



METRO GLOBAL HOLDINGS CORP.

12 October 2023

**SECURITIES AND EXCHANGE COMMISSION**

Secretariat Building, PICC Complex  
Roxas Boulevard, Pasay City

Attention: **MR. VICENTE GRACIANO P. FELIZMENIO, JR.**  
Director, Markets and Securities Regulation Department

**THE PHILIPPINE STOCK EXCHANGE**

6th to 10th Floors, PSE Tower  
28th Street corner 5<sup>th</sup> Avenue  
Bonifacio Global City, Taguig City

Attention: **MS. ALEXANDRA D. TOM WONG**  
Head, Disclosure Department

Subject: RESULTS OF ANNUAL MEETING OF STOCKHOLDERS AND  
ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

Gentlemen:

In compliance with the rules and regulations on disclosure of the Securities and Exchange Commission ("SEC") and Philippine Stock Exchange ("PSE"), we hereby report the results of the Annual Meeting of the Stockholders of Metro Global Holdings Corporation (the "Company") held today, 12 October 2023, 10:00 A.M. through remote communication, as follows:

1. The Corporate Secretary certified that there is a quorum for the transaction of business, there being present in person or represented by proxy a total of 88.05% of common shares of the Company.
2. The Corporate Secretary attested to the votes attained for the following matters approved and authorized by the stockholders:
  - 2.1 The stockholders approved the Minutes of the Annual Meeting of Stockholders held on 9 December 2022. The Company received votes in person and by proxy a total of 88.05% of common shares in favor of the approval of the Minutes of the Annual Meeting of Stockholders held on 9 December 2022.
  - 2.2 The stockholders approved the Annual Report and Audited Financial Statements of the Company for the calendar year ended 31 December 2022. The Company received votes in person and by proxy a total of 88.05% of common shares in favor of the approval of the Audited Financial Statements of the Company for the calendar year ended 31 December 2022.

- 2.3 The stockholders confirmed and ratified all acts, contracts, resolutions and proceedings made and entered into by Management and/or the Board of Directors and the various Committees constituted pursuant to the Code of Corporate Governance for the year 2022 up to the present. The Company received votes in person and by proxy a total of 88.05% of common shares in favor of the approval of the confirmation and ratification of all acts, contracts, resolutions and proceedings made and entered into by Management and/or Board of Directors and various Committees constituted pursuant to the Code of Corporate Governance for the year 2022 up to the present.
- 2.4 The stockholders approved the appointment of Isla Lipana & Co. as the Company's independent external auditor. The Company received votes in person and by proxy a total of 88.05% of common shares in favor of the approval of the appointment of Isla Lipana & Co. as the Company's independent external auditor for the year 2022 to 2023.
3. The stockholders elected the following directors for the ensuing year:
- 3.1 Robert John L. Sobrepeña
  - 3.2 Atty. Ferdinand T. Santos
  - 3.3 Noel M. Cariño
  - 3.4 Rafael Perez de Tagle, Jr.
  - 3.5 Atty. Alice Odchigue-Bondoc
  - 3.6 Roberto S. Roco
  - 3.7 Jaime M. Cacho
  - 3.8 Francisco C. Gonzalez - Independent
  - 3.9 Jose Wilfrido M. Suarez – Independent
4. The stockholders, representing 88.05% of the outstanding capital stock of the Company, approved the increase in the Company's authorized capital stock (common shares) from P5 billion to P10 billion at par value of One Peso (P1.00) per share and the corresponding amendment of the Seventh Article of the Company's Articles of Incorporation to reflect the increase in authorized capital stock, as follows:
- “SEVENTH : That the capital stock of the said Corporation is **TEN BILLION (P10,000,000,000.00)** Philippine Currency, divided into **TEN BILLION (10,000,000,000)** common shares with par value of One Peso (1.00) Philippine Currency, per share.”
5. The stockholders, representing 88.05% of the outstanding capital stock of the Company, approved the following amendments to the By-Laws of the Company, to wit:

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| To change the date of the regular Annual Meeting |                                    |
| Present provision in the By-laws                 | Proposed Amendments to the By-laws |
| ARTICLE V<br>MEETINGS                            | ARTICLE V                          |

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| <p>Section 2. Meetings of stockholder may be regular or special, and shall be held at the office of the Corporation in Metro Manila. Annual regular meetings shall be held on the first Thursday of March of each year, if such day be not a holiday, otherwise, they shall be on the first working day after such date. Special meetings of stockholders may be held at any time by resolution of the Board of Directors or at the request of stockholders representing at least one-third (1/3) of the subscribed and outstanding capital, setting forth the purpose of such meeting in the notice.</p>  | <p style="text-align: center;">MEETINGS</p> <p>Section 2. Meetings of stockholder may be regular or special, and shall be held at the office of the Corporation in Metro Manila. Annual regular meetings shall be held on the <b>last</b> Thursday of <b>July</b> of each year, if such day be not a holiday, otherwise, they shall be on the first working day after such date. Special meetings of stockholders may be held at any time by resolution of the Board of Directors or at the request of stockholders representing at least one-third (1/3) of the subscribed and outstanding capital, setting forth the purpose of such meeting in the notice.</p>  |
| <p>To allow for attendance, participation and voting of shareholders via remote communication and voting <i>in absentia</i></p>  |  |
| <p style="text-align: center;">Present provision in By-laws</p>  | <p style="text-align: center;">Proposed amendments in the Bylaws</p>   |
| <p style="text-align: center;">ARTICLE V<br/>MEETINGS</p> <p>Section 3. Regular or Special Meetings of Stockholders shall be called by written notice sent thru the post office, or messengerial services, addressed to each stockholder at the latter's address appearing in the registry book of the Corporation, not less than ten (10) days prior to the date of such meeting; provided, however, that this requisite may be waived in writing by the stockholders. Publication of notice of meeting in the newspapers in lieu of the written notice shall be allowed when necessary.</p> <p>Notices of regular or special meeting shall contain, in addition to the date, hour and place of meeting, a statement of the matters to be taken up at such meeting.</p> | <p style="text-align: center;">ARTICLE V<br/>MEETINGS</p> <p>Section 3. Regular or Special Meetings of Stockholders shall be called by written notice sent thru <b>electronic email</b>, the post office, or messengerial services, addressed to each stockholder at the latter's address appearing in the registry book of the Corporation, not less than <b>twenty-eight (28)</b> days prior to the date of such meeting; provided, however, that this requisite may be waived in writing by the stockholders. <b><u>The requirement for notice to the meeting shall be deemed waived if the stockholder shall be present thereat, whether in person, by proxy or via remote communication, or shall have participated in voting in absentia.</u></b> Publication of notice of meeting in the newspapers in lieu of the written notice shall be allowed when necessary.</p> <p>Notices of regular or special meeting shall contain, in addition to the date, hour and place of meeting, a statement of the matters to be taken up at such meeting.</p> |
| <p>Section 4. A majority of the subscribed capital, present in person or represented by proxy, shall be required at every meeting to constitute a quorum for the election of directors and for the transaction of any</p>  | <p>Section 4. A majority of the subscribed capital, present in person or represented by proxy, <b><u>or participating in the meeting via remote communication</u></b>, shall be required at every meeting to constitute a quorum for</p>   |

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| <p>business whatsoever except in those cases in which the Corporation Code requires the affirmative vote of a greater proportion.</p> <p>In the absence of quorum, any officer entitled to preside or act as Secretary of such meeting, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite number of stock shall be present or represented. At such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.</p>          | <p>the election of directors and for the transaction of any business whatsoever except in those cases in which the <b>Revised</b> Corporation Code requires the affirmative vote of a greater proportion. <b><u>Stockholders casting their votes in absentia, as may be provided for by the Board of Directors, shall also be deemed present for purposes of determining the existence of a quorum. Meetings of the stockholders may be conducted via remote communication, such as by teleconferencing or videoconferencing, subject to such guidelines as may be promulgated by the Securities and Exchange Commission.</u></b></p> <p>In the absence of quorum, any officer entitled to preside or act as Secretary of such meeting, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite number of stock shall be present or represented. At such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.</p> |
| <p>Section 6. Each share of stock entitles the person in whose name it is registered in the books of the Corporation to one vote, provided that shares have not been declared delinquent.</p>  | <p>Section 6. <b><u>At each meeting of the stockholders, every stockholder shall be entitled to vote in person, by proxy or via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors.</u></b></p> <p>Each share of stock entitles the person in whose name it is registered in the books of the Corporation to one vote, provided that shares have not been declared delinquent.</p>  |
| <p>Section 7. The election of Directors shall be by ballot when requested by a voting stockholder, and each stockholder entitled to vote may cast such number of votes to which the number of Directors to be elected, multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the total number of Directors to be elected. (As amended on 23 September 2004)</p> | <p>Section 7. The election of Directors shall be by ballot when requested by a voting stockholder, and each stockholder entitled to vote may cast, <b><u>in person or by proxy or via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors,</u></b> such number of votes to which the number of Directors to be elected, multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the total number of Directors to be elected. (As</p>  |

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| <p>The Chairman shall appoint two tellers to supervise the election of Directors who shall hold office during the year following the date of their election. No candidate for the office of Director may hold office of the teller.</p> <p>Only nominees whose names appear in the Final List of Candidates issued by the Nomination and Election Committee shall be eligible for election as directors and independent directors. Nominations made after the issuance of the Final List of Candidates, or during the annual stockholders' meeting, shall not be allowed. (As amended on 23 September 2004)</p> | <p>amended on 23 September 2004)</p> <p>The Chairman shall appoint two tellers to supervise the election of Directors who shall hold office during the year following the date of their election. No candidate for the office of Director may hold office of the teller.</p> <p>Only nominees whose names appear in the Final List of Candidates issued by the Nomination and Election Committee shall be eligible for election as directors and independent directors. Nominations made after the issuance of the Final List of Candidates, or during the annual stockholders' meeting, shall not be allowed. (As amended on 23 September 2004)</p> |
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6. The minority stockholders who attended and voted in person or by proxy unanimously approved the resolution on the waiver of the requirement for rights or public offering of the P1.25 billion shares subscribed by the Company's parent company, FEMI, in the increase in capital stock of the Company to P10 Billion.
7. **In the Organizational Meeting of the Board of Directors of the Company held on 12 October 2023 after the Annual Meeting of Stockholders**, the following matters were taken up:

The Board re-elected/re-appointed the Chairman of the Board and Officers of the Company to their respective positions:

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| Chairman of the Board & CEO   | - | Robert John L. Sobrepeña    |
| President & Chief Risk Officer  | - | Atty. Ferdinand T. Santos   |
| EVP for Operations & Director for Investor Relations  | - | Rafael Perez de Tagle, Jr.  |
| SVP for Project Development   | - | Jaime M. Cacho              |
| Senior Vice President-Good Governance Compliance Officer, Corporate Information Officer & Asst. Corporate Secretary | - | Atty. Alice Odchigue-Bondoc |
| Vice-President – Chief Finance Officer and Alternate Corporate Information Officer                                  | - | Ramon G. Jimenez            |
| Vice-President – Chief Audit Executive  | - | Solita S. Alcantara         |
| Vice-President – Business Dev't. & Special Projects   | - | Sylvia M. Hondrade          |

VP for Records Management - Socorro G. Roco  
VP for Human Resources - Khateryn M. Benitez  
  
Corporate Secretary - Atty. Gilbert Raymund T. Reyes

8. The Board approved the constitution of the following Board Committees:

(1) EXECUTIVE COMMITTEE

Chairman: Robert John L. Sobrepeña  
Members: Noel M. Cariño  
Atty. Ferdinand T. Santos  
Francisco C. Gonzalez (Independent Director)

(2) SALARY COMPENSATION COMMITTEE

Chairman: Robert John L. Sobrepeña  
Members: Atty. Ferdinand T. Santos  
Francisco C. Gonzalez (Independent Director)

(3) AUDIT COMMITTEE

Chairman: Francisco C. Gonzalez (Independent Director)  
Members: Jose Wilfrido M. Suarez (Independent Director)  
Roberto S. Roco  
Solita S. Alcantara

(4) CORPORATE GOVERNANCE COMMITTEE

Chairman: Jose Wilfrido M. Suarez (Independent Director)  
Members: Francisco C. Gonzalez (Independent Director)  
Robert John L. Sobrepeña  
Atty. Ferdinand T. Santos  
Rafael Perez de Tagle, Jr.  
Atty. Alice Odchigue-Bondoc

(5) BOARD RISK OVERSIGHT COMMITTEE

Chairman: Jose Wilfrido M. Suarez (Independent Director)  
Members: Francisco C. Gonzalez (Independent Director)  
Atty. Ferdinand T. Santos  
Atty. Alice Odchigue-Bondoc

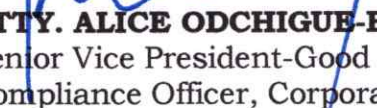
(6) RELATED PARTY TRANSACTIONS COMMITTEE

Chairman: Francisco C. Gonzalez (Independent Director)  
Members: Jose Wilfrido M. Suarez (Independent Director)  
Roberto S. Roco  
Ramon G. Jimenez

Very truly yours,

**METRO GLOBAL HOLDINGS CORPORATION**

By:



**ATTY. ALICE ODCHIGUE-BONDOC**  
Senior Vice President-Good Governance  
Compliance Officer, Corporate  
Information Officer & Asst. Corporate  
Secretary