

**MINUTES OF THE ANNUAL MEETING  
OF THE STOCKHOLDERS OF PETRON CORPORATION  
(May 17, 2022)**

**Time and Place**

The Annual Stockholders' Meeting of **PETRON CORPORATION** (the "Company" or "Petron") was held on May 17, 2022 via livestreaming at <https://www.petron.com/2022asm>. The meeting commenced at about 2:00 p.m.

**Quorum Report**

The Corporate Secretary of the Company, Atty. Jhoanna Jasmine M. Javier-Elacio, reported that the notice of the meeting was duly distributed to the stockholders as of the March 22, 2022 record date in compliance with the by-laws of the Company and the requirements of the Securities and Exchange Commission. Based on the stock transfer agent's certification on the attendance of the meeting – covering attendance in person, by attendance advice emailed to the Company and by proxy - there was about 73.20% of the total outstanding shares represented. Thus, a quorum was announced.

Atty. Elacio noted that the Chairman of the meeting held proxies for 73.30% of the outstanding common shares of the Company and was voting in accordance with the instructions in the proxies.

Present in the Petron Cafeteria at the SMC Head Office Complex at 40 San Miguel Avenue, Mandaluyong City were the following:

1. Mr. Ramon S. Ang, President and Chief Executive Officer
2. Mr. Lubin B. Nepomuceno, General Manager
3. Mr. Emmanuel E. Eraña, Senior Vice President and Chief Finance Officer
4. Ms. Myrna C. Geronimo, Vice President (“VP”) and Controller
5. Ms. Agnes Grace P. Perez, Assistant Vice President (“AVP”)/Head, Business Planning and Development
6. Ms. Mia S. Delos Reyes, AVP - Corporate Affairs
7. Mr. Brian R. Ocampo, AVP - Management Information Systems
8. Atty. Jhoanna Jasmine M. Javier-Elacio Elacio, General Counsel & Corporate Secretary/ Compliance Officer
9. Atty. Marian Wilma H. Bautista, Assistant Corporate Secretary

Atty. Elacio proceeded to acknowledge the attendance of the following directors of the Company via Zoom:

- Ramon S. Ang (Chairman)
- Lubin B. Nepomuceno
- Jose P. De Jesus
- Ron W. Haddock
- Mirzan Mahathir
- Aurora T. Calderon
- Francis H. Jardeleza
- Virgilio S. Jacinto
- Nelly Favis-Villafuerte
- Horacio C. Ramos
- John Paul L. Ang
- Artemio V. Panganiban (Independent Director)
- Margarito B. Teves (Independent Director)

Atty. Elacio also acknowledged the attendance of the Company's executive officers. The following executive officers attended the meeting via livestream:

1. Ms. Susan Y. Yu, VP - Procurement
2. Maria Rowena O. Cortez, VP - Supply
3. Mr. Albertito S. Sarte, Deputy Chief Finance Officer and Treasurer
4. Mr. Jaime O. Lu, VP and Executive Assistant to the President on Petron Malaysia Operations and Refinery Special Projects
5. Ms. Maria Rosario D. Vergel de Dios, VP - Human Resources Management
6. Ms. Magnolia Cecilia D. Uy, VP - Retail Sales
7. Mr. Allister J. Go, VP - Refinery Division
8. Mr. Reynaldo V. Velasco, Jr. - VP, Refinery Plant Operations (Production A and B)
9. Mr. Virgilio V. Centeno - VP, Industrial Sales
10. Mr. Mark Tristan D. Caparas - VP, Petron Malaysia Chief Finance Officer
11. Mr. Jonathan F. Del Rosario, AVP - Operations & CTSG Officer-in-Charge

Also in attendance were the following:

1. Mr. Ricardo C. Marquez (incoming Independent Director)
2. Mr. Ronald T. Ferrer, Assistant Vice Present – Internal Audit
3. Mr. Erich Y. Pe Lim, Investor Relations Manager
4. Mr. Darwin P. Virocel, R.G. Manabat & Co./KPMG

Atty. Elacio proceeded to explain that, after the Management's Report, questions and comments emailed in advance to the Company's dedicated email address for the meeting at 2022asmpetron@petron.com would be given priority.

### **Call to Order**

There being a quorum, the Chairman of the meeting, Mr. Ramon S. Ang, called the annual meeting of the stockholders to order and presided over the same. Atty. Elacio recorded the minutes of the proceedings.

**Reading of the Agenda  
and Explanation of Voting Procedure**

For ease of reference of the stockholders, the rest of the agenda of the meeting was presented on the screen as follows:

- (1) Review and Approval of the Minutes of the Previous Annual Stockholders' Meeting
- (2) Management Report and Submission to the Stockholders of the 2021 Financial Statements
- (3) Ratification of All Acts of the Board of Directors and Management Since the 2021 Annual Stockholders' Meeting
- (4) Appointment of an External Auditor and Ratification of External Auditor Fees
- (5) Election of the Board of Directors for the Ensuing Term
- (6) Ratification of Directors' Fees
- (7) Other Matters
- (8) Adjournment

Atty. Elacio reminded the stockholders that the rationale and brief explanation of each agenda item were provided in the Notice and Agenda and the Information Statement.

She explained the voting procedure where each common share is entitled to one vote and that voting shall be made in accordance with the procedure set forth in the Information Statement that has been made available in the Company's website and in the PSE Edge. A summary of the voting procedure was flashed on the screen as follows:

Voting Procedure:

- Simple majority vote for the following:
  - (1) the approval of the minutes of the 2021 Annual Stockholders' Meeting,
  - (2) the ratification of all acts of the Board of Directors and Management since the 2021 Annual Stockholders' Meeting
  - (3) the appointment of the external auditor of the Company for 2022 and the ratification of external auditor's fees
  - (4) the ratification of directors' fees
  
- Fifteen (15) nominees who get the highest votes to be deemed elected as directors; cumulative voting is allowed where a stockholder may:
  - (1) distribute his/her votes per share to all the nominees, or
  - (2) cumulate all his/her shares and give one candidate all his/her votes, or
  - (3) he/she may distribute his/her votes among his chosen nominees

**Review and Approval of Minutes of Previous Meeting**

The Chairman announced that the first item in the rest of the agenda was the approval of the minutes of the May 18, 2021 Annual Stockholders' Meeting, a copy of which had been posted in the company website on May 25, 2021, five (5) business days after the meeting. On motion duly made and seconded, and there being no objection, the minutes of the Annual Stockholders' Meeting held on May 18, 2021 were approved.

Based on the vote canvassing results provided by the SMC Stock Transfer Corporation, the stock transfer agent of the Company, (the "Voting Canvassing Results") this agenda item had the following voting results:

For	6,877,027,501 - 73.354%
Against	0 - 0.000%
Abstain	0 - 0.000%

## **Annual Report and Other Reports of Management**

The Senior Vice President and Chief Finance Officer of the Company, Mr. Emmanuel E. Eraña, delivered the management report covering operations for 2021, with highlights as follows:

1. Petron fueled positive momentum in 2021 and rebounded with a net income of P6.14 billion, a reversal from P11.4 billion net loss in 2020 when the pandemic first emerged. Consolidated revenues were up 53% at P438 billion from last year's P286 billion. Petron sold 82 million barrels during the period, posting a modest 5% growth as economic activities started to resume in the second half of the year. There were promising improvements in performance in key trades, like the 6.4% growth in retail volumes as mobility restriction eased.

2. In 2021, economies started to gradually reopen following the massive rollout of the vaccination campaign globally, triggering a recovery in demand. During the same period, movement restrictions have relaxed. This gradual improvement in mobility supported increases in oil prices throughout the year, which peaked in October.

3. Focused on recovery, Petron prioritized improvements in its operating facilities and service station network to increase efficiency. The Company resumed the operations of its Bataan Refinery in June 2021. In Malaysia, Petron began commercial operation of its new diesel hydrotreater plant and a marine import facility in the second semester of the year. The Company also maintained its network expansion programs, opening new retail outlets and service stations. In 2021, Petron utilized a new service station design and construction system to promote efficiency and sustainability. While maintaining competitiveness in the market, the Company implemented programs differentiating its products and services from the rest of the industry,

including the launch of its new Petron Gasul Elite composite cylinder and the new Petron Value Card Mobile App.

4. Petron remained a dedicated partner to its fenceline communities through the following programs:

a. The Company provided additional assistance in the form of tablets for online classes to 308 Tulong Aral ng Petron high school scholars. Petron also helped rehabilitate and repair 79 schools through Brigada Eskwela.

b. The Company extended assistance to communities affected by the COVID-19 pandemic and natural calamities. In the case of typhoon Odette, Petron distributed food packs to 3,700 families in Visayas. In Malaysia, Petron donated food boxes and Petron Gasul Cylinders to over 1,600 families and local businesses affected by the pandemic. Relief assistance was also provided to 750 families who were victims of heavy floods.

c. The Company maintained its environmental programs nationwide, including tree and mangrove planting and the Petron-sponsored Pawikan Conservation Forum.

d. Under the Ligtas Lahat program of San Miguel Corporation, Petron launched a vaccination site in Bataan in partnership with the local government to help protect employees and local residents in the battle against COVID-19. To date, almost 100% of Petron's employees have been inoculated while the Company continues to implement strict health and safety protocols in all its facilities.

Mr. Eraña ended his report by thanking all stakeholders for their continued support.

## *Open Forum*

The Chairman opened the floor for questions from stockholders. As explained at the beginning of the meeting by Atty. Elacio, the Corporate Secretary, questions emailed in advance were prioritized.

The questions raised and matters discussed are set out below.

1. Ms. Briones of Laguna noted that huge increases in pump prices had been experienced since January 2022. She then asked what the reasons were for the high price.

Mr. Ang responded that the high prices in fuel were brought about by international market forces such as the conflict between Russia and Ukraine and the shortage of crude oil. Mr. Ang mentioned that the government gave subsidies to the public transport sector but could not waive, at this point, the excise taxes as requested by the public.

2. Mr. Pineda of Bataan asked whether Petron had already fully recovered from the impact of the pandemic.

Mr. Ang explained that the Company was still recovering to reach the pre-pandemic level.

3. Ms. Santos of Pampanga asked when the stockholders' meeting would be conducted face-to-face.

Mr. Ang answered that we could conduct face-to-face meetings when the pandemic has ended.



The open forum was closed and, on motion duly made and seconded, the management report, the audited financial statements of the Company for 2021, together with other written reports distributed to the stockholders or made available on the Company website, were accepted and filed as part of the minutes of the meeting.

The following resolution was accordingly passed by the stockholders:

**Resolution No. 1, Series of 2022**

**RESOLVED, That the 2021 Annual Report of Management, the Management Report, including the 2021 financial statements, as well as the other reports of Management distributed and mailed to the stockholders of Petron Corporation or made available on the company website, be, and hereby are, ACCEPTED and FILED as part of the minutes of the present meeting.**

Based on the Vote Canvassing Results, this agenda item had the following voting results:

For	6,874,292,501 - 73.325%
Against	0 - 0.000%
Abstain	2,735,000 - 0.029%

**Ratification of all Acts of the Board of Directors and Management**

The Chairman then noted that the next item in the agenda was the ratification of all acts of the Board of Directors, the Executive Committee, and the Management since the last Annual Stockholders' Meeting held in 2021.

Atty. Elacio explained that the material items approved by the Board of Directors and/or the Executive Committee since the 2021 Annual Stockholders' Meeting include those in the list attached as Annex B to the Definitive Information Statement earlier made available by the Company in the Company website and via Edge of the Philippine Stock Exchange.

Upon motion made and seconded, the following resolution was accordingly passed:

**Resolution No. 2, Series of 2022**

**RESOLVED, That all acts, resolutions and proceedings of the Board of Directors and the corporate officers of Petron Corporation (the "Company") since the Annual Meeting of the Stockholders of the Company on May 18, 2021, as set forth in the minutes of the meetings of the Board of Directors and its board committees be, and hereby are, APPROVED, CONFIRMED and RATIFIED.**

Based on the Vote Canvassing Results, this agenda item had the following voting results:

For	6,874,292,501 - 73.325%
Against	0 - 0.000%
Abstain	2,735,000 - 0.029%

## **Appointment of External Auditor and Ratification of External Auditor Fees**

The Chairman then announced that the next item in the agenda was the appointment of the accounting firm R.G. Manabat & Co., CPAs/KPMG as external auditor of the Company for 2022 and the ratification of the external auditor fees for the review and preparation of the 2022 audited financial statements of the Company and its subsidiaries.

Upon confirmation by Mr. Margarito B. Teves, an Independent Director and the Chairperson of the Board Audit Committee, and on motion made and duly seconded, the stockholders approved the following resolution:

### **Resolution No. 3, Series of 2022**

**RESOLVED, That the appointment of the accounting firm R.G. Manabat & Co., CPAs/KPMG as the external auditor of Petron Corporation (the "Company") for 2022 be, and hereby is, APPROVED.**

**RESOLVED, FURTHER That the fees of R.G. Manabat & Co., CPAs/KPMG for the review and preparation of the 2022 Audited Financial Statements of the Company and its subsidiaries in the amount of P6,744,200 as approved by the Board of Directors on March 8, 2022 be, and hereby are, RATIFIED.**

Based on the Vote Canvassing Results, this agenda item had the following voting results:

For	6,865,288,601 - 73.229%
Against	11,738,900 - 0.125%
Abstain	0 - 0.000%

## **Election of Directors**

The Chairman announced that the next item on the agenda is the election of directors.

The Corporate Secretary proceeded to announce the nomination of the following as directors of the Company:

- 1) Mr. Ramon S. Ang
- 2) Mr. Lubin B. Nepomuceno
- 3) Atty. Estelito P. Mendoza
- 4) Mr. Jose P. de Jesus
- 5) Mr. Ron W. Haddock
- 6) Ms. Aurora T. Calderon
- 7) Ret. Justice Francis H. Jardeleza
- 8) Mr. Mirzan Mahathir
- 9) Atty. Virgilio S. Jacinto
- 10) Atty. Nelly Favis-Villafuerte
- 11) Mr. Horacio C. Ramos
- 12) Mr. John Paul L. Ang
- 13) Ret. Chief Justice Artemio V. Panganiban (Independent)
- 14) Mr. Margarito B. Teves (Independent)
- 15) Mr. Ricardo C. Marquez (Independent)

Atty. Elacio explained that, as discussed in the Definitive Information Statement distributed for the meeting, Independent Director Ret. Chief Justice Artemio V. Panganiban has been serving the Company as an independent director for more than nine (9) years, beyond the term limits of independent directors. In accordance with the Manual on Corporate Governance of the Company and upon endorsement of the Corporate Governance Committee of the Company, the Board of Directors found that the independence of Director Panganiban has not been diminished or impaired by his long service as a member of the Board of Directors and it has full confidence that Director Panganiban would continue acting as an independent director with the same zeal, diligence and vigor as when first elected. Therefore, the Board of Directors

had approved and endorsed for the vote of the stockholders of the Company the election of the 15 nominees, including Director Panganiban as an independent director pursuant to Corporate Governance Manual of the Company.

As explained in the Information Statement and by the Corporate Secretary at the start of the meeting, cumulative voting is allowed in the election of directors.

Upon confirmation by Mr. Teves, a member of the Board Corporate Governance Committee, the following motions were made and duly seconded: (i) motion to dispense with balloting; (ii) motion to declare all nominees be considered unanimously elected as directors of the Company for the ensuing year, including Independent Director Panganiban, until their successors are elected and qualified; and (iii) motion for the votes of the stockholders present and represented by proxies be distributed and recorded accordingly. These motions were all approved.

Pursuant to such motions, votes were cast for all shares duly represented at the meeting in favor of the 15 nominees, except as otherwise expressly instructed in a written proxy given the Chairman. With the required votes being obtained by the nominees, the Chairman declared the following persons as duly elected directors of the Company, with the voting results based on the Vote Canvassing Results:

**Election of the Board of Directors - Annual Stockholders Meeting 2022**

No.	Nominee	IN FAVOR	AGAINST	ABSTAIN	TOTAL
1	RAMON S. ANG	6,875,808,101	974,700	244,700	6,877,027,501
2	LUBIN B. NEPOMUCENO	6,866,874,401	0	10,153,100	6,877,027,501
3	ESTELITO P. MENDOZA	6,865,288,601	1,068,900	10,670,000	6,877,027,501
4	JOSE P. DE JESUS	6,866,865,401	0	10,162,100	6,877,027,501
5	RON W. HADDOCK	6,866,865,401	0	10,162,100	6,877,027,501
6	AURORA T. CALDERON	6,865,796,501	1,068,900	10,162,100	6,877,027,501
7	FRANCIS H. JARDELEZA	6,866,874,401	0	10,153,100	6,877,027,501
8	MIRZAN MAHATHIR	6,866,874,401	0	10,153,100	6,877,027,501
9	VIRGILIO S. JACINTO	6,866,366,501	0	10,661,000	6,877,027,501
10	NELLY FERVIS-VILLAFUERTE	6,866,874,401	0	10,153,100	6,877,027,501
11	HORACIO C. RAMOS	6,866,865,401	9,000	10,153,100	6,877,027,501
12	JOHN PAUL L. ANG	6,865,796,501	1,077,900	10,153,100	6,877,027,501
13	ARTEMIO V. PANGANIBAN	6,865,796,501	1,077,900	10,153,100	6,877,027,501
14	MARGARITO B. TEVES	6,865,805,501	1,068,900	10,153,100	6,877,027,501
15	RICARDO C. MARQUEZ	6,877,027,501	0	0	6,877,027,501
TOTAL		103,015,779,515	6,346,200	133,286,800	103,155,412,515

Pursuant to the foregoing, the following resolution was approved:

**Resolution No. 4, Series of 2022**

**RESOLVED**, That the following persons are hereby declared as the duly elected directors of the Corporation, to serve for a term of one year or until their successors shall have been duly elected and qualified in accordance with the by-laws of the Company:

**Mr. Ramon S. Ang**  
**Mr. Lubin B. Nepomuceno**  
**Atty. Estelito P. Mendoza**  
**Mr. Jose P. de Jesus**  
**Mr. Ron W. Haddock**  
**Mr. Mirzan Mahathir**  
**Ms. Aurora T. Calderon**  
**Ret. Justice Francis H. Jardeleza**  
**Atty. Virgilio S. Jacinto**  
**Atty. Nelly Favis-Villafuerte**  
**Mr. Horacio C. Ramos**  
**Mr. John Paul L. Ang**  
**Ret. Chief Justice Artemio V. Panganiban (Independent)**  
**Mr. Margarito B. Teves (Independent)**  
**Mr. Ricardo C. Marquez (Independent)**



## **Ratification of Directors' Fees**

The Chairman then announced that the next item in the agenda was the ratification of the directors' fees for 2022.

Atty. Elacio advised that, after evaluation, and based on the recommendation of Management and in accordance with the Corporate Governance Manual of the Company, on March 8, 2022, the Corporate Governance Committee recommended the payment of the directors' fees for 2022 in the amount of P16.4 million and the Board of Directors approved the same.

Upon confirmation by Mr. Teves, a member of the Board Corporate Governance Committee, and on motion made and duly seconded, the stockholders approved the following resolution:

### **Resolution No. 5, Series of 2022**

**RESOLVED, That the fees of the directors for 2022 in the amount of P16.4 million (inclusive of per diems for scheduled board and committee meetings) as approved by the Board of Directors on March 8, 2022 be, and hereby are, RATIFIED.**

Based on the Vote Canvassing Results, this agenda item had the following voting results:

For	6,877,027,501	- 73.354%
Against	0	- 0.000%
Abstain	0	- 0.000%

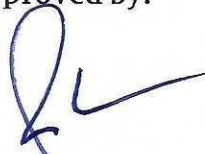
**Adjournment**

There being no further matters raised, and on motion made and seconded, the Chairman adjourned the meeting at about 2:23 p.m. and thanked the stockholders for their attendance and support.

Respectfully submitted:

  
**JOANNA JASMINE M. JAVIER-ELACIO**  
Corporate Secretary

Approved by:

  
**RAMON S. ANG**  
Chairman of the Meeting