



33F Tower One, Ayala Triangle, Ayala Avenue
Makati City, 1226 Philippines
www.ayala.com.ph

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
April 24, 2020 at 9:00 AM
Conducted virtually via <https://asm.ayala.com/AyalaCorp2020>

	No. of Outstanding and Voting Shares	Percentage of Total
Shareholders Present:	658,780,942	75.2289%

Directors Present:

Jaime Augusto Zobel de Ayala

Chairman of the Board
Chairman, Executive Committee
Member, Finance Committee

Fernando Zobel de Ayala

Vice Chairman of the Board and President
Member, Executive Committee
Member, Finance Committee

Keiichi Matsunaga

Member, Executive Committee
Member, Audit Committee
Member, Risk Management and Related Party Transactions Committee
Member, Personnel and Compensation Committee

Ramon R. Del Rosario, Jr. (independent director)

Chairman, Corporate Governance and Nomination Committee
Chairman, Personnel and Compensation Committee
Member, Audit Committee
Member, Risk Management and Related Party Transactions Committee

Xavier P. Loinaz (independent director)

Chairman, Audit Committee
Member, Corporate Governance and Nomination Committee

Antonio Jose U. Periquet (independent director)

Chairman, Risk Management and Related Party Transactions Committee
Member, Corporate Governance and Nomination Committee
Member, Finance Committee

Delfin L. Lazaro

Chairman, Finance Committee
Member, Personnel and Compensation Committee

1. Call to Order

After the national anthem, the Chairman, Mr. Jaime Augusto Zobel de Ayala, called the meeting to order at 9:00 a.m. He stated at the outset that the Corporation is holding the meeting in virtual format, for the first time in its history, because of the current health crisis. He then welcomed the stockholders, who have joined the live webcast of the proceedings, and thanked the shareholders who were participating in the meeting through the voting in absentia system or their appointment of the Chairman as proxy. The Chairman introduced each of the presenters, namely: Fernando Zobel de Ayala (Vice-Chairman, President and Chief Operating Officer), Jose Teodoro K. Limcaoco (Chief Finance Officer), Solomon M. Hermosura (Corporate Secretary), Joanne M. Lim (Assistant Corporate Secretary), Celeste M. Jovenir (Head of Investor Relations), Ramon R. Del Rosario, Jr. (Independent Director and Chairman of the Corporate Governance and Nomination Committee), and Xavier P. Loinaz (Independent Director and Chairman of the Audit Committee). He also presented the members of the Group Management Committee: Jose Rene Gregory D. Almendras (President of Manila Water Company, Inc.), Alfredo I. Ayala (is leading the initiatives in education), Paolo Maximo F. Borromeo (President of Ayala Healthcare Holdings, Inc.), Cezar P. Consing (President of the Bank of the Philippine Islands), Ernest L. Cu (President of Globe Telecom, Inc.), Bernard Vincent O. Dy (President of Ayala Land, Inc.), John Eric T. Francia (President of AC Energy, Inc.), Ruel T. Maranan (President of Ayala Foundation, Inc.), John Philip S. Orbeta (Chief Human Resources Officer), Arthur R. Tan (President of AC Industrial Technology Holdings, Inc.). The Chairman likewise acknowledged the presence of the other members of, as well as, the nominees to the Board, and representatives of SyCip Gorres Velayo & Co. ("SGV"), the Corporation's external auditor, who joined the meeting through the live webcast.

2. Notice of Meeting

The Secretary, Mr. Solomon M. Hermosura, certified that the Notice of the meeting and the Definitive Information Statement were sent on March 31, 2020 to all stockholders of record as of 10 March 2020 in three (3) ways: first, by email to all stockholders who have given their e-mail addresses, second, by posting on the Corporation's website and third, by disclosure in the Philippine Stock Exchange. In addition, the Notice was published on April 2, 2020, in the Philippine Star, a newspaper of general circulation. Accordingly, the stockholders have been duly notified in accordance with the By-Laws and applicable rules, including the Corporation's Internal Guidelines on Participation in Stockholders' Meeting by Remote Communication and Voting in Absentia under Extraordinary Circumstances, which are embodied in the Corporation's Definitive Information Statement that the Securities and Exchange Commission approved.

3. Determination of Quorum

The Secretary certified that there was a quorum for the meeting with stockholders owning 658,780,942 shares or 75.2289% of the total outstanding shares, present in person or by proxy. The mode of attendance of the stockholders deemed present and their respective percentages of the outstanding shares are set forth below:

Mode of Attendance	% of Total Outstanding Shares
Appointment of the Chairman as proxy	75.03773%
Voting in absentia	0.00129%
Remote Communication	0.18995%

Additionally, there were 522 viewers of the live webcast of the meeting.

4. Instructions on Rules of Conduct and Voting Procedures

The Chairman noted that although the Corporation was holding the meeting in a virtual format because of government regulations prohibiting in-person meetings, it strived to provide the shareholders the opportunity to participate in the meeting to the same extent possible as in an in-person meeting.

Thereafter, the Secretary explained that the rules of conduct and the voting procedures are set forth in the Definitive Information Statement and in the Explanation of Agenda Items, which forms part of the Notice of the Annual Stockholders' Meeting. He emphasized the following points:

- (i) Stockholders who registered under the Voting in Absentia & Shareholder (VIASH) system or who notified the Corporation by email of their intention to participate in the meeting by remote communication may send their questions or comments at corporatesecretary@ayala.com.ph
- (ii) Questions or comments received before 9:30 a.m. of April 24, 2020 will be read aloud and addressed during the Question and Answer period, which will take place after other matters. Management will reply by email to questions and comments not taken up during the meeting.
- (iii) There are five resolutions proposed for adoption by the stockholders, each of which will be shown on the screen as the same is being taken up.
- (iv) Stockholders could cast their votes on the proposed resolutions and in the election of directors beginning April 3, 2020 through the Voting in Absentia and Shareholder System with the polls remaining open until the end of the meeting for stockholders using said system.
- (v) The Secretary reported that the votes cast as of April 17, 2020, after the proxy validation process and after the deadline for registration under the VIASH, have been tabulated. The votes were from stockholders owning 657,169,266 voting shares representing 99.998% of the total voting shares represented in the meeting and 79.589% of the total outstanding voting shares. The Secretary will be referring to this preliminary tabulation when reporting the voting results during the meeting. However, the results of the final tabulation of votes, with full details of the affirmative and negative votes and abstentions, will be reflected in the minutes.

5. Approval of the Minutes of the 2019 Stockholders' Meeting

The Chairman then proceeded with the approval of the minutes of the annual stockholders' meeting held on April 26, 2019. An electronic copy of the minutes was posted on the website of the Corporation.

The Secretary presented Resolution No. S-01-2020, as proposed by management, and based on the votes received, reported the approval by the stockholders of the following resolution which was shown on the screen:

Resolution No. S-01-2020

RESOLVED, to approve the minutes of the annual stockholders' meeting held on April 26, 2019.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes for the adoption of Resolution No. S-01-2020 providing for the approval of the minutes of the previous meeting are as follows:

	For	Against	Abstain
Number of Voted Shares	657,117,298	0	0
% of Shares of Shareholders Present	99.747%	0%	0%

6. Annual Report of Officers

Message of the Chairman

The Chairman, Mr. Jaime Augusto Zobel de Ayala, acknowledged that the corporate momentum built over the last decade had been challenged by the events of the past year. However, history has shown Ayala's resilience across multiple business cycles over the one hundred eighty six (186) years that the Corporation has been in operation. This ability to deal with adversity has been built on the Corporation's fundamental strengths of adhering to the highest standards of corporate governance, always looking to develop value over the long term, remaining flexible to adjust to changing circumstances, and constantly aligning its business objectives with the broader development needs of the country.

He recounted how the Ayala group, in 2011, set in motion a strategic agenda that led to the expansion of its established franchises in real estate, banking, and telecommunications and to the investment in energy generation as a new growth platform and future source of earnings and value creation. These initiatives cemented the group's competitive advantage, maintained its relevance in the markets it was part of, and established the foundation for long-term growth and value regardless of the prevailing macroeconomic or competitive environment. The Chairman highlighted how the strong performance of the group's core business pillars--Ayala Land, Bank of the Philippine Islands, Globe Telecom, and AC Energy-- sustained Ayala's trajectory in 2019. Their results cushioned the impact of the setbacks faced by Manila Water in connection with the water supply shortage and mitigated the slowdown AC Industrials confronted resulting in the Corporation's profitability improving by eleven percent (11%) to PhP35.3 billion in 2019.

Global economic growth in 2019 was at its slowest since the global financial crisis, but developing countries in Asia still recorded strong growth. While the Philippine economic growth of 5.9% in 2019 fell below the above 6% growth recorded for the past seven consecutive years, it continued to be bolstered by solid domestic consumption. This continued to benefit Ayala Land, BPI, and Globe, which remained as the top contributors to Ayala's performance during the year, along with AC Energy. These four business pillars are envisioned to remain as Ayala's core value drivers in the medium term.

He cited Manila Water's achievement of turning around the East Zone concession and laying an efficient water supply and distribution system for the metropolis despite the absence of new water sources and at the same time, stressed the need to be flexible, quick and open minded to how industries, economic environments, and regulatory agencies evolve. Hence, the invitation extended in February 2020 to the Razon group as a strategic partner in Manila Water.

The Chairman reported that geopolitical headwinds and challenging manufacturing and trade environment posed operational challenges for the various platforms under AC Industrials. He gave the assurance that the Corporation is in the process of reassessing AC Industrials' portfolio to identify the pain points, develop solutions, and rationalize the long-term strategic direction of the business. Meanwhile, AC Health continues to ramp up its clinic footprint with the acquisition of a one hundred percent (100%) stake in

Healthway Philippines, which complements FamilyDoc. In education, with the merger of AC Education and iPeople, there is now a group of seven educational institutions with a combined student population of approximately 60,000 across 28 campuses in Metro Manila and the Calabarzon, Bicol, and Mindanao regions.

During the year, the Ayala group, particularly Zalora, Entrego, BPI and Globe, also made great strides in its digital transformation journey. Between the BPI mobile app and Globe's Gcash, the group has been able to reach over 1.9 million banking clients, twenty (20) million registered users, and over seventy five thousand (75,000) merchants and partners. Today, the BPI app ranks fifth in mobile banking on the App Store and seventeenth on Google Play. Moreover, GCash is currently the number one finance app in the Philippines on both the App Store and Google Play.

In November 2019, the Corporation acquired a twenty percent (20%) stake in the Yoma group, Myanmar's leading conglomerate with interests in sectors that are overlapping with Ayala. The investment is targeted to serve as Ayala's main platform for strategic investments in Myanmar, which is an underpenetrated frontier market with a promising economic growth story, supported by its government's broad liberalization initiatives.

In conclusion, while the Chairman recognized that the outlook for the business environment has radically changed as a result of the eruption of the Tall Volcano in January and the COVID-19 pandemic, he allayed concerns by saying that the Corporation's and the group's healthy balance sheet provides a buffer to absorb external shocks. The Chairman thanked the board of directors for their engagement and foresight across a variety of working committees, the management team for ensuring a culture of professional commitment, the group's many business partners for their willingness to collaborate, and the shareholders for their continued support, trust, and confidence in Ayala.

Report of the President

The President, Fernando Zobel de Ayala, began his report by thanking the stockholders for their continued support and confidence in Ayala. He proceeded to discuss the water supply shortage in March 2019 that impaired the high standards of service Manila Water has maintained over the past twenty three (23) years and the reason therefor. To prevent this from happening again, Manila Water is working closely with MWSS and this administration on the timely execution of the Water Supply Master Plan.

Although the group faced significant challenges in both its water and global manufacturing businesses in 2019, its real estate, banking, telco, and power units continued to serve as engines of growth; thus, validating the strength of a diversified portfolio and the expansion strategy the Corporation put in place a decade ago.

Ayala's PhP35.3 billion in net earnings got a lift from the partial divestment gains of AC Energy and from the merger of AC Education with iPeople but had been weighed down by the recognition of a remeasurement loss of PhP18.1 billion arising from a likely reduced stake in Manila Water. The President expressed his confidence that a partnership with a strategic investor will accelerate Manila Water's long-term strategic direction, including its regional aspirations.

The President then reported in detail the performance of each business unit. Ayala Land's net profits rose thirteen percent (13%) to PhP33.2 billion, supported by office and commercial and industrial lot sales as well as a growing leasing operation. Its geographic diversification continued, with new estates contributing fifty eight percent (58%) to its bottom line as the development of these new areas accelerates. With over 12,000 hectares of landbank, twenty nine (29) estates, and a presence in fifty seven (57) growth

centers across the country, Ayala Land offers a balanced and complementary mix of residential developments, shopping centers, offices, hotels and resorts.

Bank of the Philippine Islands focused on its core lending business and on increasing efficiencies through technology. In 2019, its net earnings reached PhP28.8 billion, jumping twenty five percent (25%) from 2018 on strong core banking business revenues and a steadily growing fee-based segment, supported by higher securities trading gains. Consistent with the Ayala group's thrust to support the growth of MSMEs in the country, BPI ramped up its microfinance arm BPI Direct BanKo, with three hundred (300) branches, servicing more self-employed microentrepreneurs nationwide. Only three years since its relaunch, BanKo is now the second largest microfinance bank in the country having doubled its loan portfolio to PhP4.3 billion. BPI's SME group, the two-year old Business Bank, is likewise gaining traction, particularly in the mass market or loans below PhP15 million. This segment expanded more than fourfold in approved loan applications, reflecting the bank's dedicated coverage of this customer group.

Globe continued to benefit from high demand for data-related products and services. The twenty percent (20%) expansion in its net income to PhP22.3 billion was bolstered by data-driven customers across its mobile and broadband segments. Data-related services accounted for over seventy percent (70%) of Globe's service revenues, which grew twelve percent (12%) to PhP149 billion during the year. Globe continues to harness an increasingly digitally enabled economy to promote financial inclusion through its mobile wallet GCash, the number one mobile wallet in the Philippines today with twenty (20) million registered users and over seventy five thousand (75,000) QR merchants and partner billers. To enable access to more financial services to the unbanked population, GCash introduced GSave, which allows first time depositors to participate in the formal banking system.

AC Energy registered net profits of PhP24.6 billion in 2019, lifted by contributions from its solar projects in Vietnam and gains from the partial divestment of its thermal assets. AC Energy increased its attributable energy output in 2019 by twenty five percent (25%) to 3,500 gigawatt hours, of which fifty percent (50%) came from renewable sources. Given the increasing contribution of AC Energy to Ayala's equity earnings over the past three years, AC Energy is now considered as one of the group's core business pillars together with Ayala Land, BPI, and Globe. AC Energy continues to aggressively build up its renewable portfolio. It ended 2019 with an attributable capacity of over 1,800 MW, with fifty percent (50%) of total energy output coming from renewable sources. In addition, it has 1,200 MW of various solar and wind projects in the pipeline, bringing it on track to achieve 5,000 MW of renewable capacity by 2025. To support these aggressive targets, AC Energy tapped the capital market through the issuance of two Green Bonds, raising US\$810 million in combined proceeds.

The challenges in the East Zone concession weighed on Manila Water's performance in 2019. Its profitability declined sixteen percent (16%) to PhP5.5 billion. Business performance was dampened by the impact of the MWSS penalty and a voluntary one-time bill waiver program to assist severely affected customers. This was further affected when raw water allocation from Angat Dam hit its lowest in July. To mitigate this, Manila Water implemented network efficiency measures to maintain service availability and be able to serve more than seven million people in the East Zone. Manila Water likewise continued to work towards its goal of providing thirty two percent (32%) wastewater coverage of the East Zone by 2021.

AC Industrials faced a challenging year due to the difficulties in global manufacturing and the automotive industries, recording a net loss of PhP2.4 billion in 2019. During these trying times, the Corporation takes comfort in the fact that AC Industrials retains specialized technical resources such as advanced manufacturing engineering as well as proprietary technologies, including power electronics, camera and vision, smart energy, and connectivity, which all serve as the foundation for future growth.

AC Infra is building up its logistics and fulfillment arm, Entrego, which posted a compounded monthly growth of fourteen percent (14%) in volume throughout the year.

AC Health acquired a one hundred percent (100%) stake in Healthway. The addition of Healthway's seven mall-based multi-specialty clinics and forty (40) corporate clinics expanded AC Health's clinic portfolio, which now includes seventy four (74) FamilyDOC primary care clinics and ten (10) corporate clinics. It also expanded its pharma portfolio with new investments in IE Medica, one of the major importers of pharmaceutical products in the country, and MedEthix, its affiliated distribution company.

AC Education's merger with iPeople in 2019 has significantly broadened the group's education footprint with the student population growing from 38,500 before the merger to approximately 60,000 students post-merger. The merger has resulted in several synergies, including leveraging the various schools' complementary strengths to improve the student learning experience and producing greater operational efficiency.

The Ayala group's combined capital expenditure reached PhP215 billion in 2019. At the parent level, the balance sheet remained strong with enough capacity to support future investments and cover dividend and debt obligations. In 2019, the Corporation paid PhP8.30 per share in cash dividends, twenty percent (20%) higher than its 2018 level. The Corporation likewise took advantage of favorable market conditions to raise capital, including the US\$400 million in fixed-for-life senior perpetual notes with an annual coupon of 4.85% for life with no step-up, and the PhP15 billion in preferred shares.

The President shared updates on what the Corporation is doing in response to the COVID-19 pandemic. With the safety and financial health of the employees being of foremost priority, the group has allocated PhP2.4 billion as relief package to assist the employees, including the daily wage earners or no-work-no pay personnel. Furthermore, together with thirty six (36) other private institutions, the Corporation launched Project Ugnayan. Through this effort, the consortium has raised over PhP1.7 billion for food vouchers for more than one and a half million urban poor families or approximately 7.5 million of the most vulnerable countrymen in Greater Metro Manila and has worked closely with Caritas Manila and the over six hundred (600) parishes of the Catholic Church for the distribution of one thousand peso (PhP1,000.00) supermarket vouchers.

These efforts are similarly present across the business units. Ayala Land employees raised PhP71.4 million to help COVID hospitals and Project Ugnayan. In support of the Department of Public Works and Highways' initiative and through its construction arm, Makati Development Corporation, Ayala Land is in the final stages of the renovation of the World Trade Center in Pasay into a 500-bed quarantine facility. To aid in the shortfall of personal protective equipment, Ayala, Ayala Land, BPI, and Globe donated to the Philippine Red Cross ("PRC") who facilitated the distribution of over 200,000 face masks to several hospitals in Metro Manila and other front liners in the government, as well as 104 PRC chapters nationwide. Furthermore, Ayala and Ayala Foundation have set aside over PhP15 million to procure additional masks and vitamins for donation to various hospitals and local government units throughout the country. Meanwhile, Manila Water, recognizing the importance of sanitation in these times, has donated 1,800 hygiene kits and deployed much needed drinking water to six Quezon City hospitals. Globe has donated 500 cellphone units to public hospitals and now provides free internet connection to 68 hospitals nationwide with free calls to emergency and government hotlines available to all users. Globe has also raised PhP43 million from its employees and customers through various donation drives to help hospitals. AC Health has more than 1,500 employees in its clinic network who are reporting daily, continuing to operate as extended frontliners, and are able to help in the triage efforts of the government and private hospitals. Generika continues to operate and offer medicines at very reasonable prices. In addition, to help the healthcare system with the growing number of COVID-19 cases, AC Health is leading the Ayala group's efforts to convert Qualimed Sta. Rosa into a COVID-19 dedicated hospital and will work in

partnership with other external stakeholders to build a COVID-19 testing facility that will give more Filipinos access to testing.

Select BPI branches remain open with all over-the-counter branch fees and transfer fees to other banks waived during this period. BPI has also offered a grace period and relief options for affected clients with financial obligations to BPI. Manila Water, while operating with a reduced workforce, has been able to continue providing basic services during this time. Likewise, AC Energy's plants are sufficiently manned to operate at full capacity and provide vital electricity to our grids. Meanwhile, Globe is doubling down in its efforts to ensure that its network stays reliable and consistent. All these efforts are meant to instill faith and confidence in the Filipino people and to show that the Ayala Group is ready to carry on and support the country in the battle against COVID-19.

As a parting note, the President attributed Ayala's success to the commitment of the shared vision across the whole group's management team and staff, the guidance and leadership of the Corporation's Board of Directors, and the trust and confidence of its stakeholders, and thanked them for their continued commitment and support.

The report of the President was followed by an audio-visual presentation showing how the Corporation has remained true in its commitment to serving the Philippines and the Filipinos.

Upon the request of the Chairman, the Secretary presented the following Resolution No. S-02-2020 (as shown on the screen), which had been proposed by management, and reported the stockholders' approval of the same in accordance with the voting results:

Resolution No. S-02-2020

RESOLVED, to note the Corporation's Annual Report, which consists of the Chairman's Message, the President's Report, and the audio-visual presentation to the stockholders, and to approve the consolidated audited financial statements of the Corporation and its subsidiaries as of December 31, 2019, as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes on the motion for the noting of the annual report and the approval of the 2019 audited financial statements of the Corporation and its subsidiaries together with the approval of Resolution No. S-02-2020 are as follows:

	For	Against	Abstain
Number of Shares Voted	656,467,462	0	649,836
% of Shares of Shareholders Present	99.649%	0%	0.099%

7. Ratification of the acts of the Board of Directors and Officers

The Secretary, upon the Chairman's request, stated that stockholders' ratification was sought for all the acts and resolutions of the Board, the Executive Committee, and other Board Committees exercising powers delegated by the Board, which were adopted from April 26, 2019 until April 24, 2020 as well as for all the acts of the Corporation's officers performed to implement the resolutions of the Board or its Committees, or in connection with the Corporation's general conduct of its business. The acts and resolutions of the Board are reflected in the minutes of the meetings, and they include the election of officers, members of the various Board Committees and lead independent director, revision of the

Corporation's Related Party Transaction and Trading Policies, appointment and updating of attorneys-in-fact and authorized signatories, capital allocation and disbursement of funds to subsidiaries, declaration of cash dividends, and matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

The Secretary reported that Resolution No. S-03-2020, as proposed by Management and shown on the screen, had been approved by the stockholders based on the preliminary tabulation of votes:

Resolution No. S-03-2020

RESOLVED, to ratify each and every act and resolution, from 26 April 2019 to 24 April 2020 (the "Period"), of the Board of Directors (the "Board") and the Executive Committee and other Board committees exercising powers delegated by the Board, and each and every act, during the Period, of the officers of the Corporation performed in accordance with the resolutions of the Board, the Executive Committee and other Board committees as well as with the By-laws of the Corporation.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes on the ratification of the acts of the Board of Directors and Officers of the Corporation and the adoption of Resolution No. S-03-20 are as follows:

	For	Against	Abstain
Number of Shares Voted	656,155,311	246,511	715,476
% of Shares of Shareholders Present	99.601%	0.037%	0.109%

8. Election of Directors

The next item in the Agenda was the election of the seven (7) members of the Board of Directors for the ensuing year. Mr. Ramon R. Del Rosario, Jr., Chairman of the Corporate Governance and Nomination Committee, explained that in accordance with the requirements of the Corporation's By-Laws, the Manual of Corporate Governance, and the Charter of the Board of Directors, the names of the following nominees to the Board had been submitted to the Corporate Governance and Nomination Committee who had endorsed their nominations, and each one has accepted the nomination in writing: Jaime Augusto Zobel de Ayala, Fernando Zobel de Ayala, Keiichi Matsunaga, Rizalina G. Mantaring, Delfin L. Lazaro, Xavier P. Loinaz, and Antonio Jose U. Periquet.

Messrs. Loinaz, Periquet and Ms. Mantaring had been nominated as independent directors in accordance with the rules of the Securities and Exchange Commission ("SEC") on nomination and election of independent directors.

Mr. Del Rosario, Jr. further reported that all the nominees possessed all the qualifications and none of the disqualifications under the Corporation's By-Laws, the Manual of Corporate Governance and the Charter of the Board of Directors, and were eligible to be nominated and elected directors of the Corporation.

Mr. Del Rosario announced his stepping down as director of the Corporation after a decade and thanked the Chairman, the other members of the Board, and his fellow stockholders for the honor and privilege of serving on the board of the Corporation, which he considers a great institution. He expressed his optimism that the Corporation's future will be even brighter in the years to come.

The Corporate Secretary reported that based on the partial tabulation of votes, each of the seven nominees has garnered at least 727,457,396 votes. Given this, he certified that each nominee has received enough votes for election to the Board.

The Corporate Secretary reported that based on the partial tabulation of votes, each of the eleven nominees has garnered at least 627,457,396 votes. Given this, he certified that each nominee has received enough votes for election to the Board and that Resolution No. S-04-2020 for the election of the eleven nominees to the Board, which was shown on the screen, had been approved:

Resolution No. S-04-2020

RESOLVED, to elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

Jaime Augusto Zobel de Ayala
Fernando Zobel de Ayala
Rizalina G. Mantaring (*Independent Director*)
Delfin L. Lazaro
Xavier P. Loinaz (*Independent Director*)
Keiichi Matsunaga
Antonio Jose U. Periquet (*Independent Director*)

The Chairman thanked Mr. Del Rosario for providing leadership across various fronts as well as for the business opportunities he introduced to the Ayala group, particularly in the energy sector. He conveyed his and the President's appreciation of Mr. Del Rosario's wise counsel, advice, frankness and serving as a true Independent Director of the Corporation all these years. The Chairman then welcomed and thanked Ms. Mantaring for accepting the invitation to join the Board.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the final votes received by the nominees based on the total cumulative votes received are as follows:

	For	Against	Abstain
Jaime Augusto Zobel de Ayala	644,395,508	7,867,875	2,619,120
Fernando Zobel de Ayala	645,192,107	9,619,716	-
Keiichi Matsunaga	639,786,609	15,025,216	-
Rizalina G. Mantaring	653,738,192	566,881	-
Delfin L. Lazaro	639,582,743	15,229,076	-
Xavier P. Loinaz	630,882,770	23,929,049	-
Antonio Jose U. Periquet	627,405,426	26,827,842	71,810

9. Election of External Auditor and Fixing of Its Remuneration

At the request of the Chairman, Mr. Xavier P. Loinaz, Chairman of the Audit Committee, informed the stockholders that the Committee evaluated and was satisfied with the performance of the Corporation's external auditor, SyCip Gorres & Velayo ("SGV"). Thus, the Audit Committee and the Board agreed to endorse the election of SGV as the external auditor of the Corporation for the current fiscal year for an audit fee of PhP6,059,200.00, inclusive of value-added tax.

The Secretary presented Resolution No. S-05-2020 for the election of the Corporation's external auditor and fixing of its remuneration and reported that there were enough votes received for the approval of said resolution, which was shown on the screen:

Resolution No. S-05-2020

RESOLVED, as endorsed by the Board of Directors, to approve the election of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2020 for an audit fee of PhP6,059,200.00, inclusive of value-added tax.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes on the election of SGV as external auditor of the Corporation, the approval of its audit fee, and the adoption of Resolution No. S-05-20 are as follows:

	For	Against	Abstain
Number of Shares Voted	656,060,048	479,771	59
% of Shares of Shareholders Present	99.587%	0.073%	0%

10. Other Matters

After confirming with the Secretary that there were no other matters that require consideration by the stockholders, the Chairman requested Ms. Jovenir, Investor Relations Head of the Corporation, to read aloud the questions and comments together with the names of the stockholders who sent them.

The first question read by Ms. Jovenir was from Ms. Antonette Valdez who asked how Ayala has transformed during the COVID-19 crisis and how it sees itself adapting to a "new normal".

The Chairman shared that they have collectively realized how difficult it is to plan long-term in the current environment. Since there is no playbook for this situation, they have come up with shorter-term plans which may be grouped into three phases. The first phase involves preparing for the re-entry of the workforce with their health and safety being of paramount interest. In this connection, the Chairman took the opportunity to thank the frontliners within the group. The second phase relates to ensuring business resiliency following the lifting of the enhanced community quarantine ("ECQ"). During this one to two-month period, the group will assess how it can remain productive, monitor consumer and market behavior, and thereafter, make the necessary adjustments, keeping in mind the renewed role of technology. The last phase deals with transforming the business to adjust to the new normal which is seen to take place sometime during the third or fourth quarter of the year – this will entail striking the right balance between productivity and well-being of the employees taking into consideration the operational needs and financial sustainability of the group.


The Chairman requested Mr. Fernando Zobel de Ayala to address Mr. Marlon Austria's query on how the Ayala Group is ensuring the safety of its employees who need to be physically present in their respective workplaces since they render essential services. Echoing the Chairman's sentiments, the President first thanked the frontliners from BPI, Globe, Manila Water and AC Health for their continued dedication. He then reported that these employees are being provided with proper protective gear and with free transportation to shuttle them to and from the work premises. The premises are also regularly disinfected. Lastly, social distancing measures and health check protocols are being implemented in all the establishments that are currently operational.

Upon the Chairman's request, Mr. Paolo Maximo F. Borromeo, the President of Ayala Healthcare Holdings, Inc., answered Mr. Mark Mulingbayan's question on how Ayala's approach vis-à-vis its healthcare business has changed in light of the lessons from COVID-19. According to Mr. Borromeo, the plan is: (i) to continue strengthening the clinical network of the AC Health Group with both Healthway and FamilyDoc attending to non-COVID-19 patients and providing triage services to COVID-19 cases; (ii) to promote new services for evolving patient needs such as making the Healthway clinic in Greenbelt 5 a chemo infusion clinic; (iii) to strengthen pharmacy distribution and retailing strategies; (iv) to ramp up home care and other health technology-related services; and (v) to build COVID-19 testing and treatment facilities for the community and the group's employees and their families. AC Health committed to assume a relevant leadership role in helping improve the healthcare system in the country and in ensuring access by the Filipinos to affordable medicine, testing and treatment facilities especially during this time.

Ms. Jovenir relayed to the Chairman that the Corporation also received questions from Mr. Alfred Reiterer and Mr. Roy Emata but because of the detailed answers required, Management would be responding to them by email.

11. Adjournment


There being no other matters to discuss, the Chairman adjourned the meeting and informed the stockholders that the link to the recorded webcast of the meeting will be posted on AC's website, and stockholders may raise issues, clarifications and concerns on the meeting conducted within two weeks from posting of the link by sending an email to corporatesecretary@ayala.com.ph.


SOLOMON M. HERMOSURA
Corporate Secretary


DODJIE D. LAGAZO
Assistant Corporate Secretary


JOANNE M. LIM
Assistant Corporate Secretary

ATTESTED BY:


JAIME AUGUSTO ZOBEL DE AYALA
Chairman of the Board and of the Meeting