

**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF
P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.**

Stella Hizon Reyes Road, Bo. Pampanga, Lanang, Davao City

30 April 2021, 10:00 AM

The meeting was conducted virtually via remote access communications through the link, <https://zoom.us/j/85305373162>

Number of Shares Represented:	1,250,179,169
Number of Outstanding Common Shares:	1,439,788,232
Number of Outstanding Preferred Shares:	14,500,000

Directors Present were (1) MR. DENNIS A. UY, (2) MR. DOMINGO T. UY, (3) ROMEO DE GUZMAN, (4) CHERYLYN UY; (5) ATTY. J.V. EMMANUEL DE DIOS; (6) STEPHEN CUUNJIENG; (7) ATTY. MONICO JACOB; (8) HENRY ALBERT FADULLON, (9) NICASIO I. ALCANTARA, (10) RETIRED JUSTICE OF THE SUPREME COURT, CONSUELO YNARES-SANTIAGO, (11) MINORU TAKEDA

PROCEEDINGS OF THE MEETING

I. Call to Order

The Chairman, Mr. Dennis A. Uy, called the meeting to order and presided over the proceedings. The Corporate Secretary, Atty. Socorro T. Ermac-Cabreros, recorded the minutes of the meeting.

II. Proof of Notice and Determination of Existence of Quorum

The Corporate Secretary certified that: (i) notices of the meeting stating the date, time and manner or method of conduct together with the agenda were made known to all stockholders of record of the Company as of April 5, 2021 through the PSE Edge, and publication in the Company's website.

Publication of the Notice and the Agenda was duly disclosed with the edge system of the Exchange including publication in print and online with two (2) newspapers of general circulation, the Manila Bulletin and the Daily Tribune for 2 consecutive days starting May 8 and 9, 2020; (ii) through an electronic system and protocols employed and used by the Company, based on the record of attendance, the stockholders attending this meeting in person and by proxy represent **1,250,179,169** common shares of **1,439,788,232** outstanding common capital stock. This constitutes about **86.83%** of the total outstanding capital stock of the Company

as of Record Date of April 5, 2021 and (iii) there was, therefore, a quorum to transact business.

Thus, the Chairman declared the existence of a quorum and the meeting duly constituted for the transaction of business. The Chairman also acknowledged the incumbent directors:

- (1) MR. DENNIS A. UY, as Chairman
- (2) MR. DOMINGO T. UY
- (3) ROMEO DE GUZMAN
- (4) CHERYLYN UY
- (5) ATTY. J.V. EMMANUEL DE DIOS
- (6) STEPHEN CUUNJIENG
- (7) ATTY. MONICO JACOB
- (8) HENRY ALBERT FADULLON
- (9) NICASIO I. ALCANTARA
- (10) RETIRED JUSTICE OF THE SUPREME COURT, CONSUELO YNARES-SANTIAGO
- (11) MINORU TAKEDA

III. Approval of the Minutes of the Previous Annual Stockholders' Meeting Held on May 29, 2020

The next order of business was the approval of the minutes of the previous annual stockholders' meeting held on May 29, 2020 conducted virtually which were made available to all stockholders of record as of April 5, 2021 through PSE Edge and publication in the Company's website.

Based on the results of the Company's electronic voting system, as of April 30, 2021 at 9:00 o'clock in the morning, stockholders representing **1,250,179,169** out of **1,439,788,232** common outstanding shares have voted to approve the minutes of the stockholders meeting held last May 29, 2020. The summary of the results of the voting are as follows:

	NO. OF SHARES	% OF SHARES
1. YES	1,250,179,169	100.00%
2. NO	-	-
3. ABSTAIN	-	-

Total Number of Shares Present and Entitled to Vote: 1,250,179,169

“RESOLVED, as it is hereby resolved, to approve the minutes of the Annual Stockholders Meeting held last May 29, 2020.”

IV. Update on the Operational and Financial Highlights

The Chairman then called upon the President, Mr. Henry Albert R. Fadullon, to give an update on the operation and financial highlights, respectively, for 2020.

The President, Mr. Henry Albert R. Fadullon, welcomed everyone to the 2021 Phoenix Petroleum Annual Stockholders’ Meeting. He emphasized the Company’s priorities during this unprecedented times -- keeping its people safe, maintaining operations running in ‘business as usual’ mode, preserving its resources, and shared the following highlights:

- To date, the Company implemented alternative work arrangements, including a work-from-home set-up, as well as a two-weeks-on and two-weeks-off shifting schedule for depot operations which will remain in effect up to at least for the rest of the year or until it is deemed safe enough to return to the traditional workplace. Additional benefits were given to keep the team healthy and motivated, while regular emailers, online town hall meetings, and digital huddles highlighting heightened safety protocols kept everyone informed and engaged
- The same was applied for safety to customers through new health and sanitary measures across all physical touchpoints--90% of which now offer contactless payment. We partnered with private and public organizations to fuel transport of essential goods and services, inspired by the Bayanihan spirit that we continue to see today in our communities.
- The Company had launched LPG's *Kalderoke: The Cooking and Singing Showdown*, as customers rediscovered the joys of cooking while staying home.
- Phoenix was recognized by the Department of Energy as the third-largest oil company in the country.

- Resource preservation initiatives significantly reduced OPEX, prioritized capital-light undertakings, and shortened our cash cycle. Non core activities such as property management, road transport, and supply chain were likewise spun off to improve efficiencies.
- Phoenix charted a 32% year-on-year growth led by our overseas businesses and LPG. Overseas volume more than doubled in 2020, with 3rd party sales of PNX Petroleum Singapore now twice bigger than internal sales. LPG operations in Vietnam, through Phoenix Gas Vietnam, meanwhile, increased three-fold as Vietnam was among the countries that quickly recovered from the pandemic.
- On the domestic front, LPG delivered stellar results - posting 31% growth in a down market - as we expanded our Luzon distribution network and sustained double-digit growth in VisMin.
- As domestic volume picked up in Q4 when lockdown measures continued to ease up, the decline in retail volume was only 14% year-on-year, and 86% pre-COVID levels. Likewise, key industries resumed operations, reducing contraction for Commercial and B2B to 29% for the full year.
- *Fam On Wheels* was launched to offer better access to food and other necessities to more communities. The Company partnered with SMEs, and had similar collaborations with other food and restaurant brands whose products gave our stores more variety.
- Phoenix started to offer delivery services for Phoenix fuel, and partnered with couriers for the delivery of FamilyMart products. Phoenix SUPER LPG can now even be delivered through four channels.
- Phoenix launched an app-based lifestyle rewards program, LIMITLESS, which provides us with a consolidating digital sales platform to complement our B2B and B2C channels, while offering convenience and exclusive privileges to loyal customers. With the consistent updating and development of the app, and several ground-breaking promos, LIMITLESS now has over 119,000 members, and 480,000 transactions processed, and has generated a sales value of Php 174 MILLION pesos--only months after it was launched in July.
- Phoenix was able to power through 2020, ultimately resulting in a Php 63 million pesos full-year net income
- The Company was able to reduce OPEX to essentials and prioritize undertakings that are light on capital needs, making way for savings of Php 2 billion pesos in expenses, consistent with 2020 targets adjusted for COVID-19.
- The Company lengthened the debt maturity profile as over Php 17 billion pesos in maturities were moved to 2025 and beyond; and decreased

high-cost financing by settling Php 3 billion pesos in STCPs and Php 1.25 billion pesos in preferred shares in December 2020.

After the reports were concluded by the presenters, stockholders representing **1,250,179,169** shares voted for the approval of the Annual Report of the President and the Audited Financial Report of the Company for 2020 (until December 31, 2020) by sending their ballots downloaded from the Phoenix website to pnx.corpsec@phoenixfuels.ph. The results of the voting are summarized below:

	NO. OF SHARES	% OF SHARES
1. YES	1,249,914,369	99.98%
2. NO	-	-
3. ABSTAIN	264,800	0.02%

Total Number of Shares Present and Entitled to Vote: _____ **1,250,179,169**

“RESOLVED, as it is hereby resolved, to approve the Report of the President as presented in the Annual Stockholders Meeting and the Company’s Audited Financial Statements for the year ended 31 December 2020.”

V. Corporate Actions for Approval and Ratification

The meeting then proceeded to the next item in the agenda, the Corporate actions for Approval and Ratification.

The corporate matters were all contained in the Definitive Information Statement or the DIS which is available posted in the Corporation’s website. Each matter was submitted for approval by the stockholders via online voting until 12 noon of the same day.

The First item for approval is the proposal to enter into negotiations with any 3rd party or any other entity for the possible disposition and mortgage of certain assets of the Company. Approval is also sought for the investment of P57 million as initial capital as well as for the transfer and assignment of the Company’s road transport assets and operations to the new corporation.

Stockholders representing **1,250,179,169** shares voted online for the approval of the proposed negotiations with any 3rd party or any other entity for the

possible disposition and mortgage of certain assets. Below are the results of the voting:

	NO. OF SHARES	% OF SHARES
1. YES	1,249,826,369	99.98%
2. NO		-
3. ABSTAIN	352,800	0.02%

Total Number of Shares Present and Entitled to Vote: 1,250,179,169

“RESOLVED, as it is hereby resolved, to approve and authorize the negotiations with any 3rd party or any other entity for the possible disposition and mortgage of certain assets.”

VI. Approval, Confirmation and Ratification of All Acts and Resolutions of the Board of Directors, Management and Executive Committees during their term of office

The stockholders then proceeded to the next item in the agenda which was the ratification, confirmation and approval of all acts and resolutions of the Board of Directors, Management and Executive Committees. The Chairman requested the Corporate Secretary to explain this item.

The Corporate Secretary explained that the acts and resolutions of the Board of Directors, Management and Executive Committee sought to be approved, confirmed and ratified at the meeting covers the period from February 5, 2020 until February 28, 2021.

The acts and resolutions consist of authorizations of the Company's representative to enter into Contracts or biddings or other corporate transactions such as but not limited to Lease, Dealership Agreements, Sale and Purchase of Service Vehicles and other real and personal properties, opening of bank accounts as well as bank credit facilities, acquisitions and investments and such other acts which are incidental and necessary to the purpose of the Corporation as well as advancement and protection of its interests. These acts and resolutions are duly identified, enumerated and attached as Annex A of the Definitive Information Statement made available to all stockholders as of April 8, 2021.

Stockholders representing **1,250,179,169 shares** voted online for the approval of the ratification and confirmation of acts and resolutions covering February 5, 2020 to February 28, 2021. Below are the results of the voting:

	NO. OF SHARES	% OF SHARES
1. YES	1,249,914,369	99.98%
2. NO	-	-
3. ABSTAIN	264,800	0.02%

Total Number of Shares Present and Entitled to Vote: 1,250,179,169

“RESOLVED, as it is hereby resolved, that all acts and resolution passed and approved by the Board of Directors, Management and Executive Committee covering the period from February 5, 2020 to February 28, 2021 is hereby approved, confirmed and ratified.”

VII. Election of Directors

The Chairman moved to the next item of the agenda which was the election of directors for 2021-2022 and called the Senior Vice President for External Affairs, Business Development and Security, Atty. Alan Raymond T. Zorrilla to state the list of nominees.

Atty. Zorrilla announced the following nominees for directorship for the ensuing term, 2020-2021:

- (1) MR. DENNIS A. UY,
- (2) DOMINGO T. UY,
- (3) ROMEO B. DE GUZMAN,
- (4) CHERYLYN C. UY,
- (5) ATTY. J.V. EMMANUEL DE DIOS,
- (6) STEPHEN T. CUUNJIENG,
- (7) ATTY. MONICO JACOB,
- (8) HENRY ALBERT FADULLON,
- (9) NICASIO I. ALCANTARA,
- (10) RETIRED JUSTICE OF THE SUPREME COURT, CONSUELO YNARES-SANTIAGO, and
- (11) MINORU TAKEDA,

The following were the results of the voting for the members of the Company's Board of Directors, as submitted by the stockholders through pnx.corpsec@phoenixfuels.ph:

	NO. OF CUMULATIVE SHARES	% OF CUMULATIVE SHARES
1. Dennis A. Uy	1,249,826,369	9.09%
2. Domingo T. Uy	1,249,826,369	9.09%
3. Cherylyn C. Uy	1,249,291,969	9.08%
4. Romeo B. de Guzman	1,249,291,969	9.08%
5. Henry Albert R. Fadullon	1,250,179,169	9.09%
6. J.V. Emmanuel A. de Dios	1,249,753,769	9.09%
7. Monico V. Jacob	1,249,400,969	9.09%
8. Stephen T. CuUnjieng	1,249,753,769	9.09%
9. Consuleo Ynares-Santiago (Ind. Director)	1,249,826,369	9.09%
10. Nicaso I. Alcantara (Ind. Director)	1,249,826,369	9.09%
11. Minoru Takeda (Ind. Director)	1,250,178,974	9.09%

Total Number of Cumulative Shares Present and Entitled to Vote: 13,751,970,859

VIII. Appointment of External Auditors

Punongbayan & Araullo was nominated as the Company's External Auditors for 2021 to 2022.

Stockholders representing **1,250,179,169 shares** voted online in favor of *Punongbayan and Araullo* as the Company's External Auditors for the ensuing fiscal year 2021-22. Below are the results of the voting:

	NO. OF SHARES	% OF SHARES
1. YES	1,250,179,169	100.00%
2. NO	-	-
3. ABSTAIN	-	-

Total Number of Shares Present and Entitled to Vote: 1,250,179,169

The shareholders adopted the following resolution:

“RESOLVED, that the stockholders approve, as they hereby approve, the appointment of *Punongbayan & Araullo* as the external auditor of P-H-O-E-N-I-X Petroleum Philippines, Inc. for the year 2021-22, under such terms and conditions as may be approved by the Board of Directors.”

IX. Other Matters

The Chairman then asked whether there are questions or any other matters which the stockholders would like to take up. Two questions were raised through the email specified in the Definitive Informations statement and the Notice and Agenda, and thereafter addressed during the meeting. The Stockholders were given a chance to submit their questions when they registered for the meeting, through email and when the stockholders' submitted their Proxies.

First question was "What is Phoenix doing to sustain its growth for the next 5 years?"

Phoenix's growth strategy is focused on its core petroleum business. In particular, we want to continue expanding our retail business by leveraging on our existing strategic partnerships such as the joint ventures as well as monetizing our brands through franchising. With commercial, we will continue to capitalize on our existing partnerships and focus on operational excellence. Building on the momentum of LPG, we will continue to push into cylinders and reach more households nationwide. These strategies will be supported and accelerated by our emerging digital and e-commerce channel, led by Limitless, which is our own app-based lifestyle rewards program launched last year. We are pleased to report that Limitless now has over 119,000 subscribers.

Over the next few years, from a lifestyle rewards program, Limitless will evolve into a revenue-generating digital platform that will complement our traditional B2B and brick and mortar B2C channels. Given the changing consumer landscape vis-a-vis our existing portfolio of brands and our over 18,000 retail touchpoints comprised of retail service stations, LPG retail outlets, FamilyMart stores, and Posible retailers, we are positioning Limitless and Ecommerce as our new pillar of growth that could potentially drive close to 30% of our revenues in the future.

The second question, "How is the 1st Quarter of 2021 looking like amidst the new round of lockdowns?"

The re-imposition of the lockdowns in March did pose some challenges to demand in the 1st Quarter of 2021. But overall, we performed better this year vs last year.

We continue to prudently manage our operating expenses and capital spending and ensure that we prioritize the essentials. In particular, capex will be focused on high growth, high value, and high return initiatives such as purchases of LPG cylinders and expansion of its distribution network. Annual


capex is at around P1 billion over the next few years, which will be funded by operations.

The stockholders were encouraged further to email more of their questions to investors@phoenixfuels.ph. Thereafter, the Chairman invited all the stockholders and the rest of the viewers to watch the video prepared by the Company on how it adapted and improved amidst pandemic.

X. Adjournment

There being no other matters to take up, the Chairman declared the meeting adjourned.

Certified Correct:



Atty. Socorro Ermac Cabreros
Corporate Secretary

Attested:



Dennis A. Uy
Chairman

List of Directors Present:

1. MR. DENNIS A. UY, as Chairman
2. MR. DOMINGO T. UY
3. ROMEO DE GUZMAN
4. CHERYLYN UY
5. ATTY. J.V. EMMANUEL DE DIOS
6. STEPHEN CUUNJIENG
7. ATTY. MONICO JACOB
8. HENRY ALBERT FADULLON
9. NICASIO I. ALCANTARA
10. RETIRED JUSTICE OF THE SUPREME COURT, CONSUELO YNARES-SANTIAGO
11. MINORU TAKEDA

List of Officers Present:

1. Atty. Socorro Ermac-Cabreros - Corporate Secretary and Vice President for Corporate Legal
2. Atty. Alan Raymond T. Zorrilla - Senior Vice President
3. Daryl Eunika B. Maloles - Investor Relations Manager

The following were the Number of shares represented in the Meeting:

All Shareholders	
Total No. of Shares Outstanding	1,439,788,232
Total No. of Shares Present, Represented by Proxy, and Voting-in-Absentia	1,250,179,169
Percentage of Shares Present, Represented by Proxy, and Voting-in-Absentia	86.83%
Total Shares not Represented	189,609,063
Percentage of Shares Not Represented	13.17%