

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS OF CENTRAL AZUCARERA DE TARLAC, INC. HELD ON 31 JANUARY 2023 AT 10:00 A.M.

The annual meeting of the stockholders of Central Azucarera de Tarlac, Inc. was held on 31 January 2023, at 10:00 a.m., at the Clubhouse of Luisita Golf and Country Club, San Miguel, Tarlac City. The attendance of the Board of Directors at the said meeting was as follows:

Present: Mr. Martin Ignacio P. Lorenzo
Mr. Fernando C. Cojuangco
Mr. Fernan Victor P. Lukban
Mr. Benjamin I. Espiritu
Mr. Renato B. Padilla
Absent: Mr. Vigor D. Mendoza II

1. CALL TO ORDER

The meeting was called to order by the Chairman, Mr. Martin P. Lorenzo. Atty. Janette L. Peña, Corporate Secretary, recorded the minutes thereof.

2. PROOF OF NOTICE MEETING

At the request of the Chairman, the Secretary submitted to the meeting the following:

- (a) A copy of the printed notice of annual stockholder's meeting, dated 21 December 2022, stating the date, time, venue, agenda, and procedure for participation at the meeting;
- (b) A copy of the certification of service;
- (c) A copy of the Definitive Information Statement (SEC Form 20-IS) submitted to the Securities and Exchange Commission and the Philippine Stock Exchange;
- (d) A complete list, certified by the Corporation's stock and transfer agent, of the holders of the common shares of the Corporation as of the close of business on 11 January 2023, the record date for stockholders who are entitled to notice and eligible to vote at this annual stockholders' meeting.

The Chairman ordered that the certified list of shareholders submitted to the meeting and the minute book of the Corporation be kept open for the inspection of the shareholders throughout the course of the meeting.

3. CERTIFICATION OF QUORUM

The Secretary reported to the Chairman that of the 238, 496, 840 outstanding shares of common stock entitled to vote at the meeting, the holders of at least **204,042,160** shares, representing **85.55%** of the outstanding shares are present in person

or by proxy. The Chairman announced that a quorum was present for all purposes, and that the meeting was lawfully and property convened and competent to proceed to the transaction of the business for which it had been called.

4. READING AND APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS HELD ON 25 JANUARY 2022

A motion was duly made and seconded to dispense with the reading of the minutes of the annual meeting of stockholders held on 25 January 2022 as copies thereof have been previously distributed to the stockholders.

There being no comments or questions on the Minutes of the Stockholders' Meeting held last 25 January 2022, upon motion duly made and seconded, the stockholders unanimously –

“RESOLVED, as it is hereby resolved, that the Minutes of the Stockholders' Meeting held last 25 January 2022 be, as it is hereby approved.”

5. APPROVAL OF THE ANNUAL REPORT AND THE AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING JUNE 30, 2022

The Chairman presented to the meeting the annual report of the Corporation for the fiscal year 2021-2022 containing among others the audited financial statements as at 30 June 2022.

There being no further comments on or objections to the Annual Report and the Audited Financial Statements for the fiscal year ending 30 June 2022, and upon motion duly made and seconded, the same was approved by the stockholders representing majority of the outstanding capital stock of the corporation.

6. RATIFICATION AND CONFIRMATION OF ALL ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND OFFICERS SINCE THE LAST ANNUAL MEETING OF THE STOCKHOLDERS

The Secretary presented a summary of the various Board Resolutions adopted and approved by the Board of Directors since the last annual meeting of the stockholders on 25 January 2022. There being no comments and objections, upon motion duly made and seconded the following resolution was unanimously approved:

“RESOLVED, That all corporate acts and transaction since the annual meeting of the stockholders held on 25 January 2022, including the acts of the Board of Directors, officers and management, as reflected in the minutes of the meetings, financial statements and other records of the Corporation, be, as they are hereby, approved, ratified and confirmed.”

7. ELECTION OF DIRECTORS

The Chairman called on the Secretary to present the nominees for the position of director and independent director to be elected in today's annual stockholders' meeting,

and to hold office until the next annual meeting or until their successors have been elected and qualified.

The Secretary announced the six (6) nominees for the position of director, whose names and qualifications are set forth in the Information Statement that had been distributed to all stockholders, namely:

MARTIN IGNACIO P. LORENZO	Director
FERNANDO C. COJUANCO	Director
VIGOR D. MENDOZA	Director
FERNAN VICTOR P. LUKBAN	Director
RENATO B. PADILLA	Independent Director
BENJAMIN I. ESPIRITU	Independent Director

Mr. Renato B. Padilla and Mr. Benjamin I. Espiritu are being nominated for the position of Independent Director. As Messrs. Padilla and Espiritu have served the maximum term limit for independent directors of 9 years, reckoned from 2012, under SEC MC No. 4 – 2017, the Board also recommended the extension of their terms to the stockholders for approval.

The Secretary also announced that the Corporate Governance Committee has not received any nominations other than the aforementioned nominees within the period for submission of nominations. The Chairman, nonetheless, called for further nominations but none were made.

Another motion was made to: (a) approve the recommendation of the Board for the extension of term of Messrs. Padilla and Espiritu as Independent Directors; and (b) to close the nominations and to declare the election of the foregoing nominees considering that there are no other nominees. Said motion was duly seconded, and there being no opposition, the Chairman declared the approval of the term extension of Messrs. Padilla and Espiritu as Independent Directors, and directed the Secretary to cast the votes of all the stockholders who were present or who have given their proxies in favor of those nominated. Whereupon the following were declared as the duly elected directors of Central Azucarera de Tarlac, Inc.:

Mr. Martin Ignacio P. Lorenzo
Mr. Fernando C. Cojuanco
Mr. Vigor D. Mendoza II
Mr. Fernan Victor P. Lukban
Mr. Renato B. Padilla
Mr. Benjamin I. Espiritu

The Secretary informed the body that three persons were nominated for consideration but the period for nomination had closed. As the Corporation's Articles of Incorporation provide for 9 board seats, the Board intends to fill the remaining 3 slots as soon as regulatory requirements are complied with and will call a special shareholders meeting for the election of three additional directors.

8. APPOINTMENT OF EXTERNAL AUDITOR

The Accounting firm of SYCIP GORRES VELAYO & COMPANY was appointed as the independent auditors of the Corporation for the fiscal year 2022-2023.

9. SUCH MATTERS AS MAY PROPERLY COME BEFORE THE MEETING

The Chairman inquired from the stockholders if there are other matters that they wish to discuss.

10. ADJOURNMENT

There being no further business, the meeting, on motion duly made, seconded and carried, was adjourned.

The Chairman announced that an organizational meeting of the Board of Directors will be held immediately after the adjournment.



JANETTE L. PEÑA
Secretary of the Meeting

Attested by:



MARTIN IGNACIO P. LORENZO
Chairman of the Meeting