

**MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS
ANGLO PHILIPPINE HOLDINGS CORPORATION**

Held on July 28, 2023, 2:00 PM
VIA REMOTE COMMUNICATION
(Zoom Webinar)

I. CALL TO ORDER

The Chairman, Mr. Gerard Anton S. Ramos called the meeting to order. Atty. Josephine L. Ilas, the Assistant Corporate Secretary, was designated as the Secretary of the Meeting and recorded the minutes of the proceedings.

II. CERTIFICATION OF QUORUM

The Secretary announced that in compliance with the rules issued by the Securities and Exchange Commission (SEC) on the alternative mode for distributing the Notice of Meeting, information on the date, time and place of meeting has been published in the respective Business Sections of Malaya Business Insight and The Daily Tribune on July 6 and 7, 2023, both in print and online format. Likewise, Notices were sent via email to stockholders as indicated in the corporate records. The electronic copy of the amended Notice and Agenda, the Definitive Information Statement, Management Report, Annual Report in SEC Form 17-A, and other required documents are also available at the Company's website anglophil.com and uploaded on the PSE Edge portal.

She further certified that as verified by the Transfer Agent, PSTI, during the Meeting there were present, registered or represented by proxy, stockholders holding Two Billion Four Hundred Fifty-Three Million Three Hundred Ten Thousand Four Hundred Seventy-Three (2,453,310,473) shares of stock, representing **81.69%** of the Corporation's total outstanding capital stock. There was therefore a quorum for the transaction of business at the meeting.

The Stockholders and participants were also informed that the meeting was being recorded, and that upon adjournment, the link to the recorded webcast of the meeting will be posted on the Company's website for two (2) consecutive weeks. Within this period, Stockholders may raise with the Company, any issues, clarifications and concerns on the Annual Stockholders' Meeting conducted.

III. TRIBUTE TO THE LATE CHAIRMAN

The Chairman requested the attendees to the 2023 ASM for a moment of silence in remembrance of the late Chairman, Mr. Alfredo C. Ramos. ACR was recognized as the pillar of the Company for decades and to whom all the staff, employees, Directors and Officers will forever be grateful for his invaluable contributions and strong leadership that had led the Company to where it is today.

Upon motion duly made and seconded, the following resolutions were unanimously approved:

WHEREAS the late ALFREDO C. RAMOS, has provided leadership and guidance to Anglo Philippine Holdings Corporation, its Board and Management for more than Forty-Seven years (47) years;

WHEREAS the late ALFREDO C. RAMOS has faithfully, with integrity and great distinction served as Chairman and CEO of the Company;

RESOLVED, that the Stockholders, Board of Directors, Officers and Employees of Anglo Philippine Holdings Corporation hereby express their deepest and sincerest condolences to the Family of the late ALFREDO C. RAMOS, to his children and the loved ones he left behind especially his wife, Mrs. Presentacion S. Ramos;

RESOLVED, FURTHER, to place on record, that the Stockholders of Anglo Philippine Holdings Corporation formally acknowledge and extend their profound appreciation to the beloved Chairman and CEO, MR. ALFREDO C. RAMOS for his exemplary leadership during his tenure as director and officer from 1975 to 2022, that has steered the Company towards achieving its greatest potential.

IV. APPROVAL OF THE MINUTES OF THE LAST STOCKHOLDERS' MEETING

Upon motion duly made and seconded, the reading of the minutes of the last stockholders' meeting held on July 29, 2022, copies of which were earlier distributed to the stockholders, was dispensed with and the same was considered complete and accurate, and unanimously approved without reading.

The stockholders owning at least Two Billion Four Hundred Fifty-Three Million Three Hundred Ten Thousand Four Hundred Seventy-Three (2,453,310,473) votes representing 100% of the total voting shares represented in the meeting, have voted in favor of the resolution. Zero shares voted against the resolution and zero shares abstained on the matter. The affirmative votes were sufficient to approve the resolution.

V. MANAGEMENT REPORT

The Chairman then gave the floor to the President, Mr. Adrian Paulino S. Ramos, to present the Management Report. The President briefly presented the financial and operations highlights for year 2022 and explained the salient points thereof.

Thereafter, upon motion duly made and seconded, the Management Report as rendered and the Corporation's annual report together with the audited financial statements for the year ended December 31, 2022, were noted and approved.

The stockholders owning at least Two Billion Four Hundred Fifty-Three Million Three Hundred Ten Thousand Four Hundred Seventy-Three (2,453,310,473) votes representing 100% of the total voting shares represented in the meeting, have voted in favor of the resolution. Zero shares voted against the resolution and zero shares abstained on the matter. The affirmative votes were sufficient to approve the resolution.

VI. RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT

The Stockholders were then presented with all the acts and resolutions of the Board of Directors, the Committees and the Management taken or adopted from the last annual stockholders’ meeting until the date of the 2023 ASM for ratification. The said Resolutions were flashed on the screen. After discussion and upon motion made and duly seconded, the following resolution was unanimously approved:

***RESOLVED**, that all acts and resolutions of the Board of Directors, its Committees and Management of Anglo Philippine Holdings Corporation (the “Corporation”) taken or adopted since the annual stockholders’ meeting last July 29, 2022 until the date of this meeting July 28, 2023 be, as they are hereby, approved, ratified and confirmed.*

The stockholders owning at least Two Billion Four Hundred Fifty-Three Million Three Hundred Ten Thousand Four Hundred Seventy-Three (2,453,310,473) votes representing 100% of the total voting shares represented in the meeting, have voted in favor of the resolution. Zero shares voted against the resolution and zero shares abstained on the matter. The affirmative votes were sufficient to approve the resolution.

VII. AMENDMENT OF COMPANY’S BY-LAWS

The Chairman then gave the floor to the Assistant Corporate Secretary to explain the matter of the amendment of the Company’s By-Laws.

The Assistant Corporate Secretary discussed the proposed amendment to the Company’s By-Laws:

Amended By-Laws – Anglo Philippine Holdings Corporation

FROM	TO
Article III Section 7	Article III Section 7
INDEPENDENT DIRECTORS – The Company shall have two (2) independent directors or at least 20% of its board size, at any one time, whichever is lesser.	INDEPENDENT DIRECTORS – The Company shall have three (3) independent directors or such number of independent directors constituting at least 20% of its board size.

After discussion and upon motion made and seconded, the matter of amending the Company’s By-Laws was unanimously approved and adopted, as follows:

RESOLVED, as it is hereby resolved that Article III Section 7 of the Company's By-Laws be amended as:

Article III Section 7 - INDEPENDENT DIRECTORS – The Company shall have three (3) independent directors or such number of independent directors constituting at least 20% of its board size.

The Secretary certified that a total of Two Billion Four Hundred Fifty-Three Million Three Hundred Ten Thousand Four Hundred Seventy-Three (2,453,310,473) shares representing 100% of the total voting shares represented in the July 28, 2023 meeting voted in favor of amending **Article III, Section 7** of the Company's By-Laws.

VIII. ELECTION OF DIRECTORS

The next item on the agenda was the election of Directors. The Chairman of the CG & Nominations Committee emphasized that in accordance with the Company's Revised Manual on Corporate Governance, all nominees for Directors were pre-qualified and approved by the Corporate Governance Committee.

Upon nominations made and duly seconded, the following persons were elected by the stockholders present or represented, as Directors of the Corporation for the current year and until their successors shall have been duly elected and qualified:

Presentacion S. Ramos
Gerard Anton S. Ramos
Adrian Paulino S. Ramos
Maureen Alexandra S. Ramos-Padilla
Christopher M. Gotanco
Adrian S. Arias
Reynaldo E. Nazarea
Roberto V. San Jose
Laurito E. Serrano
Honorio A. Poblador III
Nicholas Justin H. Ang

The Secretary certified that the above Directors each received at least Two Billion Four Hundred Fifty-Three Million Three Hundred Ten Thousand Four Hundred Seventy-Three (2,453,310,473) shares of stock, representing 100% of the total voting shares represented in this meeting.

The Chairman acknowledged that the Independent Directors elected were Messrs. Laurito E. Serrano, Honorio A. Poblador III and welcomed the newly elected Independent Director, Mr. Nicholas Justin Ang.

IX. APPOINTMENT OF EXTERNAL AUDITORS

Thereafter, the meeting proceeded with the appointment of the external auditors of the Corporation for the current year. Upon motion made and duly seconded, the following resolution was unanimously adopted:

RESOLVED, That the stockholders of Anglo Philippine Holdings Corporation (the "Corporation") approve, ratify and confirm, as they do hereby, approve, ratify and confirm, the appointment of Sycip Gorres Velayo & Co. as the external auditors of the Corporation for the current year.

The Secretary certified that a total of Two Billion Four Hundred Fifty-Three Million Three Hundred Ten Thousand Four Hundred Seventy-Three (2,453,310,473) shares of stock, shares representing 100% of the total voting shares represented in this July 28, 2023 meeting voted in favor of the reappointment of SGV & Co. as the Company's external auditor for 2023.

X. OPEN FORUM

Pursuant to the Guidelines for participating in meetings via remote communication, the floor was opened for any questions or comments from stockholders relating to the items in the Agenda. Stockholders were requested to send their questions in advance by sending an email bearing the subject "ASM 2023 Open Forum".

However, as mentioned by the Secretary, there were no questions raised or emailed.

XI. ADJOURNMENT

There being neither questions from the floor nor further business to transact, upon motion duly made and seconded, the meeting was thereupon adjourned.

Certified Correct:



ATTY. JOSEPHINE L. ILAS
Secretary of the Stockholder's Meeting

ATTEST:


GERARD ANTON S. RAMOS
Chairman of the Stockholder's Meeting

SUBSCRIBED AND SWORN before me a notary public in Mandaluyong City, this 01 of August 2023, affiant exhibiting to me competent evidence of her identity: Driver's License No. D16-01-249075 expiring on September 11, 2024.

Doc. No. 479
Page No. 97
Book No. LIV
Series of 2023.


ATTY. MICHAEL M. GAN
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1770 Paz M. Guazon St., Paco, Manila
Roll No. 45889
IBP No. 178280/2.15.2022 Cavite Chapter
PTR No. 0175623/1.18.2022 Manila
MCLE No. VI- 0025906
Commission No. 2022 - 113 Until Dec. 31, 2023
APO Minutes of the Annual Stockholders' Meeting
July 28, 2023
Page - 5 - of 5