

**ROXAS AND COMPANY, INC.**  
**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING**

Held on 23 May 2018 at 10:00am  
Fairmont Hotel  
1 Makati Ave, Makati, 1224 Metro Manila

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	<b>NUMBER OF SHARES</b>	<b>PERCENTAGE</b>
<b>Total Number of Shareholders by Proxy and in Person</b>	1,485,956,038	74.72
<b>Total Issued and Outstanding Shares</b>	1,988,622,852	100%

**PROCEEDINGS**

**I.**

**CLOSURE OF REGISTRATION**

The Corporate Secretary, Atty. Peter D.A. Barot, officially declared the registration for the Annual Stockholders' Meeting of Roxas and Company, Inc. closed.

**II.**

**CALL TO ORDER**

The Chairman, Mr. Pedro E. Roxas, called the meeting to order and welcomed the attendees to the meeting. The Assistant Corporate Secretary, Atty. Monica Isabelle I. Villanueva, recorded the minutes of the meeting.

**III.**

**CERTIFICATION OF NOTICE AND QUORUM**

The Corporate Secretary, Atty. Peter D.A. Barot certified that the Notices, the Agenda, the Information Statement (SEC Form 20-IS), and the Annual Report were sent to all stockholders in accordance with the Securities Regulations Code. He then certified, that there were present, in person or by proxy, stockholders representing 74.72% or 1.988 billion shares of the total issued and outstanding shares of the Company, and that a quorum, exists for the valid transaction of business in the meeting.

**IV.**

**READING AND APPROVAL OF THE MINUTES OF THE PREVIOUS  
ANNUAL MEETING OF THE STOCKHOLDERS**

The Chairman proceeded to the next item in the agenda, which is the reading and approval of the Minutes of the Annual Stockholder's Meeting held on 06 June 2017. Copies of the minutes were distributed to the stockholders present in person or by proxy upon their registration. A copy of the draft minutes is likewise posted on the company's website.

On motion made and seconded, the stockholders dispensed with the reading of the minutes and unanimously approved and ratified the same.

**V.**  
**PRESENTATION AND APPROVAL OF THE ANNUAL REPORT OF MANAGEMENT**  
**FOR THE YEAR ENDED 31 DECEMBER 2017**

The Chairman presented the Annual Report for the calendar year 31 December 2017 to the shareholders. Copies of the Annual Report were furnished to the stockholders prior to this meeting.

The Chairman's Message

The Chairman started his message by highlighting that Roxas and Company Inc. (RCI) is celebrating its centennial this year. The Company looks back with gratitude to the Company's history, anchored on high hopes for the Philippine agricultural sector. This legacy has afforded good grounds on which to conveniently navigate the shift to tourism-driven real estate and value added agro-industry development.

On the same note, RCI reminisces the year 2017 with gratitude and optimism with a challenging juncture in the continuum transformation. The Chairman also added that the company continues to pursue its vision of establishing dynamic and socially-centered business enterprises that solidly contribute to nation building and create best possible conditions to deliver its targeted results.

The Chairman also noted that the year 2017 is much better than 2016 in terms of revenue and this shows the testament of faith in the resilience of an organization that has braved many challenges. He added that achieving profitability and growth of a company is difficult but that the company has succeeded in building momentum to push its performance to bring deliverables and focus on the future more than surviving the present.

With the Philippines being the third fastest-growing Asia economy in 2017, a full-year growth at 6.7% in Gross Domestic Product (GDP) despite the slight post-election dip, the company looks forward to 2018 with the same hope and optimism as last year. The fact that the RCI projects are aligned with the national government's thrust in tourism and agriculture gives greater significance to the company. The World Bank and Asian Development Bank also expect the country to remain as one of the region's fastest-growing economies due to growth for 2018 between 6.7% and 6.8%.

The Chairman stated that the company will look forward to the support from all stockholders in navigating through the next stage, where it expects the maturity and integrations of its operations.

The Chairman also extended his deepest and most sincere gratitude to the stockholders who have given their faith, support and trust, the Board of Directors who continues to drive the company's resolve to succeed and to the organizational team who believed in and continue to believe in the Company.

The Chairman then gave the floor to President and CEO, Mr. Fernando L. Gaspar to deliver his speech.

## President and CEO's Message

The President and CEO, Mr. Fernando L. Gaspar, began his message by explaining the Company's roadmap for 2017, which includes: going back to the basics in optimizing resources, establishing control points for accountability, fostering new and nurturing existing partnerships, project completion and assessment of businesses with great potential. Through eagerness and optimism, the company's approach was characterized with keen awareness that addressing issues and challenges would demand creativity to resolve some challenges.

Mr. Gaspar added that the company satisfactorily resolved some challenges for year 2017 and that among these challenges is the full operation of all Go Hotel sites, wonderful reviews for Anya Resorts and Residences Tagaytay and the operation of Roxas Sigma Agriventures (RSAI) coconut processing plant in South Cotabato that provides job opportunities among the locals and coconut farmers in SOCCSKSARGEN region as well as contributing to the revitalization of the country's coconut industry by creating high-value products predominantly for the export market.

Mr. Gaspar noted that active participation of RCI management and staff in meeting the targets for 2017 significantly contributed to shaping growth and performance culture of the company. The challenge is to maintain focus on the markets and encourage openness among people despite differences in approach and solutions by the shared values of accountability and integrity of the company.

Mr. Gaspar mentioned that RCI's reconfiguration as an integrated and diversified holding company has pushed us to leverage on our strengths and to prioritize where we want to grow. The envisions a portfolio of businesses that are successful in their line, generating revenues and improving margins, reaching their full potential and giving back dividends to shareholders. The results of 2017, although not where we want to be, gave the company a glimpse of what it is capable of. Building brands and gaining momentum for growth takes time but with systems in place and teams that believe in collaboration, the company will achieve it.

Mr. Gaspar expressed his sincere gratitude to the Chairman and the RCI Board for the challenge to lead the organization, the present management team and to the loyal stockholders.

## QUESTIONS AND COMMENTS

The Chairman then opened the floor for questions and comments on the Annual Report. No questions were raised by any stockholder.

There being no further comments on the Annual Report for the year ended 31 December 2017, upon motion made and seconded, the stockholders approved the Annual Report for the year ended 31 December 2017.

## **VI.**

### **RATIFICATION OF ALL ACTS, PROCEEDINGS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT SINCE THE ANNUAL STOCKHOLDERS' MEETING ON 16 JUNE 2018**

There being no comments or objections on the acts and resolutions adopted by the Board of Directors and Management since the last annual stockholders' meeting held on 16 June 2017, as set forth and disclosed in the Information Statement on SEC Form 20 IS that was sent to all shareholders

of record, upon motion made and seconded, the stockholders approved, ratified and confirmed all the acts and resolutions adopted by the Board of Directors and Management since the last annual stockholders' meeting held on 16 June 2017.

**VII.  
ELECTION OF THE BOARD OF DIRECTORS**

The Chairman stated that pursuant to and in accordance with the By-Laws, nominations for the election of members of the Board of Directors should be submitted in writing to the Chairman of the Board at least fifteen (15) working days prior to any meeting of the stockholders called for the purpose of election of the Directors. He likewise added that the following have been duly nominated and are qualified for election as members of the Board of Directors:

1. MR. PEDRO O. ROXAS
2. MR. CARLOS ANTONIO R. ELIZALDE
3. MR. FRANCISCO JOSE R. ELIZALDE
4. MR. FERNANDO L. GASPAR
5. MR. GUILLERMO D. LUCHANGCO (Independent)
6. MS. CORAZON DE LA PAZ-BERNARDO(Independent)
7. MR. AURELIO R. MONTINOLA III (Independent)

A stockholder moved that since there are only seven (7) nominees for the seven (7) seats in the Board of Directors, all votes be cast in favor of the above-mentioned seven (7) nominees. The motion was duly seconded and submitted to a vote by show of hands. Since the stockholders present unanimously voted in favor of casting their votes in favor of the above-mentioned nominees, the Chairman requested the Corporate Secretary to cast the votes accordingly. There being no objection, the seven (7) nominees were declared ELECTED as members of the Board of Directors for the ensuing year. The Chairman thanked the stockholders for their continuing trust and confidence.

**IX.  
ELECTION OF EXTERNAL AUDITORS**

Director Corazon De La Paz-Bernardo, Chairperson of the Audit and Risk Committee stated that in accordance with the Company's Manual on Corporate Governance, the Board of Directors, after consultation with the Audit and Risk Committee, recommends the election of the auditing firm of Sycip Gorres Velayo and Co., as external auditors of the company for the calendar year 2018.

Upon motion made and seconded, the stockholders unanimously approved the election Sycip Gorres Velayo and Co., as external auditors of the Company for the calendar year 2018.

**X.  
OTHER MATTERS**

**OPEN FORUM**

The Chairman opened the floor for any matter for discussion.

A stockholder inquired about the occupancy of AHRC and its strategy to compete and sustain its performance with all the new hotels and resorts in the area by major developers. The Chairman referred the comment to Mr. Santiago R. Elizalde, President and Chief Executive Officer of Roxaco Land Corporation (RLC). Mr. S.R. Elizalde replied that the performance of AHRC has been good and that the company is hoping to reach over 50% occupancy by July and about 60% by end of the year.

A stockholder asked about the performance of each Go Hotels sites and its relationship to Robinsons Land. The same stockholder also followed up by inquiring if there is any plan for expansion of hotel sites in the future and its location. The Chairman referred the comment to the President and CEO of RLC. Mr. S.R. Elizalde replied that the fifth Go Hotel was opened in October 2017 and as far as occupancy concerned, it is progressing according to plan for additional average occupancy for the month of May which is almost 50%. The Company is hoping to 65% by the end of the year. As for the expansion of hotel sites, the Company is looking and has started to identify additional properties now that the five (5) Go Hotel sites are already operational. The company will concentrate on finding possible sites by the end of the year. Groundbreaking is expected by next year and possibly opening fifteen (15) months thereafter.

A stockholder asked how the company compares to Hamilo of SM and Terrazas De Punta Fuego. The Chairman referred the question to the President and CEO of RLC. Mr. S.R. Elizalde replied that these are all membership clubs and are basically the same. Each organization has its own members. For Terrazas De Punta Fuego, it is at 70-75% occupancy same as Hamilo. He expressed that the market is big enough for all the players in the area.

A stockholder then noted that the coconut processing plant in South Cotabato has been operating since 2017. The stockholder inquired about the difference of the processing plant to others and if its products are being exported and whether the operation of the plant was affected by the recent events in Marawi City. The Chairman referred the comment to Mr. Fernando L. Gaspar, President and CEO of RCI and Roxas-Sigma Agriventures, Inc. Mr. Gaspar replied that the processing plant was designed differently from other plants producing similar products. With its unique design, it has advantages including the capability of producing very high quality products but it also means that it has encountered few interesting challenges. The company started to export the products since the beginning of the year and people who have seen the samples have given positive feedback. Potential buyers are very impressed with the processing plant and RCI is now undergoing the process of accreditation. As for the Marawi incident, the company was not affected by the problem and in fact, is able to acquire supply from Marawi or Lanao with no interruption.

A stockholder noticed that RCI is still a significant shareholder in Roxas Holding Inc., (RHI) and inquired about its future plan for this investment. The Chairman referred the comment to the President and CEO of RCI. Mr. Gaspar replied that the company has 23% holdings in RHI and remarked that the performance of RHI at the beginning of the year has improved. The company is looking at ways and means of possibly improving the returns from that investment and this includes being open to an exit possibility provided the price is right. Today, the company has businesses where it manages its own achievements and focuses its efforts in the future.

A stockholder inquired about the status of land holdings held by the company that have been subject to the Agrarian Land Reform Coverage. The Chairman referred the comment to the President and CEO of RCI. Mr. Gaspar replied that the most recent development is that the Court of Appeals issued a resolution which confirmed the Company's position that the proceedings previously undertaken by the Department of Agrarian Reform (DAR) were defective.

**XI.**  
**ADJOURNMENT**

There being no other matter left for discussion, upon motion made and duly seconded, the Chairman adjourned the Annual Stockholders' Meeting.

**CERTIFIED TRUE AND CORRECT:**

**ATTY. MONICA ISABELLE I. VILLANUEVA**  
Assistant Corporate Secretary

**READ AND APPROVED:**

**MR. PEDRO E. ROXAS**  
*Chairman*

**MR. FERNANDO L. GASPAR**  
*President and Chief Executive Officer*