

**DRAFT ONLY**  
FOR APPROVAL BY THE STOCKHOLDERS  
ON THE NEXT STOCKHOLDERS' MEETING

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF  
**A BROWN COMPANY, INC.**

Held at the Xavier Sports and Country Club  
Xavier Estates, Balulang, Cagayan de Oro City  
on 04 July 2019

TOTAL NUMBER OF SHARES OUTSTANDING	2,477,667,911
TOTAL NUMBER OF SHARES PRESENT/REPRESENTED AND ENTITLED TO VOTE	1,660,843,931

Before the start of the meeting, the following members of the Board of Directors present were introduced:

WALTER W. BROWN  
ROBERTINO E. PIZARRO  
ANNABELLE P. BROWN  
ELPIDIO M. PARAS  
ANTONIO S. SORIANO  
JOSELITO H. SIBAYAN

The presence of the following officers of the Corporation was likewise acknowledged:

JASON C. NALUPTA (Corporate Secretary)  
DANIEL C. TAN-CHI (Assistant Corporate Secretary)

The other executive officers of the Corporation and of its subsidiaries were likewise in attendance:

JOHN L. BATAAC (VP-Construction and Development/Chief Operating Officer)  
MARIE ANTONETTE U. QUINTO (Chief Finance Officer)  
PAUL FRANCIS B. JUAT (Vice President)  
ALLAN ACE R. MAGDALUYO (Compliance Officer)

Representatives of SyCip Gorres Velayo & Co., the Corporation's external auditors, were likewise in attendance.

**CALL TO ORDER**

The Chairman, Dr. Walter W. Brown, called the meeting to order and presided over the same. The Corporate Secretary, Mr. Jason C. Nalupta, recorded the minutes of the proceedings.

**CERTIFICATION OF NOTICE AND QUORUM**

The Secretary certified that, based on the certification of the courier service engaged by the Corporation, notices of the meeting were sent to all shareholders of record as of 17 May 2019, in accordance with the provisions of the By-Laws. The Chairman instructed the Secretary to append the Certificate attesting to the mailing of notices to the original Minutes of the Meeting.

The Secretary certified that, based on the register of attendees and proxies, out of Two Billion Four Hundred Seventy-Seven Million Six Hundred Sixty-Seven Thousand Nine Hundred Eleven (2,477,667,911) shares of the total outstanding capital stock of the Corporation, One Billion Six Hundred Sixty Million Eight Hundred Forty-Three Thousand Nine Hundred Thirty-

One (1,660,843,931) shares were present in person or by proxy representing an attendance of 67.03% of the total outstanding capital stock of the Corporation. Accordingly, the Secretary certified that a quorum existed for the transaction of business at hand.

### **APPROVAL OF THE PREVIOUS MINUTES**

Upon motion duly made and seconded, the reading of the minutes of the last stockholders' meeting held on 28 June 2018 was dispensed with as the same had been previously distributed to the shareholders. The Chairman provided the shareholders present at the meeting an opportunity to ask questions on the Minutes of the 2018 Annual Stockholders' Meeting, however, none was raised.

The Minutes of the said meeting was thereafter approved as follows:

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Approval of the Minutes of the Previous Annual Stockholders' Meeting held on 28 June 2018.	1,660,843,931	0	0

The following resolution was likewise passed:

“RESOLVED, that the Minutes of the Annual Meeting of the Stockholders of **A Brown Company, Inc.** held on 28 June 2018 is hereby approved.”

### **PRESIDENT'S REPORT AND PRESENTATION OF AUDITED FINANCIAL STATEMENTS**

At the request of the Chairman, the President, Mr. Robertino E. Pizarro, presented the report on the Corporation's operations for the year ended 31 December 2018 as well as the results as of the end of the First Quarter of 2019, and noted the following performance highlights:

#### ***2018 Consolidated Income Statement and Financial Position***

In 2018 Total Revenues amounted to ₱826.1 Million, about 50% better than 2017's figure of ₱551.4 Million. The main source of sales is the Real Estate Business, taking 85% of the pie, followed by Crude Palm Oil and finally, the Water Services Business. In 2018, Consolidated Net Income amounted to ₱288.8 Million, approximately 4.0% lower than the prior year's Net Income of ₱299.5 Million.

#### ***Results of Operations as of First Quarter 2019***

Based on the revised 1st Quarter Report 2019, Results of Operations as of First Quarter 2019, net income after tax of ₱181.2 Million as compared to a ₱97.5 Million for the same quarter last year, an increase by 86% or ₱86.7 Million.

#### ***Ongoing Subdivision Projects***

The shareholders were likewise apprised of the status of the following projects which are currently in various stages of development:

- a. Ignatius Enclave
- b. Xavier Estates Ventura Residences II
- c. The Terraces in Xavier Estates

- d. West Highlands

***Power Business and Infrastructure Projects***

Next presented by Mr. Pizarro are the status updates on the Company’s power businesses and infrastructure projects:

- a. Palm Concepcion
- b. Mindanao Peaking Projects
- c. Opol Bulk Water Project
- d. PNR East-West Rail Project
- e. Metro Manila Solid Waste Management Project
- f. Proposed Irradiation Facilities Project

The President likewise presented the Corporation’s Audited Financial Statements.

Thereafter, the Chairman opened the floor for questions to be raised on the report on the Corporation’s operations. He noted that representatives of the Corporation’s external auditor, SyCip Gorres Verayo & Co., will be on hand to entertain questions on the Corporation’s financial reports.

No questions, however, were raised by the shareholders present on the reports on the Corporation’s operations and its Audited Financial Statements. No questions having been raised, the President’s Report for the year ended 31 December 2018 together with the Audited Financial Statements for the Fiscal Year ended 31 December 2018, upon motion duly made and seconded, were approved as follows:

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Approval of President’s Report for the year ended 31 December 2018	1,660,843,931	0	0
Approval of the Audited Financial Statements for the Year Ended 31 December 2018	1,660,843,931	0	0

The following resolution was likewise approved:

“RESOLVED, that the President’s Report on the Operations and Results of **A Brown Company, Inc.** for 2018, together with the Audited Financial Statements and accompanying notes for the year ended 31 December 2018, be approved.”

**RATIFICATION OF ALL ACTS OF THE BOARD, THE EXECUTIVE COMMITTEE AND MANAGEMENT**

The next item in the agenda was the ratification of the corporate acts.

After the motion to confirm, ratify, and approve all the acts of the Board of Directors and Officers of the Corporation from the date of the last meeting up to date of the present meeting was duly made and seconded; the Chairman opened the floor for issues to be taken up pertaining to the ratification of all corporate acts. No questions or issues, however, were raised on the corporate acts. Accordingly, motion was then approved as follows:

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Ratification of all acts of the Board of Directors and Officers from the date of the last meeting up to the date of the present meeting.	1,660,843,931	0	0

The following resolution was likewise approved:

“RESOLVED, that all acts of the Board of Directors and Officers of **A Brown Company, Inc.** from the date of the last meeting of the shareholders on 28 June 2018 up to the date of this meeting, are hereby confirmed, ratified and approved.”

### **ELECTION OF DIRECTORS**

The next item in the agenda is the election of the members of the Board of Directors for the ensuing year. The Chairman noted that the profiles of those nominated for election as members of the Board were included in the Company’s Information Statement as well as in the Annual Report. The information included their age, nationality, qualifications, dates of first appointment and other directorships in publicly- listed companies.

After their nominations were duly made and seconded from the floor, the following persons were elected as members of the Board of Directors of the Corporation for the year 2018-2019 after receiving the votes indicated opposite their names:

	<b>Number of Votes Received</b>
Walter W. Brown	1,660,843,931
Robertino E. Pizarro	1,660,843,931
Annabelle P. Brown	1,660,843,931
Elpidio M. Paras	1,660,843,931
Thomas G. Aquino	1,660,843,931
Antonio S. Soriano	1,660,843,931
Joselito H. Sibayan	1,660,843,931
Renato N. Migriño	1,660,843,931
Jun Hou	1,660,843,931

Messrs. Paras and Aquino were elected as independent members of the Board in accordance with the requirements of the Securities Regulation Code and the Code of Corporate Governance.

### **APPOINTMENT OF EXTERNAL AUDITOR**

The Body next considered the appointment of the Corporation’s external auditors for Year 2019.

The Chairman announced that the Corporation’s Audit Committee has recommended, and the Board of Directors has endorsed for the consideration of the shareholders, the re-appointment of SyCip Gorres Velayo & Co. as the Corporation’s external auditors for the Year 2019.

No questions or objections having been raised by the shareholders present despite opportunity having been given by the Chairman, the proposal to re-appoint SyCip Gorres Velayo & Co. as the Corporation’s external auditor for Year 2019 was approved by the shareholders as follows:

<b>AGENDA ITEM</b>	<b>VOTES IN FAVOR</b>	<b>VOTES AGAINST</b>	<b>ABSTAIN</b>
Appointment of SGV & Co. as External Auditor for 2019	1,660,843,931	0	0

The following resolution was likewise approved:

“RESOLVED, that SyCip Gorres Velayo & Co. be appointed as the external auditor of **A Brown Company, Inc.** for Year 2019.”

**ADJOURNMENT**

The Chairman then encouraged the stockholders to ask questions or raise any issues they may have, but no questions were asked on the floor. There being no other matters to discuss, the meeting was adjourned.

Attested By:

**WALTER W. BROWN**  
Chairman

**JASON C. NALUPTA**  
Corporate Secretary