

**MINUTES OF THE ANNUAL STOCKHOLDERS’ MEETING OF LT GROUP, INC. HELD
ON MAY 3, 2023 AT 10:00 A.M. VIA REMOTE COMMUNICATION**

STOCKHOLDERS:

In Person	1,206,400 shares	0.011%
By Proxy	8,718,845,116 shares	80.570%
	8,720,051,516 shares	80.582%

PRESENT:

DR. LUCIO C. TAN	-	CHAIRMAN/CEO
CARMEN K. TAN	-	DIRECTOR
LUCIO C. TAN III	-	VICE CHAIRMAN/COO
MICHAEL G. TAN	-	DIRECTOR/PRESIDENT
KARLU T. SAY	-	DIRECTOR
VIVIENNE K. TAN	-	DIRECTOR
JUANITA T. TAN LEE	-	DIRECTOR/TREASURER
JOHNIP G. CUA	-	INDEPENDENT DIRECTOR
MARY G. NG	-	INDEPENDENT DIRECTOR
WILFRIDO E. SANCHEZ	-	INDEPENDENT DIRECTOR
FLORENCIA G. TARRIELA	-	INDEPENDENT DIRECTOR

I. CALL TO ORDER

The Vice Chairman and COO, Mr. Lucio C. Tan III, called the meeting to order and presided over the same. The Corporate Secretary, Ms. Ma. Cecilia L. Pesayco, then informed everyone that meeting is being convened via the Zoom webinar application and that it is being recorded in accordance with the requirement of the Securities and Exchange Commission.

The Vice Chairman then acknowledged the Directors present in the meeting, namely, Dr. Lucio C. Tan, Ms. Carmen K. Tan, Ms. Karlu T. Say Mr. Michael G. Tan, Ms. Vivienne K. Tan, Ms. Juanita T. Tan Lee, Mr. Johnip G. Cua, Ms. Mary G. Ng, Mr. Wilfrido E. Sanchez, and Ms. Florencia G. Tarriela.

II. PROOF OF THE REQUIRED NOTICE OF THE MEETING

The Vice Chairman inquired if the stockholders were duly notified of this meeting. The Corporate Secretary, Ms. Ma. Cecilia L. Pesayco, certified that the notice for the meeting was published in the business section of the following newspapers of general circulation, the Philippine Daily Inquirer, and the Philippine Star, in print and online format, for two consecutive days, and the last day of publication, April 12, 2023, is at least twenty-one (21) days prior to the date of this meeting. Affidavits of Publication were executed by the respective authorized representatives of Philippine Daily Inquirer, Inc. and PhilSTAR Daily, Inc., the publishing companies engaged by Management for the purpose. The Affidavits are hereby submitted for the record.

III. **PROOF OF PRESENCE OF QUORUM**

The Corporate Secretary certified that there were present in person or by proxy, a total of 8,720,051,516 shares, or 80.582% of the Corporation's 10,821,388,889 total issued and outstanding shares, thus a quorum existed for the valid transaction of business that may properly come before the body.

IV. **APPROVAL OF THE MINUTES OF THE 2022 ANNUAL STOCKHOLDERS' MEETING HELD ON 4 MAY 2022**

The next item in the agenda was the reading and approval of the Minutes of the previous Annual Stockholders' Meeting held on 4 May 2022. The matters discussed in the previous meeting were summarized in the Information Statement distributed to all stockholders. In reply to the Vice Chairman's inquiry, the Corporate Secretary said that the Corporation did not receive any questions regarding this matter. As reported by the Corporate Secretary, the votes on the motion for the approval of the Minutes are as follows:

	FOR	AGAINST	ABSTAIN
No. of Shares Voting	8,706,404,073	13,647,443	0
% of Shares	99.84%	0.16%	0.00%

The reading of the Minutes of the Annual Stockholders' Meeting held on 4 May 2022 was dispensed and the said Minutes, as appearing in the minutes book of the Corporation, was approved.

V. **CHAIRMAN'S MESSAGE**

Before going further with the item in the Agenda, the Vice Chairman read the message of the Chairman.

VI. **MANAGEMENT REPORT**

The President reported that year 2022 was when the country eased out of the restrictions of the COVID-19 pandemic. The opening up of the economy led to a 7.6% GDP growth. However, inflation remained a concern, averaging at 5.8% in 2022 from 3.9% in 2021, increasing from 3.0% in January up to the peak of 8.1% in December. This uptick has continued into 2023, with inflation at 8.7% and 8.6% in the first two months of 2023.

Like most businesses, the Company had to grapple with higher energy, raw material, and freight costs, higher interest rates, and higher foreign exchange rates, making it a challenge in trying to keep costs down and at the same time, implement price increases to pass on some of the cost increases to our customers. And your Company was able to succeed, posting growth in our income for 2022.

It has been a decade since our Initial Public Offering in 2013, the largest at that time, raising a net of Php37.7 billion. Your Company has been through ups and downs, the biggest challenges of which were the illicit trade in tobacco from 2014 up to 2016, followed by the COVID-19 pandemic starting in the first quarter of 2020. It was how the Company, Built the Way, the Tried and Tested Way, through hard work, cooperation, and

a strong financial position built through the years that we were able to hurdle these challenges. The President reported LTG's highest-ever Attributable Net Income of 25.1 billion pesos in 2022.

The tobacco business accounted for 15.28 billion pesos or 61% of total attributable income. PNB contributed 6.61 billion pesos or 26%. Tanduay added 1.47 billion or 6% of total, while Asia Brewery accounted for 580 million or 3%. Eton contributed 372 million or 1%. The 30.9% stake in Victorias Milling Company added 491 million or 2% of total. LTG Parent also booked net Other Income of 340 million.

LTG's profitability, backed by the strong cash flow from the tobacco business enabled the Company to declare the highest-ever cash dividends in 2022, at 1.40 per share or a total of 15.2 billion pesos, representing a 74.8% payout rate. Since the IPO in 2013, LTG has declared dividends of 4.58 per share or a total of 49.6 billion pesos.

Mr. Tan then presented a video discussing each of the Operational Highlights of the Company's subsidiaries.

The Company's journey, from the reorganization in 2012 of Tanduay Holdings to what it is today, has not been easy. As the President looked back over the past decade of LTG as a publicly listed company, we have done our best to lead it to where it is, Built the Way, the Tried and Tested Way.

The task of the President of this Company is not about the glitz and glamour, but meant stewardship over what was entrusted to me, with careful and responsible management, with accountability. I have handled the responsibility with integrity and done what I could to the best of my ability. I have always put the interests of the stakeholders and shareholders, especially the minority shareholders, above everything else.

The President ended his report by thanking the Company's stakeholders for the continued support and trust in your Company, our Board of Directors, our management team, and all our employees who have served with dedication and hard work through these years. We have been through tough and better times and together have seen our Company come out stronger and better.

In compliance with the Revised Corporation Code, the stockholders must be informed of the total compensation received by each of the directors during the past year. Based on the report from the Chief Financial Officer, the individual compensation of the members of our Board of Directors was shown during the meeting.

In reply to the Vice Chairman's inquiry, the Corporate Secretary said that the Corporation did not receive any questions regarding this matter. Upon motion duly made and seconded, the Management Report, as reflected in the Annual Report, together with the financial statements for the period ending December 31, 2022, was approved as follows:

STOCKHOLDERS RESOLUTION NO. 01-2023

“RESOLVED, that the Management Report, as reflected in the Annual Report, together with the audited financial statements for the period ending December 31, 2022, be noted and approved.”

As reported by the Corporate Secretary, the votes on the motion for the approval of the Management Report are as follows:

	FOR	AGAINST	ABSTAIN
No. of Shares Voting	8,700,971,873	0	19,079,643
% of Shares	99.78%	0.00%	0.22%

VII. **RATIFICATION OF ALL ACTS, DECISIONS, AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND OF THE MANAGEMENT**

The Vice Chairman then requested for the Stockholders' confirmation and ratification of all Acts, Resolutions, and Investments of the Board of Directors and Management for the Year 2022. A summary of the actions of the Board of Directors and Management for the year was contained in the Information Statement which was made available to all stockholders. In reply to the Vice Chairman's inquiry, the Corporate Secretary said that the Corporation did not receive any questions regarding this matter. Upon motion duly made and seconded, the stockholders approved as follows:

STOCKHOLDERS RESOLUTION NO. 02-2023

“**RESOLVED**, that all acts, resolutions, and proceedings approved by the Board of Directors and Management from the time of the Annual Stockholders' Meeting on May 4, 2022 up to the present be, as they are hereby, approved, confirmed and ratified as if each of the resolutions had been adopted with specific and special authorization by the stockholders in a meeting duly convened and held.”

As reported by the Corporate Secretary, the votes on the motion for the Ratification of All Acts, Decisions and Proceedings of the Board of Directors and Management for the Year 2022 are as follows:

	FOR	AGAINST	ABSTAIN
No. of Shares Voting	8,700,971,873	0	19,079,643
% of Shares	99.78%	0.00%	0.22%

VIII. **RE-ELECTION OF MR. WILFRIDO E. SANCHEZ AND MS. FLORENCIA G. TARRIELA**

The Corporate Secretary reported that Mr. Wilfrido E. Sanchez and Ms. Florencia G. Tarriela have both served the maximum cumulative term of 9 years as independent directors under the Code of Corporate Governance for Publicly-Listed Companies. The Code of Corporate Governance, however, allows for extension of the term on meritorious grounds.

In the meeting held on February 13, 2023, the Nomination Committee recognized the valuable contributions of Ms. Tarriela and Mr. Sanchez and endorsed their renomination as independent directors for another year.

Ms. Tarriela was a former Undersecretary of Finance and the first Filipino Vice-President of an international bank. Her professional experience is beneficial to the Company in navigating and understanding the rules of the Bangko Sentral ng Pilipinas and policies of other government financial agencies. Moreover, she is a strong advocate of good corporate governance and brings this advocacy to the Board for the latter's strict adherence.

Mr. Sanchez's professional background and work experiences are invaluable to the Company as it always seeks his opinion or advice on various tax-related matters. He advises the Board on pending proposals on tax legislation and the impact of the latest Revenue Circulars and SEC Memorandum Circulars. His timely advice helps the Company and its subsidiaries make necessary adjustments in their operations.

The re-nomination of Ms. Tarriela and Mr. Sanchez was duly approved by the Board of Directors and was proposed to be approved by the stockholders. In reply to the Vice Chairman's inquiry, the Corporate Secretary said that the Corporation did not receive any questions regarding this matter. Upon motion duly made and seconded, the stockholders approved as follows:

STOCKHOLDERS RESOLUTION NO. 03-2023

“RESOLVED, that the following be re-nominated as Independent Directors for the year 2023 to 2024:

Ms. Florencia G. Tarriela and Mr. Wilfrido E. Sanchez”

As reported by the Corporate Secretary, the votes on the motion for the re-nomination of Ms. Tarriela and Mr. Sanchez as Independent Directors are as follows:

	FOR	AGAINST	ABSTAIN
No. of Shares Voting	8,648,160,589	58,243,484	13,647,443
% of Shares	99.18%	0.67%	0.15%

IX. ELECTION OF DIRECTORS

The President then declared that the floor is open for the nomination of the Directors for the ensuing year. The Corporate Secretary reported that, the Nomination and Compensation Committee has approved the nomination of eleven (11) individuals as Directors of the Company for the year 2023 to 2023:

- Dr. Lucio C. Tan
- Carmen K. Tan
- Lucio C. Tan III
- Michael G. Tan
- Karlu T. Say
- Vivienne K. Tan
- Juanita T. Tan Lee
- Johnip G. Cua – Independent Director
- Mary G. Ng – Independent Director
- Wilfrido E. Sanchez – Independent Director

Florencia G. Tarriela – Independent Director

Mr. Johnip G. Cua, Ms. Mary G. Ng, Mr. Wilfrido E. Sanchez, and Ms. Florencia G. Tarriela were nominated as Independent Directors.

Taking into consideration the voting instructions received through proxies submitted to the Office of the Corporate Secretary, the latter declared the eleven (11) nominees with the highest number of votes as follows:

- Dr. Lucio C. Tan
- Carmen K. Tan
- Lucio C. Tan III
- Michael G. Tan
- Karlu T. Say
- Vivienne K. Tan
- Juanita T. Tan Lee
- Johnip G. Cua – Independent Director
- Mary G. Ng – Independent Director
- Wilfrido E. Sanchez – Independent Director
- Florencia G. Tarriela – Independent Director

In reply to the Vice Chairman's inquiry, the Corporate Secretary said that the Corporation did not receive any questions regarding this matter. Upon motion duly made and seconded, the stockholders approved as follows:

STOCKHOLDERS RESOLUTION NO. 04–2023

“**RESOLVED**, to elect the following as directors of the Company to serve as such until the election and qualification of their successors:

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| Dr. Lucio C. Tan | Juanita T. Tan Lee |
| Carmen K. Tan | Johnip G. Cua |
| Lucio C. Tan III | Mary G. Ng |
| Michael G. Tan | Wilfrido E. Sanchez |
| Karlu T. Say | Florencia G. Tarriela |
| Vivienne K. Tan | |

As reported by the Corporate Secretary, the final votes received by the Nominees are as follows:

	For	Abstain	Against
Dr. Lucio C. Tan	8,659,930,020	13,647,443	46,474,053
Ms. Carmen K. Tan	8,667,775,491	13,647,443	38,628,582
Mr. Lucio C. Tan III	8,596,876,220	13,647,443	109,527,853
Mr. Michael G. Tan	8,593,459,220	13,647,443	112,944,853
Ms. Karlu T. Say	8,610,548,215	13,647,443	95,855,858
Ms. Vivienne K. Tan	8,678,979,260	13,647,443	27,424,813
Ms. Juanita T. Tan Lee	8,593,459,220	13,647,443	112,944,853
Mr. Johnip G. Cua	8,683,277,389	13,647,443	23,126,684
Ms. Mary G. Ng	8,706,404,073	13,647,443	0
Mr. Wilfrido E. Sanchez	8,647,660,189	13,647,443	58,743,884

Ms. Florencia G. Tarriela	8,663,049,923	13,647,443	43,354,150
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X. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman of the Committee, Mr. Johnip G. Cua reported that, the Audit and Risk Management Committee, after careful deliberation and after evaluating the performance of the accounting firm of Sycip Gorres Velayo & Co. (SGV & Co.) for the past year, and considering the quality of its audit work, taking into account the effects of this pandemic, the competitiveness of its fees, and its reputation, the Committee endorsed to the Board its reappointment as External Auditor of the Company for the year 2023 to 2024. The appointment of SGV & Co. was approved by the Board of Directors last March 7, 2023, and is now being presented for ratification of the stockholders. In reply to the Vice Chairman's inquiry, the Corporate Secretary said that the Corporation did not receive any questions regarding this matter. Upon motion duly made and seconded, the stockholders approved as follows:

STOCKHOLDERS RESOLUTION NO. 05-2023

“**RESOLVED**, that the Company be, as it is hereby, authorized to appoint Sycip Gorres Velayo & Co. (SGV & Co.) as the External Auditor for the year 2023 to 2024.”

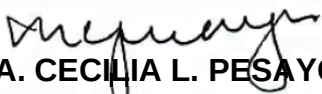
As reported by the Corporate Secretary, the votes on the motion for the reappointment of the External Auditor are as follows:

	FOR	AGAINST	ABSTAIN
No. of Shares Voting	8,703,953,143	2,450,930	13,647,443
% of Shares	99.82%	0.03%	0.15%

XI. ADJOURNMENT

There being no other business to discuss, upon motion duly made and seconded, the meeting was adjourned.

CERTIFIED CORRECT:


MA. CECILIA L. PESAYCO
Corporate Secretary

ATTESTED BY:

DR. LUCIO C. TAN
Chairman and CEO