

MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS
OF
METRO GLOBAL HOLDINGS CORPORATION

Held on 11 December 2020 (10:00 a.m.)

By remote communication (via Zoom Conference)

STOCKHOLDERS PRESENT:

No.	Stockholders	Subscription	Paid-Up	Percentage to Total Outstanding Capital Stock
1.	Fil-Estate Management, Inc.	1,757,690,197	P1,757,690,197.00	87.88450
2.	Robert John L. Sobrepeña	241,000	P241,000.00	0.01205
3.	Ferdinand T. Santos	1,000	P1,000.00	0.00000
4.	Enrique A. Sobrepeña, Jr.	1,000	P1,000.00	0.00000
5.	Noel M. Cariño	1,506,500	P1,506,500.00	0.07532
6.	Rafael Perez de Tagle, Jr.	1,000	P1,000.00	0.00000
7.	Alice Odchigue-Bondoc	1	P1.00	0.00000
8.	Francisco C. Gonzalez	1,000	P1,000.00	0.00000
9.	Jaime M. Cacho	1	P1.00	0.00000
10.	Jose Domingo P. Swann	7,000	P7,000.00	0.00000
11.	William Russell L. Sobrepeña	82,000	P82,000	0.00400
12.	Eduardo Borja (<i>lodged with broker</i>)	1,000	P1,000.00	0.00000
13.	Abigail Sy (<i>lodged with broker</i>)	10,000	P10,000.00	0.00100
14.	Tan Tok Suy (<i>lodged with broker</i>)	10,000	P10,000.00	0.00100
15.	Solita S. Alcantara	15,000	P15,000.00	0.00100
16.	Rafael Alunan III	16	P16.00	0.00000
	Total	1,759,566,715	P1,759,566,715.00	87.98%

DIRECTORS PRESENT:

1. Mr. Robert John L. Sobrepeña (Chairman and Chief Executive Officer)
2. Atty. Ferdinand T. Santos (President)
3. Mr. Noel M. Cariño
4. Mr. Rafael Perez de Tagle, Jr.
5. Mr. Francisco C. Gonzalez
6. Mr. Jaime M. Cacho
7. Atty. Alice Odchigue-Bondoc (Assistant Corporate Secretary)
8. Mr. Rafael Alunan III
9. Mr. Roberto S. Roco

OFFICERS PRESENT:

1. Mr. Ramon Jimenez (Chief Finance Officer)
 2. Atty. Gilbert Reyes (Corporate Secretary)
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1. Call to Order

Mr. Robert John L. Sobrepeña, the Chairman of the Board of Directors, called the meeting to order and presided over the same. Atty. Gilbert Raymund T. Reyes, the Corporate Secretary, recorded the minutes of the proceedings.

2. Determination and Certification of Quorum

The Corporate Secretary certified to the existence of a quorum, there being present in person or by proxy the owners of 87.98% of the total outstanding capital stock of the Corporation.

3. Reading and Approval of Minutes of Previous Meeting

The first item on the agenda was the reading and approval of the minutes of the preceding annual meeting of the stockholders held on 6 December 2019. Upon motion duly made and seconded, the reading of the minutes of the 6 December 2019 annual stockholders' meeting was dispensed with, since copies of the same were distributed to the stockholders prior to the meeting. Thereafter, there being no questions and objections, and upon motion duly made and seconded, the minutes of the 6 December 2019 annual stockholders' meeting were unanimously approved.

4. Report of the Chief Executive Officer

Mr. Sobrepeña, the Corporation's Chairman of the Board and Chief Executive Officer, then reported on the Corporation's corporate and project structures.

He noted that the Corporation is divided into two divisions: the Infrastructure Division, i.e., Metro Rail Transit Corporation ("MRTC"), MRT Development Corporation ("MRTDC"), and Metro Renewable Transport Solutions, Inc; and the Renewable Energy Division, i.e., Metro Solar Power Solutions, Inc. and Metro Global Renewable Energy Corporation.

Operating Businesses

Mr. Sobrepeña then updated the stockholders on the operations of the Corporation's train-related companies, i.e., MRTC and MRTDC.

As for MRTC, Mr. Sobrepeña announced that Sumitomo's rail system rehabilitation would be substantially completed this year while the LRV/train overhaul would be completed by next year.

He also reported that on 11 August 2020, the Permanent Court of Arbitration in Singapore rendered an Award in favor of MRTC against the Republic of the Philippines in the amount of USD23 million as of date of the award. It is subject to a 6% interest which would continue to accrue until final settlement.

As for MRTDC, he said that it continues to earn from the following revenues: (1) Trinoma mall royalties which are paid directly to the stockholders; (2) leasing of the commercial retail spaces in the MRT stations; and (3) advertising along the MRT system. Mr. Sobrepeña reported that Mediaworld was incorporated as a wholly-owned subsidiary of MRTDC to handle all of the Company's billboard and LED advertising requirements.

Projects in the Development Stage

Mr. Sobrepeña called on Mr. Jaime Cacho, director and Senior Vice President for Project Development, to discuss updates on the Corporation's renewable energy projects.

Pililla One Solar Project

Mr. Cacho presented updates on Metro Solar Power Solutions, Inc.'s Pililla One Solar Project, which is a 65MW Solar Farm located in Pililla, Rizal. He reported that the Corporation recently signed a Service Contract and obtained a

Certificate of Registration from the Department of Energy. For the permits required, Mr. Cacho reported that the land conversion process is expected to be completed by January 2021. A lease contract and joint venture agreement with land owners were signed. Initial survey work and the site development plan had been completed. The Corporation expects to start the project in the second quarter of 2021.

BLISTT Waste to Energy Project

Mr. Cacho then presented updates on the BLISTT Waste to Energy Project of Metro Global Renewable Energy Corporation. This project is being proposed to the City of Baguio and municipalities of La Trinidad, Itogon, Sablan, Tuba, and Tublay ("BLISTT"). The Waste to Energy Facility will be capable of generating 10MW of electricity while processing up to 500 metric tons of municipal solid waste every day and converting said waste into Refuse Derived Fuel.

This project is at the Pre-Feasibility study stage, and is expected to be completed by January 2021. This stage will be followed by the submission of an unsolicited proposal to the City of Baguio and concerned municipalities. Thereafter, the Corporation will enter into a definitive agreement under a Public Private Partnership/Joint Venture arrangement.

Baguio Mass Transit Project

Mr. Sobrepeña reported that the Corporation incorporated a new company, i.e., Metro Renewable Transport Solutions, Inc., to pursue the Baguio Mass Transit Project in partnership with BYD Corporation ("BYD") to produce Baguio's sky shuttle project. Mr. Sobrepeña called on Mr. Rafael Perez de Tagle, director, to discuss updates on this project.

Mr. de Tagle introduced BYD, the partner of the Corporation for the Baguio Mass Transit Project, which is a Mass Transport Plan involving a phased introduction of new, clean and green transport solutions for Baguio City using the BYD technology. Mr. de Tagle reported that the Baguio Mass Transit Project includes the BYD Sky Shuttle Monorail System and electric buses that will provide transport services from the central terminal to secondary routes.

The Corporation's industrial partners include Valmet and BMH Technology. Mr. de Tagle reported that the Pre-Feasibility Study on the project was then on-going, and the submission of an unsolicited proposal to the City of Baguio will follow. Thereafter, the Corporation will enter into a definitive agreement under a Public Private Partnership/Joint Venture arrangement.

5. Report of the Chief Finance Officer

Thereafter, Mr. Ramon G. Jimenez, the Corporation's Chief Finance Officer, reported on the Corporation's financial highlights.

Mr. Jimenez reported on the Corporation's equity ownership in MRT companies, i.e., Metro Rail Transit Holdings, Inc. ("MRTH I"), Metro Rail Transit Holdings II, Inc. ("MRTH II"), Monumento Rail Transit Corporation ("Monumento Rail"), and MRTDC. He said that the Corporation is 87.9% owned by Fil-Estate Management, Inc. ("FEMI").

He then reported the Income Statement highlights for the years ended 31 December 2018 and 2019. The net income of the Corporation in 2019 decreased by 19% or PHP4.2 million compared to the net income in 2018. He noted that such decrease can be attributed to the changes in the following major income and expense accounts:

1. The Corporation's share in lease rental income in Trinoma mall, which continues to be the main source of income of the Corporation, increased from PHP29.5 million in 2018 to PHP30.3 million in 2019.
2. The Corporation increased its income by PHP20.3 million in 2019 because of the reversal of previous year expenses and accruals brought about by the assumption by MRTC of the Corporation's consultancy agreement with Arch Advisory Ltd.
3. The general and administrative expenses of the Corporation decreased, mainly because of the reduction of consultancy fees, from PHP14.6 million in 2018 to PHP5 million in 2019.
4. However, the "other expense account", i.e., impairment loss recognized by the Corporation on its available for sale financial assets of PHP24.9 million, offset this reported increase. Thus, for 2019, the Corporation reported a net income of only PHP18.2 million compared to the reported income in 2018 in the amount of PHP22.4 million.

Mr. Jimenez reported that the Corporation's Total Assets as of 31 December 2019 amounted to PHP1.54 billion, which is lower by 1.3%, or by PHP20.1 million, than the Total Assets of PHP1.56 billion as of 31 December 2018. 95% of such amount is accounted for by the Corporation's investments in MRTH I and MRTH II.

The Corporation's Total Liabilities decreased by PHP37.8 million, or by 2%, from PHP1.58 billion as of 31 December 2018 to PHP1.54 billion as of 31 December 2019. Mr. Jimenez noted that the income tax payable increased by 100% from PHP3.8 million in 2018 to PHP7.6 million in 2019 as a result of the increase in taxable income of the Corporation brought about by the reversal of consultancy fees in previous years.

Mr. Jimenez shared that the Corporation's Stockholders' Equity improved by PHP17.7 million or 47%, from a negative equity balance of PHP24.3 million in 2018 to a negative equity balance of PHP6.6 million in 2019.

He then discussed the effect on the Stockholders' Equity of the increase of the Corporation's authorized capital stock from PHP2 billion, divided into 2 billion shares with a par value of PHP1 per share, to PHP5 billion, divided into 5 billion shares with a par value of PHP1 per share, which was approved by the stockholders on 22 November 2018. FEMI subscribed to an additional 750 million common shares at PHP1 per share from the PHP3 billion increase, thereby increasing its equity ownership to PHP2.5 billion or 91.2%. As a result, there will be unsubscribed common shares amounting to PHP2.25 billion, which is a potential source of funding for the Corporation once these shares are offered for public trading at the Philippine Stock Exchange.

Mr. Jimenez then announced the Corporation's forecasts for the year 2020. He said that there is a projected decrease in the Corporation's share in lease rental income from North Triangle Depot Commercial Corporation, which may be offset by the projected dividends from MRTDC. Despite the pandemic, he noted that MRTDC's advertising revenue has steadily increased, which may initiate the declaration of cash dividends by end of 2020.

The stockholders were then given the opportunity to ask questions or to comment on the Reports. However, no queries were submitted.

6. Approval of the Annual Management Report and Audited Financial Statements for the Calendar Year Ended 31 December 2019

The next item on the agenda was the approval of the Annual Management Report and Audited Financial Statements for the calendar year ended 31 December 2019. There being no questions and objections, and upon motion duly made and seconded, the stockholders unanimously approved the Annual Management Report and Audited Financial Statements for the calendar year ended 31 December 2019.

7. Ratification of the Actions and Proceedings Taken by the Board of Directors, Various Committees, and Corporate Officers from 2019 to Present

The Chairman then asked the stockholders to ratify the actions and proceedings taken by the Board of Directors, the various Committees constituted pursuant to the Code of Corporate Governance, and corporate officers for the year 2019 up to the present. Copies of the minutes of the Board and

Committee meetings were made available for the stockholders' inspection at the Corporate Secretary's desk prior to the meeting.

There being no questions and objections, and upon motion duly made and seconded, the stockholders unanimously approved a resolution adopting, confirming, and ratifying all the corporate actions and proceedings undertaken by the Corporation's Board of Directors, the various Committees constituted pursuant to the Code of Corporate Governance, and corporate officers, for the year 2019 up to the present.

8. Election of Directors for the Year 2020 to 2021

The stockholders proceeded with the election of the directors of the Corporation for 2020 to 2021. Upon motion duly made and seconded, the following were unanimously elected as directors of the Corporation for 2020 to 2021, and until their successors are duly elected and qualified in accordance with the Corporation's By-Laws:

Robert John L. Sobrepeña
 Ferdinand T. Santos
 Noel M. Cariño
 Alice Odchigue-Bondoc
 Rafael Perez de Tagle, Jr.
 Jaime M. Cacho
 Roberto S. Roco
 Francisco C. Gonzalez (as independent director)
 Rafael Alunan III (as independent director)

9. Appointment of External Auditor

Upon motion duly made and seconded, the stockholders unanimously approved the appointment of auditing firm of Isla Lipana & Co. as the external auditor of the Corporation for the current calendar year ending 31 December 2020.

10. Adjournment

There being no further business to discuss, the meeting was thereupon adjourned.

SUMMARY OF THE VOTING FOR EACH AGENDA ITEM:

ITEM	VOTING RESULT
1. Approval of Minutes of Previous Meeting	Unanimously approved
2. Approval of the Annual Management Report and Audited Financial Statements for the Calendar Year Ended 31 December 2019	Unanimously approved
3. Ratification of the Actions and Proceedings Taken by the Board of Directors, Various Committees, and Corporate Officers from 2019 to Present	Unanimously approved
4. Election of Directors for the Year 2020 to 2021	Unanimously voted upon: Robert John L. Sobrepeña Ferdinand T. Santos Noel M. Cariño Alice Odchigue-Bondoc Rafael Perez de Tagle, Jr. Jaime M. Cacho Roberto S. Roco Francisco C. Gonzalez (as independent director) Rafael Alunan III (as independent director)
5. Appointment of External Auditor	Unanimously appointed: Isla Lipana & Co.

ATTEST:


ROBERT JOHN L. SOBREPEÑA
 Chairman


GILBERT RAYMUND T. REYES
 Corporate Secretary