the Investment Framework Agreement with Real Fresh Dairy Farms, Inc., The Laguna Creamery, Inc., Carmen's Best Dairy Products, Inc., Carmen's Best International Dairy Company, Inc., RMJ Development Corporation, Mr. Ramon B. Magsaysay, Jr., Mr. Francisco D. Magsaysay, and Mr. Felipe B. Bince III
- xxv. Engagement of Moody's Investors Service Singapore Pte. Ltd.
- xxvi. Approval of the Unaudited Consolidated Operating and Financial Results of the Company for the third quarter of 2022
- xxvii. Approval of the FY 2022 Estimates and FY 2023 Budget
- xxviii. Confirmation of approval of transactions in relation to the Investment Agreement by and among the Corporation, Metro Pacific Agro Ventures, Inc., Innovative Agro Industry Ltd, and Innovative Agriculture Industry Pte. Limited and the relevant transaction documents
- xxix. Investment in various businesses and corporations
- xxx. Approval of other resolutions related to the operations of the corporation, such as the assignment and sale of vehicles, opening and updating of bank or card accounts, designation of authorized signatories for various transactions, authorization to apply for BIR CAS, submission of CAS generated books of account with the BIR, designation of authorized individuals responsible for procuring permits and licenses, updating of principal office address with the BIR, closure of the Makati office, and the procurement of a business permit.
- xxxi. Approval of drawdown of new loan with Security Bank
- xxxii. Approval to enter into FX forward contracts in connection with a loan with Mizuho
- xxxiii. Approval and authorization of the issuance of the Consolidated Operating and Financial Results for the year ended 31 December 2022
- xxxiv. Purchase and acquisition of 16% equity stake in SP New Energy Corporation, the delegation of approval and authorizing of the Finance Committee to approve the Transaction Documents and designate MPIC's authorized representative, the authorization of the Corporate Secretary or the Assistant Corporate Secretary to certify to the approval of the resolutions
- xxxv. Holding of the annual general meeting of the shareholders of the corporation on May 26, 2023, via remote communication or voting in absentia, as well as voting via proxies
- xxxvi. Authority to register with the SEC eFAST and designation of representatives

The Secretary certified that, as of the morning of June 6, 2023, shareholders representing 31,265,624,109 voting shares equivalent to approximately 82.67% 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 for the year 2022 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, are as follows:

	Yes/For	No/Against	Abstain
Ratification/approval of all acts of the Board of Directors and Management	31,265,624,109	780	177,522,659

**The resolution has been approved by the shareholders representing the majority of the total outstanding common shares. However, the final number of votes cast will be reflected after completion of validation by the independent tabulator.*

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 pursuant to the guidelines of the SEC, the Board resolved to endorse his retention as an Independent Director. The Corporate Secretary noted that the Board considered the following reasons to support its endorsement of Chief Justice Panganiban to continue as Independent Director of the Company: (1) he effectively served as an intermediary between the Chairman and other Directors, and (2) he made valuable contributions in his role as the Chairperson of the Risk Management Committee and as an active member of the Finance Committee, Audit Committee and Governance and Sustainability Committee, showing extensive knowledge of the Company and its various investments. It was noted that his retention as Independent Director will best serve the interest of the Company and its stakeholders given his familiarity with the Company's businesses, combined with his experience, integrity, probity and independence. The Corporate Secretary 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. Manuel V. Pangilinan;
2. Jose Ma. K. Lim;
3. June Cheryl A. Cabal-Revilla;
4. Ray C. Espinosa;
5. Ramoncito S. Fernandez;
6. Augusto P. Palisoc Jr.;
7. Francisco C. Sebastian;
8. Alfred V. Ty;
9. Christopher H. Young;
10. Rogelio L. Singson; and
11. Ricardo M. Pilares III.

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. Fr. Roberto C. Yap, S.J.;
2. Retired Chief Justice Artemio V. Panganiban;
3. Oscar J. Hilado; and
4. Pedro O. Roxas.

The Secretary certified that all directors received at least 28,397,852,785 votes. Each respective nominee received the following number of votes:

	Nominee	Votes in Favor
1	Manuel V. Pangilinan	28,885,110,101
2	Jose Ma. K. Lim	28,511,577,090
3	June Cheryl A. Cabal-Revilla	28,894,980,658
4	Ray C. Espinosa	28,896,999,651
5	Ramoncito S. Fernandez	28,857,734,940
6	Augusto P. Palisoc Jr.	28,534,444,090
7	Francisco C. Sebastian	28,511,476,019
8	Alfred V. Ty	28,851,784,940
9	Christopher H. Young	28,397,852,785
10	Rogelio L. Singson	28,890,914,635
11	Ricardo M. Pilares III	28,885,110,101
12	Fr. Roberto C. Yap, S.J.	30,239,971,504
13	Retired Chief Justice Artemio V. Panganiban	28,947,414,412
14	Oscar J. Hilado	29,274,479,225
15	Pedro O. Roxas	30,135,239,701

**The resolution has been approved by the shareholders representing the majority of the total outstanding common shares. However, the final number of votes cast will be reflected after completion of validation by the independent tabulator.*

Accordingly, the Chairman declared the above-named individuals duly elected as members of the Board of Directors of the Company for the year 2023.

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. (SGV & Co.) as the external auditor of the Company, with an audit fee of up to Php 11 million. The Audit Committee, with the Assistance of the Internal Audit Head, reported to the Board that they have reviewed the performance of SGV & Co. as external auditor for the year 2022 and found the same to be satisfactory. 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 June 6, 2023, shareholders representing 31,252,409,355 voting shares equivalent to approximately 82.63% 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 2023 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, are as follows:

	Yes/For	No/Against	Abstain
Approval of the appointment of the external auditor of the Company for the year 2023	31,252,409,355	16,472,000	174,497,659

**The resolution has been approved by the shareholders representing the majority of the total outstanding common shares. However, the final number of votes cast will be reflected after completion of validation by the independent tabulator.*

APPROVAL OF THE VOLUNTARY DELISTING FROM THE MAIN BOARD OF THE PHILIPPINE STOCK EXCHANGE

The Secretary reported that on May 31, 2023, the Company received notice from the consortium consisting of Metro Pacific Holdings, Inc., MIG Holdings Incorporated, GT Capital Holdings, Inc. and Mit-Pacific Infrastructure Holdings Corporation requesting for the deferment of the shareholder approval of the Company’s voluntary delisting from the Philippine Stock Exchange because the Fairness Opinion and Valuation Report are still in the process of being finalized. The Bidders also acknowledged that the shareholders must be given a reasonable time to review the Fairness Opinion before voting on the agenda item.

After consideration, the Company decided to defer this matter which will instead be discussed and submitted for approval during a special shareholders’ meeting to be scheduled at a later date. The holding of such meeting will be subject to the rules and regulations of the Philippine Stock Exchange and the Securities and Exchange Commission.

The Bidders in their notice also clarified that shareholder approval will be sought for the Company’s voluntary delisting from the PSE, and not for the tender of their shares. The decision to tender shares is not subject to shareholder approval and may be made by each shareholder individually during the tender offer period. Thus, shareholders who vote in favor of the delisting are not obligated to tender their shares.

Accordingly, the Chairman stated that the voting on the approval of the voluntary delisting of the Company’s shares from the main board of the Philippine Stock Exchange is deferred.

OTHER MATTERS - OPEN FORUM

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

A stockholder inquired regarding the Constitutional provision on the equity participation of the general public in public utilities. He stated that the Maynilad has not yet been listed in the stock exchange as required in its legislative franchise. He inquired as to impact of MPIC’s potential delisting as well as whether Maynilad is in violation. Mr. Pangilinan responded that MPIC is not covered by any regulation which compels it to be listed in the Philippine Stock Exchange. He stated that MPIC is a holding company that holds the investments in certain companies that are themselves regulated by law. Mr. Pangilinan explained that the franchise of Maynilad requires Maynilad list within five years from late 2022, when such franchise was granted. Mr. Pangilinan also noted that while the tollways are under a concession arrangement and there is no compulsion to list, as indicated last year, there are plans to have an initial public offering for

the tollways corporation. In terms of the obligation to list, the regulated entities under such obligation have been listed or are going to be listed within the relevant timeframe stipulated by their franchise.

The next question was regarding the Company's reaction to the proposal to amend the EPIRA. The President of Meralco, Mr. Ray C. Espinosa, stated that are certain provisions that, if amended, will be favorable to the distributors and the providers of power. Such amendments are supported by Meralco. There are others not seen as favorable to Meralco and thus, Meralco is speaking with various members of Congress as to how these can be removed or improved further. The thrust of the government is to revisit the entire EPIRA, given that it has been in place for quite some time, and does not reflect the changes that have occurred, and does not take into account new technology.

The next question was on the acceptance of contactless credit and debit cards and the use of devices in the train stations after the launch of QR acceptance. Mr. Pangilinan explained that part of the bid terms for the LRT was that the payment system will be conducted by AF Payments Inc. The technology platform adopted then were the beep cards. The requirement of the bid was that there be no fees charged to the riders in respect of the payments made. QR codes as payment methods have been added recently. There is therefore a choice to be made between the cards and the QR codes, depending on the convenience.

Another stockholder asked why the tender offer price was pegged at Php 4.63, when COL Financial Group disclosed that the full value of the MPIC shares is Php 8.79 per share. She expressed her hope that before the new price is disclosed, the minority stockholders be considered and that the new tender offer price be higher than Php 4.63 per share, or at least Php 7.00 per share. She also cited the delisting of another corporation in the previous year, which offered a higher price per share. Mr. Pangilinan clarified that the Bidders are a different group of people from the Company and that the Company is the subject of the bid. From an MPIC perspective, the share price has been undervalued for some time and has been trading at a rather low price or at a significant discount to the underlying value. Typically, conglomerates fetch a discount because of the various businesses under its wing, which makes the analysis of the performance quite complex. He also cited the fact that the subsidiaries are regulated companies, with tariffs requiring approvals that have historically been delayed. The difficulty of the Company has been in funding the expansion of the growth of MPIC and it has been raising debt through the years. No new equity has been raised, as the Company does not want to penalize its stockholders. He emphasized that the point of being a public company is being able to raise funds from the public at a decent price to the existing shareholders. There has been a reliance on debt, which is not sustainable in the long run. It is the judgment of the Bidders to price the shares at Php 4.63 and it is up to them as to how they will consider it moving forward now that the approval has been deferred. Mr. Pangilinan also stated that there is no obligation to sell on the part of the stockholders. If the threshold desired is not achieved, MPIC will remain a public company, unless the condition is waived by the Philippine Stock Exchange.

The next question was on the key reasons for the proposal to delist. Mr. Pangilinan stated that the question is better addressed to the Bidders. He can only indicate that it has placed the Company in an awkward position of being unable to fund, as well as their own unhappiness regarding the share price of the company. The questions for the Company, if the tender offer were to launch, are first, if it is better off as a private company or as a public company, and second, what the share price will be if the tender offer is not successful and the Company remains a listed company. Mr. Pangilinan stated that the market will have to judge, according to its ways, as to what the share price will be and it is not up to the Company or even to the Bidders.

Lastly, it was clarified if the proposal to delist is so that the Company is not affected by market forces. Mr. Pangilinan responded that in a way, this is correct, to that extent. He also pointed out that if there is a need to restructure the portfolio of the Company, it is probably less difficult to do as a delisted company, as it is not as exposed to public view as a public company. While delisting will make the funding sources reliant

on private shareholders, equity money cannot be raised anyway if the share price stays at a low level, unless the shareholders are willing to suffer the dilution from the lower issue price resulting from an equity fundraising.

Thereafter, Mr. Toledo stated that the time allotted for the Q&A session has been fully utilized and that the Company will reach out separately to shareholders who submitted questions related to the Agenda that were not discussed in the meeting.

ADJOURNMENT

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

(signature page follows)

CERTIFIED CORRECT:

RICARDO M. PILARES III
Secretary of the Meeting

ATTEST:

MANUEL V. PANGILINAN
Chairman