

MINUTES OF THE ANNUAL MEETING OF THE
STOCKHOLDERS OF

2GO GROUP, INC.

On 18 June 2020
(via Remote Communication)

DIRECTORS PRESENT:

DENNIS A. UY	Chairman of the Board Member, Executive Committee
FRANCIS C. CHUA	Vice Chairman and Independent Director Member, Related Party Transactions Committee
FREDERIC C. DYBUNCIO	President and Chief Executive Officer Chairman, Executive Committee Member, Risk Oversight Committee
ELMER B. SERRANO	Director and Corporate Secretary Member, Executive Committee
MA. CONCEPCION F. DE CLARO	Director Member, Audit Committee Member, Related Party Transactions Committee
CHRYSS ALFONSUS V. DAMUY	Director
JOSEPH C. TAN	Lead Independent Director Chairman, Corporate Governance Committee Member, Audit Committee Member, Related Party Transactions Committee
LAURITO E. SERRANO	Independent Director Chairman, Audit Committee Member, Corporate Governance Committee Member, Risk Oversight Committee
JESUS G. DUREZA	Independent Director Chairman, Risk Oversight Committee Member, Corporate Governance Committee

ALSO PRESENT:

ARTHUR A. SY	Assistant Corporate Secretary
WALDO C. BASILLA	Chief Operating Officer
WILLIAM CHARLES HOWELL	Chief Financial Officer

Stockholders present in person or represented by proxy

2,436,092,992 shares (Please see Record of Attendance here attached as **Annex A**)

1. Call to Order

The meeting opened with an invocation followed by the Philippine National Anthem. The host then acknowledged the presence of all directors and key officers of **2GO Group, Inc.** (the **Company**), with certain directors and officers attending the meeting from DoubleDragon, Pasay and some directors joining remotely.

Mr. Dennis A. Uy, Chairman of the Board, welcomed stockholders and guests to the first ever virtual Annual Stockholders' Meeting of the Company, streaming live via Zoom Webinar. The Chairman thanked the stockholders for joining the meeting.

The Chairman then called the meeting to order. Atty. Elmer B. Serrano, Corporate Secretary, recorded the minutes of meeting.

2. Certification of Notice and Quorum

Before proceeding with the meeting, the Chairman requested the Corporate Secretary to certify to the posting and publication and existence of a quorum.

The Corporate Secretary certified that, in compliance with the rules issued by the Securities and Exchange Commission, notice of the meeting, the Definitive Information Statement, along with the Company's "Guidelines for Participation via Remote Communication and Voting *in Absentia*" were uploaded via PSE EDGE and posted on the Company's website on 26 May 2020. Further, the Corporate Secretary certified that the same notice of meeting was published in the following newspapers of general circulation, both in print and online formats: (1) on 26 May 2020, at the Business Sections of BusinessWorld and Daily Tribune; and (2) on 27 May 2020, at the Business Section of the BusinessWorld and Daily Tribune.

The Corporate Secretary also certified that based on record of attendance, stockholders attending by proxy and stockholders who have registered to remotely join the virtual meeting represent 2,436,092,992 common shares, representing 98.94% of the issued and outstanding capital stock of the Company as of record date of 19 May 2020. He then certified that a quorum was present for the transaction of business by the stockholders.

The Corporate Secretary announced that Alberto, Pascual & Associates has been engaged as third party tabulator of votes cast for the meeting. He also informed participants that the meeting will be recorded.

3. Approval of Minutes of the Annual Stockholders' Meeting held on 11 April 2019

The Chairman proceeded to the next item in the agenda which is the approval of the minutes of the annual meeting of stockholders held on 11 April 2019. A copy of the minutes was posted on

the Company’s website soon after last year’s annual meeting adjourned. The minutes have also been appended to the Definitive Information Statement for this meeting.

The Corporate Secretary stated for the record that unqualified votes cast for each item for approval shall be counted in favor of the matter under consideration.

The Corporate Secretary then presented the tabulation of votes for the approval of the minutes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
2,436,092,992	100%	0	0	0	0

With the above votes in favor, the following resolution was passed and adopted:

“RESOLVED, that the minutes of the annual meeting of stockholders held on 11 April 2019 are approved.”

4. Approval of 2019 Annual Report and 2019 Audited Financial Statements

The Chairman then requested Mr. Waldo C. Basilla, Chief Operating Officer, to render his report on the results of operations for 2019. Mr. Basilla reported as follows:

“Distinguished guests, ladies and gentlemen – good afternoon.

“2019 was another banner year for the Philippine economy as GDP expanded by 6.0% despite the delay of the 2019 National Budget and the effects of the US-China Trade War. Inflation was benign as oil and food prices remained steady. While the impact of the COVID-19 pandemic is felt locally and globally, we continue to be optimistic on the long-term growth prospects of the Philippines and 2GO remains fully committed in helping enable such growth.

“We characterize 2019 as a year of re-focus. We focused on the right business segments and the right customers to work with. To drive differentiation, we integrated our broad services to develop new solutions that created value not only to our customers both business and direct consumers, but also to all our stakeholders.

“Focus, rationalization and optimization were the common themes that prevailed across the organization. Management implemented directions that necessitated changes for its business units. Allow me to discuss some of these changes.

“In our Shipping business, we rationalized our fleet and optimized our operations by changing the vessel mix and routes. We focused on the ROPAX vessels which provide a significant service differentiation in the market due to its reliability and speed. As a consequence, we divested our freight vessels in 2019 which were not profitable given the continued

severe overcapacity in the market. We have also divested from the short-haul fast ferry passenger business which is not core to our strategic objectives.

“With our Non-Shipping business 2GO Logistics, I am pleased to report that we have made progress in our turnaround plans by focusing on three key areas. First, we have improved our customer arrangements which are mutually beneficial while prioritizing identified segments of the market. Second, we consolidated and rationalized our operations and assets which brought down overall operating costs. Third, by instituting rigid operating disciplines we ensured that we preserve our service integrity while improving our overall margins.

“At the same time, we recognize the steady demand for direct to consumer services. To support this, we have introduced new physical and digital solutions that will enable us to actively participate in this space. We have invested in technology to move us at par with international standards, and have brought in new skills to help capture the segments we are targeting.

“Taken together these measures will make 2GO leaner, operationally agile, responsive to market trends and hopefully, profitable.

“Amidst all these changes, we continued to deliver for our customers.

“Total Revenues grew 9% to P21.4B in 2019 driven largely by Scania, the group’s distribution business. While we have strategically contracted our Shipping revenues by 2%, stabilized the Logistics business with new strategies and operational improvements, the Express and Special Containers businesses continued to grow and yield positive results. These efforts are encouraging as losses narrowed to P850M in 2019 from P1.5B in 2018.

“While the Covid pandemic will impact outcomes in 2020, we are confident that the decisions and structural changes we made in 2019 have laid the groundwork towards success in the coming years.

“I would like to express my sincere gratitude to the Board for their invaluable counsel, the business units for their unwavering dedication, and the shareholders for their continued support.

“Thank you.”

After the report, the Chairman thanked Mr. Basilla for his report and asked the Corporate Secretary to announce the results of voting. The Corporate Secretary presented the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
2,436,092,992	100	0	0	0	0

With the above votes in favor, the following resolution was passed and adopted:

“RESOLVED, that the 2019 Annual Report and the 2019 Audited Financial Statements are approved.”

5. Approval and Ratification of the Acts of the Board of Directors and Management

The next item in the agenda is the ratification of all acts, transactions and contracts entered into, as well as resolutions made and adopted by the Board of Directors and carried out by Management during their term, or from the date of the last annual stockholders’ meeting up to this meeting. These corporate acts are detailed in the Definitive Information Statement provided to all stockholders of record.

The Corporate Secretary presented the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
2,436,092,992	100	0	0	0	0

With the above votes in favor of approval, the following resolution was passed and adopted:

“RESOLVED, that the acts of the Board of Directors and Management during their term or from the date of the last annual stockholders’ meeting up to this meeting are ratified and approved.”

6. Election of Directors for 2020-2021

The next item in the agenda is the election of directors for the year 2020-2021. The Chairman requested Atty. Joseph C. Tan, Chairman of the Corporate Governance Committee, to present the nominees to the Board.

Atty. Tan stated that the Corporate Governance Committee has pre-screened and short-listed candidates qualified to be elected to the Board of Directors. He then announced the names of the following nominees to the Board for 2020-2021:

Mr. Dennis A. Uy
Mr. Francis C. Chua
Mr. Frederic C. DyBuncio
Atty. Elmer B. Serrano
Ms. Ma. Concepcion F. de Claro
Mr. Chrysty Alfonsus V. Damuy

Independent Directors

Atty. Joseph C. Tan
Mr. Laurito E. Serrano

Atty. Jesus G. Dureza

The Corporate secretary thereafter presented the number of votes garnered by each of the nominees:

Nominee	No. of Votes
Dennis A. Uy	2,436,092,992
Francis C. Chua	2,436,092,992
Frederic C. DyBuncio	2,436,092,992
Elmer B. Serrano	2,436,092,992
Ma. Concepcion F. de Claro	2,436,092,992
Chryss Alfonsus V. Damuy	2,436,092,992
Joseph C. Tan	2,436,092,992
Laurito E. Serrano	2,436,092,992
Jesus G. Dureza	2,436,092,992

The Corporate Secretary then announced that since there are only nine (9) nominees and with the votes received, all nominees have obtained sufficient votes for election. The following resolution was therefore passed and adopted:

“RESOLVED, that following are elected to the Board of Directors of 2GO Group, Inc. for 2020-2021, to serve as such directors until their successors have been duly qualified and elected:

Dennis A. Uy
Francis C. Chua
Frederic C. DyBuncio
Elmer B. Serrano
Ma. Concepcion F. de Claro
Chryss Alfonsus V. Damuy

Independent Directors

Joseph C. Tan
Laurito E. Serrano
Jesus G. Dureza

7. Appointment of External Auditor

The next item in the agenda is the appointment of the Company’s external auditor for 2020. The Chairman informed the stockholders that the Audit Committee processed and screened the nominees for external auditor and recommended, as confirmed by the Board of Directors, the appointment of SyCip, Gorres, Velayo & Co. as external auditor for 2020.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
2,436,092,992	100	0	0	0	0

With the above votes in favor of approval, the following resolution was passed and adopted:

“RESOLVED, that the appointment of SyCip, Gorres, Velayo & Co. as external auditor for 2020 is approved.”

8. Open Forum

The Chairman then proceeded with the Question and Answer portion of the meeting. He explained that all stockholders of record were allowed to submit questions in advance via email to asm2020@2go.com.ph, and through the chat box of the meeting livestream. He explained that the Company will endeavor to answer questions not addressed during the meeting via email. The Chairman thanked the stockholders for sending their questions and comments.

The Chairman requested the host to read some of the questions received from the stockholders.

The host began reading questions sent by email. The first question came from Ms. Aimee Chan, which reads, “How did COVID impact your business and what measures have been taken to ensure the safety in your operations moving forward?”

Mr. Basilla answered that the pandemic created complications to the Company’s businesses. The limitations on the movement of non-essential goods as well as the restrictions on travel affected both cargo and passenger volumes. While the Company continued to operate during ECQ, it was functioning only at between 40 to 50% of capacity. However, he noted that with the recent reopening of the economy he foresees the recovery of volumes. The Company is now operating at close to 80% of capacity across all business units, while remaining fully compliant to government health and safety requirements. At the same time, workforce safety is a paramount consideration for the Company and the following measures were taken:

- Conduct of rapid testing to all employees to ensure no one is a carrier of the virus;
- To support worker mobility and safety, the provision of transportation and temporary housing in some locations;
- Daily sanitation of all sites and provision of PPEs to the employees; and
- Implementation of social distancing guidelines and rotational work-from-home arrangements to manage the number of people in the sites.

The host then read the next and final question which was sent by Ms. Ada Co. The question reads, “What opportunities do you see given the pandemic?”

Mr. Basilla responded that during the quarantine period, there was a critical need to move essential goods including food, medicines and supplies. As an important enabler in the transportation of products nationwide, the Company saw it not only as an opportunity but also a national duty to perform these services. Additionally, there are huge opportunities in the direct to consumer sectors. While B2C had already been growing in the Philippines before COVID-19, the pandemic amplified the need for more direct to consumer solutions. Fortunately, with the Company’s deep and broad capabilities both physical and digital, it is well-positioned to participate in this growth.

The Chairman thanked the host and Mr. Basilla for reading and answering the questions.

9. Other Matters

The Chairman inquired if there were other matters that could properly be taken up at the meeting. The Corporate Secretary confirmed that there were none.

10. Adjournment

There being no further business to transact, the Chairman thanked everyone who joined the meeting wished everyone good health. Thereafter, the meeting was adjourned.

CERTIFIED CORRECT:

ELMER B. SERRANO
Corporate Secretary

ATTESTED BY:

DENNIS A. UY
Chairman

2GO Group, Inc.
Annual Stockholders' Meeting
18 June 2020, 2:00 p.m.

Record of Attendance

Total number of voting shares outstanding	2,462,146,316
Total number of shares present by proxy	2,436,090,192
Total number of shares participating remotely	2,800
Total number of shares represented	2,436,092,992
Attendance percentage	98.94%