

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

August 8, 2023, 11:00 a.m.

Multipurpose Hall, Meralco Compound, Ortigas Avenue
Brgy. Ugong, Pasig City and Online via Zoom and conveneagm.com/ph/mpicssm

TOTAL OUTSTANDING COMMON SHARES:	28,695,934,752
----------------------------------	----------------

TOTAL NUMBER OF OUTSTANDING COMMON SHARES PRESENT OR REPRESENTED IN THIS MEETING:	22,447,102,529
---	----------------

INTRODUCTION

The host, Mr. Michael T. Toledo, welcomed the shareholders, stakeholders, and guests to the virtual Special Shareholders' Meeting ("SSM") of the Company.

Before going into the proceedings, Mr. Toledo stated that he was pleased to announce that Mr. Manuel V. Pangilinan, the Chairman of the Board, had instructed all the Company's foundations and the MVP Tulong Kapatid to help those affected by Super Typhoon Egay in Northern Luzon, Bulacan, and Pampanga. He cited the Metro Pacific Investment Foundation, mWell, One Meralco Foundation, Alalang Kapatid Foundation, and the PLDT-Smart Foundation.

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

CALL TO ORDER

The Chairman of the Board, Mr. Manuel V. Pangilinan, welcomed everyone attending the SSM, either physically or remotely. He noted that representatives from the Company's external auditor, SGV & Co., are present in the meeting, as well as a separate team from SGV & Co. who is attending the meeting as the independent tabulator, to witness and review the tabulation of votes after the meeting. He also noted that a representative from the bidders who delivered the tender offer notice to the Company is likewise present in the meeting.

The Chairman stated that registered shareholders may continue to cast their votes by following the instructions provided in the Information Statement. Further, shareholders may submit their questions by email to corsec@mpic.com.ph. Shareholders present in person at the SSM may ask questions in person during the proceedings. However, in the event that not all questions will be answered due to time constraints, a representative from the bidders will directly reach out to the shareholders to address them.

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 SSM were published in print and online formats in the Business World and Business Mirror on July 10 and 11, 2023.

The Secretary further certified that there are represented in the meeting, in person, in absentia or by proxy, shareholders owning 22,372,241,839 shares representing approximately 77.96%¹ of the outstanding voting common shares of the Company. He stated that there was, therefore, a quorum to transact business in the meeting. Nevertheless, he noted that the final results will be reflected in the minutes of the SSM after review by the independent tabulator.

Upon request of the Chairman, the Secretary confirmed that the shareholders have been informed on the manner of voting for the SSM, details of which were provided on pages 20 to 21 of the 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 August 3, 2023;
- (ii) Voting electronically, through the Company's electronic voting system at conveneagm.com/ph/mpicssm; or
- (iii) Voting in person, by submitting a signed copy of the validated ballots which may be secured from the Company's representatives.

The Secretary indicated that voting shall be allowed until the meeting is adjourned. The votes cast are subject to validation procedures. It was also noted that under the Amended Voluntary Delisting Rules of the Philippine Stock Exchange ("PSE"), only the holders of the listed Common shares may vote on the agenda item for the SSM.

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

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

The Chairman informed the shareholders that the only item in the agenda is the approval of the voluntary delisting of the common shares of the Company from the Main Board of the Philippine Stock Exchange.

By way of background, he noted that on July 3, 2023, the Company received an updated Tender Offer Notice from a consortium of bidders consisting of Metro Pacific Holdings, Inc., GT Capital Holdings, Inc., Mit-Pacific Infrastructure Holdings, Inc. and MIG Holdings Incorporated (the "Bidders"), which superseded the Tender Offer Notice dated April 26, 2023. In their notice, the Bidders stated their intention to make a tender offer for the common shares of the Company and taking the Company private through a voluntary delisting process. Based on the Notice, the Bidders will offer to acquire the Tender Offer Shares at P5.20 per common share on an all-cash basis as their best and final offer. This price represents a 37% premium over the one-year Volume Weighted Average Price of MPIC's common shares and is at a premium of P0.10 over the highest end of the range provided in the Fairness Opinion and Valuation Report issued by the independent financial adviser. The offer will cover all outstanding common shares of the Company, other than the shares already owned by some of the Bidders and the qualifying common shares in the name of the directors of the Company. The Bidders believe that the Tender Offer and voluntary delisting of MPIC will allow existing shareholders to sell their common shares and realize their investment, in cash, at a premium to the current trading price of the common shares.

¹ Excludes the shareholders who registered on the day of the meeting.

The Chairman also noted that assuming the required votes are secured during the meeting, the Bidders anticipate that the Tender Offer will be launched immediately after the SSM. Nevertheless, shareholders who tender their shares will continue to be entitled to interim dividends that the Company may declare after the announcement of its results for the first half of 2023 on August 14, 2023.

As requested by the Chairman, the Secretary discussed the voting mechanics for the SSM.

The Secretary explained that under the Amended Voluntary Delisting Rules of the Philippine Stock Exchange, the voluntary delisting must be approved by:

- (i) at least two-thirds (2/3) of the entire membership of the board of directors, including the majority, but not less than two, of all of its independent directors; and
- (ii) stockholders owning at least two-thirds (2/3) of the total outstanding and listed common shares of the listed company, with the number of votes cast against the delisting proposal being not more than ten percent (10%) of the total outstanding and listed common shares of the listed company.

The Secretary noted that on July 4, 2023, all the members of the MPIC Board approved a resolution authorizing the filing of an application for voluntary delisting with the PSE, subject to compliance with the Amended Voluntary Delisting Rules of the PSE. Thus, the matter is now being submitted for the approval of the holders of common shares of the Company.

The Secretary reiterated that under the Voluntary Delisting Rules of the PSE, only the common shares of the Company can vote on this particular matter. Currently, the Company has 28,695,934,752 outstanding common shares entitled to vote on this particular matter.

The Chairman then requested Mr. Stanley Yang, as the Bidders' representative, to give a short presentation on the mechanics and the timeline of the tender offer.

Among the salient points of his report are as follows:

- (i) The Bidders' Consortium is composed of Metro Pacific Holdings, Inc. (MPHI) a Philippine affiliate of First Pacific Company Limited, an investment holding company with operations located in Asia-Pacific which is listed in the Hong Kong Stock Exchange; GT Capital Holdings, Inc. a listed Philippine conglomerate with interests in businesses across banking, automotive assembly, importation, dealership, and financing; Mit-Pacific Infrastructure, a joint venture by Mitsui & Co., Ltd and Japan Overseas Infrastructure Investment Corporation (JOIN); and, MIG Holdings Incorporated which represents the investment group led by the Company's Chairman and President, Manuel V. Pangilinan.
- (ii) To give context on the Tender Offer price of P5.20 per share, it was emphasized that the maximum price that MPIC's share has traded over a three-year period is at P4.55 per share, while the minimum price at which the shares were traded was at P3.75. Mr. Yang noted that the Tender Offer price of P5.20 per share represents a 39% premium over the three-year volume weighted average price ("VWAP") of P3.75. He likewise discussed the findings of Unicapital, Inc. as the independent financial adviser ("IFA"). In its Fairness Opinion Report, Unicapital's valuation of MPIC's shares range from P3.37 at the minimum to P5.10 at the maximum per share. The Tender Offer Price is higher than the maximum of the range in said Fairness Opinion Report.

- (iii) The key rationale for the Tender Offer and delisting of MPIC from the main board of the PSE can be seen from the trading price of MPIC shares in the market. MPIC's shares have been traded at a discount for a long time, reflecting a potential misalignment between long-term regulated infrastructure and the short-term fluctuations of public markets. Mr. Yang noted that despite the efforts of management and the investors, the share price has not responded positively over the last five years and it is thus believed that this situation will not improve. He then stated that the Tender Offer represents an attractive realization of profit for the shareholders being at 39% of the VWAP over a three-year period as backed by the report of the IFA.
- (iv) Following the completion of the transaction, the Bidders plan to continue making investments in infrastructure and that being a delisted company, there would be flexibilities and opportunities for the group to continue its investments and to focus on sustainable growth while continuing to support the infrastructure in the Philippines and that the best avenue for these activities is through a delisted company.
- (v) Closing conditions for the transaction include, among others, (1) PCC Confirmation of Non-Coverage which was already secured on June 6, 2023; (2) Approval for delisting of MPIC to be obtained from the shareholders of MPIC during the SSM; (3) Approval from the independent shareholders at First Pacific's Extraordinary General Meeting which is sought to be obtained on August 24, 2023; and (5) the tender offer of MPIC shares constituting at least 95% of the total issued and outstanding common capital stock of MPIC or such percentage as the PSE may allow to effect the voluntary delisting of MPIC from the main board of the PSE and the acceptance thereof which the Bidders hope to achieve by September 7, 2023, upon close of the Tender Offer period.
- (vi) Mr. Yang finally discussed the timetable and the process for the Tender Offer starting from the SSM, followed by the launch of the Tender Offer and distribution of the Tender Offer materials on August 9, 2023. Mr. Yang noted that there will be a period of twenty business days for the tender offer to run with the closing thereof at noon on September 7, 2023. He then stated that following such close of the tender offer, the settlement of the shares would be on the September 19, 2023 and the effective delisting of MPIC from the main board of the PSE is targeted for October 9, 2023.

After his report, Mr. Yang noted that any questions that shall arise regarding the tender offer process should be directed to First Metro Securities Brokerage Corporation (FMSBC), as the Tender Offer Agent.

The Chairman then requested Mr. Toledo to moderate the question and answer portion of the SSM.

A stockholder asked what will happen if the delisting proceeds. Mr. Yang responded that the process will commence the next day for the twenty-business-day period for the tender offer. He noted that under the offer, the voluntary delisting is conditioned on getting at least 95% of the common shares, or such number of shares that the PSE may allow for the delisting of the Company. The Tender Offer Report with further details of the transaction will be released the next day, after the SSM. For any queries on the process and the timetable, FMSBC will be available.

Another stockholder stated that he would like to keep his shares post-delisting, and asked how the Company proposes to notify those stockholders still holding on to their shares. Mr. Yang responded that the Company will issue notices by publication under the rules of the Securities Exchange Commission. He suggested that stockholders should ensure that their addresses of record are updated so that any notices sent to the stockholders will be received. The same stockholder also whether P5.20 is the final tender offer and if

shareholders can get a higher and better offer. Mr. Yang responded that P5.20 is the best and final price and that there will be no opportunity for further adjustment on the tender offer price. Lastly, the stockholder inquired as to the projects the Company and Mitsui will be working on after the delisting from the PSE. Mr. Yang stated that following the delisting, the Company will continue to make investments and pursue projects as it sees beneficial to the Philippines' infrastructure sector, including the Company's plans to list the toll roads. He also noted that the hospital group is being considered for a listing while Maynilad is required under its legislative franchise to list its shares.

Mr. Pangilinan emphasized that the offer is voluntary and not obligatory. Thus, the shareholders can decline to tender and keep their shares in the Company. He noted, however, that if the delisting proceeds and shareholders keep their shares, there may be a complicated situation post-delisting, in which the sale of shares will be subject to capital gains tax, documentary stamp tax, and the requirement to secure a certification from the Bureau of Internal Revenue ("BIR"). He also noted that the nature of the business of the Company will continue substantially as it is today and that currently there is no intention to deviate from the course that the Company has taken in the last few years, subject to the inputs of Mitsui and JOIN. He noted that if delisting is not done, it is likely that by statute or for commercial reasons, certain of the major subsidiaries such as Maynilad which, on account of its franchise, will have to be listed by 2026. He also cited that the tollways would have to be listed for funding reasons. Thus, the Company will have the major companies in its portfolio listed, which may result in people not buying shares of the Company, due to the need to pick and choose.

Another stockholder inquired as to the prospects of stockholders who want to pursue their partnership with the Company. Mr. Yang reiterated Mr. Pangilinan's earlier discussion, such as the imposition of capital gains tax, documentary stamp tax, and the requirement to secure a Certificate Authorizing Registration from the BIR.

Another stockholder asked why the Company will allow a tender offer at a more watered price, if it believes that it is undervalued at its current market price. He also asked why a buy-back plan was not created instead. Mr. Yang responded that a buy-back has been pursued by the Company. Since 2019, P10.7 billion has been spent in the repurchase of the Company's shares. The average price of the repurchase program has been at P3.72. Despite the best efforts and the initiative to repurchase shares, the share price did not move, leading to the present situation.

Mr. Pangilinan then commented that the experience involving buy-back plans in relation to their ability to raise share prices above watered levels is a theoretical concept. He cited the experience with First Pacific. He noted that it has not been settled as a practical action in relation to the conceptual underpinning of a share buy-back — it is not a settled case that it is right thing to do. He reiterated that the share price did not move in response to the buy-back program and noted that the share price only moved when the tender offer was announced. He emphasized that the tender offer is voluntary and that it will be the Bidders, and not the Company, that will determine the share price.

Two stockholders inquired whether the Company has plans to offer a stock rights offering or an IPO/follow-on offering of an MPIC subsidiary. Mr. Yang responded that there will be plans to look at the listings of some of the key subsidiaries within the Company's portfolio. He noted that there are plans to grow the businesses, which requires capex programs and investments and thus, it is in the cards to look at listings and future IPOs of the underlying businesses.

Thereafter, Mr. Toledo stated that the Bidders will reach out separately to shareholders who submitted questions, noting that a majority of the questions have been answered by Mr. Yang and Mr. Pangilinan.

A stockholder present at the meeting cited that in the April 27 disclosure, it was mentioned that the intent of the Bidders is to acquire 95% of the shares listed, issued, and outstanding. He thus inquired as to what will happen if the 95% threshold is not met, citing that the disclosure provided that the Bidders can reject all the shares tendered if the threshold is not reached. Mr. Yang stated that the tender offer is to acquire up to 100% of the shares. The condition under the PSE rules to effect the delisting of a Company is that a minimum of 95% has to be reached. It is possible that a delisting can still be effected even if the threshold is not met, with an exemptive relief to be secured. If the offer does not result in a level that will effect a delisting, it is at that point that the Bidders' option to proceed or not, because the offer condition of achieving the delisting would not have been met.

Mr. Toledo stated that there are no further questions from the stockholders.

Following the above discussions, the Secretary certified that as of the morning of August 8, 2023, shareholders representing 22,302,071,770 voting common shares equivalent to approximately 77.72% of the outstanding common shares of the Company voted in favor of the voluntary delisting. He also stated that 69,389,734 or 0.24% of the outstanding common shares voted against the agenda item, while shareholders representing 780,335 voting shares abstained². He noted that the voting will continue until the shareholders' meeting is adjourned, after which, the votes cast will be reviewed by the independent tabulator and the final results will be included in the minutes of the SSM.

The Chairman stated that based on the votes cast, the shareholders representing 77.72%, or more than 2/3 of the total outstanding common shares of the Company voted in favor of the proposal for the delisting. On the other hand, the shareholders representing 0.24%, or less than 10% of the total outstanding common shares, have voted against the proposal for the delisting. Thus, the requisite votes required to approve the delisting of the Company from the Main Board of the PSE have been met, with the threshold of votes disapproving the delisting of the Company from the Main Board of the PSE not having been breached. The proposal to delist the common shares of the Company from the Main Board of the PSE is, therefore, approved and carried by the shareholders.


The final votes on the motion for approval of the voluntary delisting of the Company's common shares from the Main Board of the PSE after review by the independent tabulator, are as follows:

	Yes/For	No/Against	Abstain
Approval of the voluntary delisting from the main board of the Philippine Stock Exchange	22,366,944,045 (77.94%)	69,595,341 (0.24%)	1,390,091 (nil)

ADJOURNMENT

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

CERTIFIED CORRECT:


RICARDO M. PILARES III
Secretary of the Meeting

² Based on the votes casted at the start of the meeting.

ATTEST:

MANUEL V. PANGILINAN
Chairman