

**MINUTES OF THE ANNUAL MEETING  
OF THE STOCKHOLDERS  
OF  
TOP FRONTIER INVESTMENT HOLDINGS, INC.**

Held at Executive Dining Room, 2<sup>nd</sup> Floor, San Miguel Head Office Complex,  
No. 40 San Miguel Avenue, Mandaluyong City  
on July 10, 2018

|  |                               |
|--|-------------------------------|
| Total Number of Shares Present in Person and by Proxy: | Common - 298,431,260 (89.65%) |
|  | Preferred - 1,904,540 (100%)  |
|  | Total - 300,335,800 (89.71%)  |

|  |                       |
|--|-----------------------|
| Total Number of Shares Issued and Outstanding: | Common - 332,886,167  |
|  | Preferred - 1,904,540 |
|  | Total - 334,790,707   |

Directors Present:

Iñigo U. Zobel  
Ramon S. Ang  
Ferdinand K. Constantino  
Aurora T. Calderon  
Nelly A. Favis-Villafuerte  
Consuelo M. Ynares-Santiago  
Minita V. Chico-Nazario (*By proxy*)

Officers Present:

Bella O. Navarra  
Virgilio S. Jacinto  
Maria Rosario B. Balanza  
Irene M. Cipriano  
Ramon R. Bantigue

---

**1. CALL TO ORDER**

Mr. Iñigo U. Zobel, the Chairman of the Board, called the meeting to order and presided over the same.

After the singing of the National Anthem, Ms. Maria Rosario B. Balanza, the Investment Relations Officer, led the invocation.

**2. CERTIFICATION OF NOTICE AND QUORUM**

The Corporate Secretary, Atty. Virgilio S. Jacinto, certified that notices to the shareholders were duly sent. He certified that there are present in person or by proxy, stockholders owning and/or representing approximately 89.6% of the outstanding common shares, and 100% of the outstanding preferred shares, for a total of approximately 89.7% of the outstanding capital stock of the Company.

As the voting procedures are set out in the Information Statement, Atty. Jacinto stated, for the record, that proxies executed by stockholders owning and/or representing 89.68% of the outstanding common and preferred shares of the Company have been issued in favor of the Chairman authorizing him to vote for the approval of all corporate actions to be submitted in the meeting pursuant to the Agenda circulated to the stockholders.

**3. APPROVAL OF PREVIOUS MEETING MINUTES**

The Chairman informed the stockholders that the next item on the Agenda is the Approval of the Minutes of the Annual Stockholders; Meeting held on July 12, 2017, and that copies of the said Minutes have been posted at the registration area.

Upon motion duly made and seconded, there being no objections, the stockholders approved the following resolution:

**Stockholders Resolution No. 2018-07-10-01**  
**Approval of the Minutes of the Annual Stockholders'**  
**Meeting held on 12 July 2017**

“**RESOLVED**, as it is hereby resolved, that the stockholders approve the Minutes of the Annual Stockholders’ Meeting held on 12 July 2017.”

**4. APPROVAL OF ANNUAL REPORT FOR 2017**

Ms. Aurora T. Calderon, a Director and the Treasurer of the Company, was requested by the Chairman to deliver the Annual Report for 2017. A copy of the report is attached hereto as Annex “A”.

Thereafter, the Chairman opened the floor for questions from the stockholders.

Ms. Navarro asked for the outlook of the Company for 2018, and whether its good performance can be sustained. Mr. Ramon S. Ang, the President and Chief Executive Officer, replied that the Company had a good start this year, and 2018 is likewise expected to be another good year for the same. Its major asset, San Miguel Corporation (“SMC”), will continue to benefit from increasing sales across its businesses.

Ms. Kalaw asked which projects of SMC will be completed this year. Mr. Ang replied that for its beer business, SMC is building an additional packaging line in Sta. Rosa, Laguna, and its completion is targeted in the 4<sup>th</sup> Quarter of 2018. Meanwhile, the brewery currently under construction in Misamis Oriental is slated to be finished by next year. For its food business, Mr. Ang reported that SMC’s hotdog plant located in Cavite has been operational since April of this year, while the four (4) feedmills in Mariveles, Bulacan, Davao, and Cagayan de Oro are also all expected to be finished within 2018.

Mr. Katigbak inquired about the consolidation of SMC’s food and beverage businesses, and when its completion can be expected. Mr. Ang responded that the Company is only waiting for the release of the regulatory approvals before the follow-on offering of San Miguel Food and Beverage, Inc. can proceed. The Company is optimistic that the offering will progress timely as the same has been much anticipated by the market and the industry.

Mr. Lay posted a question on whether Petron has plans to sell gasoline products to ASEAN countries, and if so, how will the Company present itself to the ASEAN economy. Mr. Ang replied that Petron's current gasoline supply is just sufficient to meet the demands of the Philippine market. As such, Petron has no available capacity to export gasoline products.

Mr. Sanvictones asked whether the Company intends to invest elsewhere aside from SMC. Mr. Ang answered that Company is always open to study and evaluate all business opportunities, and that the stockholders will be kept fully informed of the investments that the it will make at the proper time.

There being no other questions from the stockholders, upon motion duly made and seconded, and there being no objections, the stockholders unanimously resolved to close the open forum and approve the following resolution:

**Stockholders Resolution No. 2018-07-10-02**  
**Approval of the Annual Report of the Company**

**“RESOLVED**, as it is hereby resolved, that the stockholders approve and ratify the Annual Report of the Company for 2017, as presented.”

**5. RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS**

The Chairman announced that the next item on the Agenda is the Ratification of All Acts and Proceedings of the Board of Directors and the Corporate Officers since the Annual Stockholders' Meeting held on July 12, 2017 to date. The Corporate Secretary further explained to the stockholders that the acts to be ratified are as follows:

- a. Approval of:
  - i. Minutes of Previous Meetings
  - ii. Quarterly reports on the financial performance and financial position of the Company
  - iii. Declarations of cash dividends to shareholders owning preferred shares
  - iv. 2017 Audited Financial Statements of the Company
  - v. Self-rating form of the Board of Directors
  - vi. 2018 Internal Audit Plan
  - vii. Record date and other significant dates and details for the 2018 Annual Stockholders Meeting
  - viii. Report on the qualifications of the nominees for election to the Board
  - ix. Report on the Corporate Governance Committee validation of the results of the Audit Committee performance assessment and self-rating form of the Board of Directors
  - x. Report on the Filing of the 2017 Integrated Annual Corporate Governance Report (I-ACGR) of the Company
- b. Election of officers;
- c. Creation of the following Board Committees, namely: the Audit and Risk Oversight Committee, the Corporate Governance Committee and the Related Party Transaction Committee;

- d. Approval of the Audit and Risk Oversight Committee Charter, Corporate Governance Committee Charter, and Related Party Transaction Committee Charter;
- e. Appointment of the Members of the Board Committees;
- f. Approval of the Internal Audit Charter; and
- g. Designation of depository banks, appointment of authorized signatories for banking and other corporate transactions and approval of their signing authorities and limits.

Upon motion duly made and seconded, there being no objections, the stockholders unanimously approved the following resolution:

**Stockholders Resolution No. 2018-07-10-03**  
 **Ratification of All Acts of the Board of Directors and Corporate Officers**

“RESOLVED, that all acts, resolutions and proceedings of the Board of Directors and corporate officers of the Company since the Annual Meeting of the Stockholders on 12 July 2017 until today, 10 July 2018, as set forth in the minutes of the meetings of the Board of Directors be, as they hereby are, approved, confirmed and ratified.”

**6.  APPOINTMENT OF EXTERNAL AUDITORS**

The Chairman proceeded to the nomination for the position of external auditors of the Company for fiscal year 2018. Justice Consuelo M. Ynares-Santiago, an Independent Director and Member of the Audit and Risk Oversight Committee, reported to the stockholders that the Audit and Risk Oversight Committee, after evaluation, recommends the appointment of the accounting firm of R.G. Manabat & Co. as the external auditors of the Company for the fiscal year 2018.

Upon motion duly made and seconded, there being no objections, the stockholders unanimously approved the following resolution:

**Stockholders Resolution No. 2018-07-10-04**  
 **Appointment of External Auditors for 2018**

“RESOLVED, as it is hereby resolved, that R. G. Manabat & Co. be, as they hereby are, appointed as the external auditors of the Company for the fiscal year 2018.”

**7.  ELECTION OF DIRECTORS**

The Corporate Secretary, upon request of the Chairman, presented to the stockholders the names of the nominees for election to the Board of Directors, namely:

- 1. Iñigo U. Zobel
- 2. Ramon S. Ang
- 3. Ferdinand K. Constantino
- 4. Aurora T. Calderon
- 5. Nelly A. Favis-Villafuerte
- 6. Consuelo M. Ynares-Santiago - Independent Director
- 7. Minita V. Chico-Nazario - Independent Director

The Chairman explained that the Information Statement circulated to the stockholders provided the names of the nominees for election as independent directors of the Board of Directors and they are Justices Consuelo M. Ynares-Santiago and Minita V. Chico-Nazario. The Chairman likewise informed the stockholders that the Board has identified the named independent directors to comply with the mandatory requirements imposed by the Securities and Exchange Commission.

A motion was made to dispense with the balloting for the election of directors considering that the number of directors to be elected is seven (7) and there are only seven (7) nominees. It was further moved that all the seven (7) nominees be unanimously elected as directors of the Company for the ensuing year, until their successors are elected and qualified, and that the votes of the stockholders present and represented by proxies be distributed and recorded accordingly.

Upon motion duly made and seconded, there being no objections, the stockholders unanimously approved the following resolution:

**Stockholders Resolution No. 2018-07-10-05**  
**Election of Directors**

“**RESOLVED**, that the following be, as they hereby are, elected as members of the Board of Directors of the Company, to serve as such for the ensuing year, until their successors are duly elected and qualified:

1. Iñigo U. Zobel
2. Ramon S. Ang
3. Ferdinand K. Constantino
4. Aurora T. Calderon
5. Nelly A. Favis-Villafuerte
6. Consuelo M. Ynares-Santiago - Independent Director
7. Minita V. Chico-Nazario - Independent Director”

On behalf of Management, the Chairman welcomed the newly-elected members of the Board of Directors and thanked the stockholders for their vote of confidence.

**8. ADJOURNMENT**

The Chairman inquired if any of the stockholders have any matter to present in the assembly.

There being no other matters to be discussed, the meeting was adjourned upon motion duly made and seconded. The Chairman thanked all stockholders present for attending the 2018 Annual Stockholders’ Meeting of the Company.

**A T T E S T:**

**IÑIGO U. ZOBEL**  
Chairman

**VIRGILIO S. JACINTO**  
Corporate Secretary

## 2017 Annual Report

### Financial Performance

Management is pleased to report that Top Frontier delivered strong results in 2017. As you are aware, our company's performance reflects primarily that of our principal subsidiary—San Miguel Corporation, and 2017 was an exceptional year for San Miguel.

Consolidated sales revenue of Top Frontier and subsidiaries amounted to P826 billion, a hefty 21% improvement over the 2016 level of P685 billion. The core businesses...food, beverage and packaging... all delivered outstanding results. The new businesses...Petron, Power and Infrastructure... also turned in healthy revenue and income growth, with Petron registering peak revenues and income.

2017 consolidated income from operations grew 12% to P108.5 billion from P97 billion of year ago while earnings before interest, taxes and depreciation (EBITDA) jumped 12% to P145.7 billion. Our recurring net income of P53.3 billion, was likewise 11% higher than the previous year's P48.1 billion.

San Miguel's diversification program that began ten years ago has resulted in the biggest gains for the company thus far. For 2017, the new businesses ---Petron, Power and Infrastructure --- already contributed 59.2% of consolidated operating income.

### Ongoing Expansion Projects

In the last few years, San Miguel has continuously invested in new plants, expanded production and modernized operations. To meet the growing demand for its products, SMC is working to complete, within the next three years, the largest capacity expansion in the history of its food and beverage businesses. Its expansion projects are:

- A new brewery is being constructed in Misamis Oriental, Northern Mindanao.
- The capacity of the beer bottling plant in Sta. Rosa, Laguna is also being expanded.
- A total of 17 new facilities for the food business are being built.
- This year, a new hotdog manufacturing facility in Cavite which doubled its capacity was completed and inaugurated.
- A feed mill in Mariveles, Bataan was also completed while another one in Bulacan province is being constructed.

The decision of San Miguel to consolidate San Miguel Brewery Inc., San Miguel Pure Foods Company Inc., and Ginebra San Miguel, Inc., is to create a powerhouse consumer company -- San Miguel Food and Beverage, Inc. The consolidation will allow us to extract optimum synergies and leverage on their combined strengths.

For the new businesses:

- Petron continues to expand its retail network in the Philippines and in Malaysia. Its service stations number more than 3,000 to date.
- The last section of the Tarlac-Pangasinan-La Union Expressway is being completed and a proposal to extend this was recently submitted.
- The Skyway Stage 3, MRT-7, Boracay Airport expansion, and Bulacan Bulk Water Supply projects, are all progressing.

- The proposal to build a new international airport on a 2,500-hectare complex in Bulacan will be a game-changer for the Philippines. This airport complex will feature four runways with space for an additional two; modern passenger terminals with capacity for 100 million, scalable up to 200 million, and a modern air cargo complex.

### **Mining Projects**

Clariden Holdings, Inc., which owns the Nonoc nickel mining project in Surigao and some gold and copper mines in Mt. Cadig, Bango and North Davao, continues to implement exploration and rehabilitation of mine site facilities in preparation for future operations.

Community development programs in support of environmental protection and management, safety and health, and other social development activities for its host communities are also continuously being undertaken. In 2017, particular focus was made to help in the rebuilding efforts for Marawi. San Miguel donated P1.5 billion for the construction of new houses for families affected by the siege. In addition, a business startup package of P2 million each was provided to honor the 166 soldiers and policemen who perished in the Marawi conflict.

### **First Quarter 2018 Results**

Your company had a good start for the first quarter of 2018. Consolidated revenues posted a huge jump of 20% to P234.3 billion fueled by growth across all the businesses of San Miguel. Income from operations reached P32 billion, 19% higher than the same period in 2017 while recurring net income was 28% higher at P19.2 billion.

We aim to deliver even greater growth as we continue to grow our businesses and help attain our country's goals and aspirations.

On behalf of Mr. Zobel, Mr. Ang and your management, we would like to thank you, our fellow stockholders, for your continued confidence and support.

Again, maraming salamat po at magandang hapon sa inyong lahat.

## Voting Results

| Election of the Board of Directors |                             |               |         |           |               |
|------------------------------------|-----------------------------|---------------|---------|-----------|---------------|
| NO.                                | NOMINEE                     | FOR           | AGAINST | ABSTAIN   | TOTAL         |
| 1                                  | IÑIGO U. ZOBEL              | 298,332,617   | 0       | 9,263     | 298,341,880   |
| 2                                  | RAMON S. ANG                | 298,326,716   | 15,164  | 0         | 298,341,880   |
| 3                                  | FERDINAND K. CONSTANTINO    | 297,026,376   | 40,465  | 1,275,039 | 298,341,880   |
| 4                                  | AURORA T. CALDERON          | 297,053,399   | 15,164  | 1,273,317 | 298,341,880   |
| 5                                  | NELLY A. FAVIS-VILLAFUERTE  | 297,066,841   | 0       | 1,275,039 | 298,341,880   |
| 6                                  | CONSUELO M. YNARES-SANTIAGO | 298,301,415   | 40,465  | 0         | 298,341,880   |
| 7                                  | MINITA V. CHICO-NAZARIO     | 298,341,880   | 0       | 0         | 298,341,880   |
|                                    | TOTAL                       | 2,084,449,244 | 111,258 | 3,832,658 | 2,088,393,160 |

| RESOLUTION   | FOR         |         | AGAINST |    | ABSTAIN |        | TOTAL       |         |
|--|-------------|---------|---------|----|---------|--------|-------------|---------|
| Approval of the Minutes of the Annual Stockholders' Meeting held on July 12, 2017  | 298,341,752 | 89.623% | 0       | 0% | 128     | 0.000% | 298,341,880 | 89.623% |
| Approval of the Annual Report of the Company for year ended December 31, 2017  | 298,290,707 | 89.607% | 0       | 0% | 51,173  | 0.015% | 298,341,880 | 89.623% |
| Ratification of all the acts and proceedings of the Board of Directors and Officers since the Annual Stockholders' Meeting held on July 12, 2017 | 298,290,707 | 89.607% | 0       | 0% | 51,173  | 0.015% | 298,341,880 | 89.623% |
| Appointment of R.G. Manabat & Co. as external auditors of the Company for fiscal year 2018   | 298,341,752 | 89.623% | 0       | 0% | 128     | 0.000% | 298,341,880 | 89.623% |