

**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS
OF CENTRAL AZUCARERA DE TARLAC, INC.
HELD ON 28 JANUARY 2025 AT 10:00 A.M.**

The annual meeting of the stockholders of Central Azucarera de Tarlac, Inc. was held on 28 January 2025, 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 in Person:	Mr. Martin Ignacio P. Lorenzo Mr. Fernan Victor P. Lukban Mr. Benjamin I. Espiritu Mr. Mateo Rafael L. Lorenzo
Present by Remote Communication	Mr. Fernando C. Cojuangco Mr. Pedro Francisco B. Cojuangco Mr. Renato B. Padilla
Absent:	Mr. Martin Diego L. Lorenzo, Jr.

The attendance of Officers at said meeting was as follows:

Martin Ignacio P. Lorenzo	Chairman of the Board & Chief Executive Officer
Fernando C. Cojuangco	President & Chief Operating Officer
Cecile D. Macaalay	Chief Financial Officer; Investment Relations Officer
Fernan Victor P. Lukban	Treasurer
Janette L. Peña	Corporate Secretary
Addison B. Castro	Asst. Corp. Secretary & Compliance Officer

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 reported that the Notice of Annual Meeting was published in the Daily Tribune and The Manila Times on 25 and 26 December 2024 in accordance with the SEC's Notice by newspaper publication as an alternative mode of distribution of Notices of Annual Shareholders Meetings of publicly listed corporations. In accordance with the SEC's guidelines on this alternative mode of distribution, the Notice stated the date, time, venue, agenda, and procedure for participation at the meeting; and informed the shareholders of the availability of the information statement, together with the management report, notice of meeting, registration procedure and how to access the relevant documents for the annual stockholders' meeting such as the Company's (a) Annual Report with Financial Statements for the fiscal year ending 30 June 2024 and the Independent Auditor's Report; and (b) Quarterly Report ending 30 September 2024.

The responsible persons of both newspapers have issued their respective Affidavits of Publication as proof that the Notice of Meeting has been properly published.

As stated in the notice, the purposes of this meeting are as follows:

1. Reading and Approval of the Minutes of the Annual Meeting of Stockholders Held on 30 January 2024;

2. Approval of the Annual Report and the Audited Financial Statements for the Fiscal Year ending 30 June 2024;
3. Ratification and Confirmation of All Acts and Proceedings of the Board of Directors and Officers Since the last Annual Meeting of the Stockholders;
4. Election of Directors (with Extension of Term of Independent Directors);
5. Appointment of SYCIP GORRES VELAYO & COMPANY as independent auditors of the Central Azucarera de Tarlac, Inc. for fiscal year 2024-2025;
6. Finally, to transact any other business that may properly come before the meeting

The procedure for pre-registration and participation in person or by remote communication was attached to the Information Statement - Notice to Shareholders.

3. CERTIFICATION OF QUORUM

The Secretary stated that the record date for determining the shareholders entitled to vote in today's Annual Stockholders Meeting is 8 January 2025. 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 8 January 2025, the record date for stockholders who are entitled to notice and eligible to vote at this annual stockholders' meeting was presented. The Chairman ordered that the certified list of stockholders submitted to the meeting and the minute book of the Corporation be kept open for the inspection of the stockholders throughout the course of the meeting.

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 204,073,760 shares, representing 85.57% of the outstanding shares are present in person or by proxy. The list of shareholders present in person or proxy is attached to these minutes.

The Chairman announced that a quorum was present for all purposes, and that the meeting was lawfully and properly convened and competent to proceed to the transaction of the business for which it had been called. The Chairman stated that the agenda items listed in the Notice of Meeting will be presented in the order stated, with an opportunity for the stockholders to raise question or clarify any issues. Thereafter, the Chairman proposed that each item be voted upon by viva voce. Upon motion duly made and seconded, the stockholders present (in person or by proxy) unanimously approved the viva voce procedure for voting.

4. READING AND APPROVAL OF THE MINUTES OF PREVIOUS MEETINGS

A motion was duly made and seconded to dispense with the reading of the minutes of the annual meeting of stockholders held on 30 January 2024, as copies thereof have been previously distributed to the stockholders.

There being no comments or questions on the tabled Minutes of the Annual Stockholders' Meeting, upon motion duly made and seconded, the stockholders present (in person or by proxy) unanimously –

“RESOLVED, as it is hereby resolved, that the Minutes of the Stockholders' Meeting held last 30 January 2024 be, as they are hereby, approved.”

5. APPROVAL OF THE ANNUAL REPORT AND THE AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING JUNE 30, 2024

The Chairman presented to the meeting the annual report of the Corporation for the fiscal year 2023-2024 containing among others the audited financial statements as at 30 June 2024.

There being no further comments on or objections to the Annual Report and the Audited Financial Statements for the fiscal year ending 30 June 2024, and upon motion duly made and seconded, the same were unanimously approved by the stockholders present (in person or by proxy) representing at least a 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 30 January 2024. There being no comments and objections, upon motion duly made and seconded the following resolution was unanimously approved by the stockholders present (in person or by proxy):

“RESOLVED, that all corporate acts and transactions since the annual meeting of the stockholders held on 30 January 2024, 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 eight (8) 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. COJUANGCO	Director
FERNAN VICTOR P. LUKBAN	Director
RENATO B. PADILLA	Independent Director
BENJAMIN I. ESPIRITU	Independent Director
MARTIN DIEGO L. LORENZO, JR.	Director
MATEO RAFAEL L. LORENZO	Director
PEDRO FRANCISCO B. COJUANGCO	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. Cojuangco
Mr. Fernan Victor P. Lukban
Mr. Renato B. Padilla
Mr. Benjamin I. Espiritu
Mr. Mateo Rafael L. Lorenzo
Mr. Pedro Francisco B. Cojuangco
Mr. Martin Diego L. Lorenzo, Jr.

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 2023-2024 by all the stockholders present (in person or by proxy).

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