

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address: No. Street City/Town/Province)

ELMER B. SERRANO
Corporate Secretary

(Contract Person)

(02) 8528-7171

(Company Telephone Number)

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Month Day
(Fiscal Year)

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(Form Type)

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Month Day
(Annual Meeting)

Preliminary Information Statement

(Secondary License Type, If Applicable)

MSRD

Dept. Requiring this Doc.

Amended Articles Number/Section

5,118

Total No. of Stockholders

Total Price	

Domestic

of borrowings

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

[illegible]

Document ID

Cashier

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SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
☒ Preliminary Information Statement
☐ Definitive Information Statement
2. **2GO Group, Inc.**
Name of the Registrant as specified in its charter
3. **Philippines**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **4409**
5. BIR Tax Identification Code **000-313-401-000**
6. **8th Floor, Tower 1, DoubleDragon Plaza, Macapagal Blvd. corner EDSA Extension, Pasay City**
Address of principal office Postal Code **1302**
7. **(02) 8528-7171**
Registrant's telephone numbers, including area code
8. **April 23, 2021, 9:00 a.m., (via Remote Communication)¹**
Date, time and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders
March 30, 2021
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):
- | Title of Each Class | Number of Shares of Common Stock
Outstanding or Amount of Debt Outstanding |
|---------------------|---|
| Common Stock | 2,462,146,316 |
11. Are any or all of registrant's securities listed in a Stock Exchange?
YES ☒ **NO** ☐
- If yes, disclose the name of such Stock Exchange and the class of securities therein:
Philippine Stock Exchange - Common Stock

¹ Given the current circumstances, the meeting will be conducted virtually.

Notice of Annual Stockholders' Meeting

To all Stockholders:

The annual meeting of the stockholders of **2GO GROUP, INC.** (the "Corporation") will be held on **April 23, 2021, Friday at 9:00 A.M.** Given the current circumstances, the meeting will be conducted virtually and voting conducted *in absentia* through the Corporation's secure online voting facility.

Agenda:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Meeting of Stockholders held on June 18, 2020
4. Approval of Annual Report for 2020
5. Approval and Ratification of the Acts of the Board of Directors and Management
6. Election of Directors for 2021-2022
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

Please refer to **Annex A** for a brief explanation of each agenda item for approval.

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange on **March 24, 2021** as the record date for the determination of stockholders entitled to the notice of, participation via remote communication, and voting *in absentia* at such meeting and any adjournment thereof.

The conduct of the meeting will be streamed live, and stockholders may attend the meeting by registering via asmregister.2go.com.ph and submitting the supporting documents listed there until **April 15, 2021**. All information submitted shall be verified and validated by the Corporate Secretary.

Stockholders who wish to cast votes through a proxy may accomplish the proxy form and submit the same on or before **April 15, 2021**. In view of the community quarantine, scanned forms will be accepted. Paper copies shall be sent to the office of the Corporate Secretary at the 33rd Floor, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City once the community quarantine is lifted.

Stockholders who successfully registered can cast their votes *in absentia* through the Corporation's secure online voting facility for this meeting. In order to participate remotely, they will also be provided with access to the meeting that will be held virtually. The "**Guidelines for Participation via Remote Communication and Voting in Absentia**" as appended to the Definitive Information Statement labeled as **Schedule A** will be posted in the Corporation's website www.2go.com.ph/asm2021 and PSE EDGE.

Pasig City, 15 March 2021.



ELMER B. SERRANO
Corporate Secretary

Annex A

Rationale for Agenda Items

Agenda Item 3: Approval of Minutes of Annual Stockholders' Meeting held on June 18, 2020

The draft minutes of the annual stockholders' meeting held on June 18, 2020 were posted on the Company's website within twenty-four (24) hours from adjournment of the meeting. These minutes are subject to stockholders' approval during this year's stockholders' meeting. Results of the 2020 annual stockholders' meeting were likewise timely disclosed to the Securities and Exchange Commission and the Philippine Stock Exchange.

Agenda Item 4: Approval of Annual Report for 2020

The Company's 2020 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended 31 December 2020. The AFS, as audited by the external auditor Sycip Gorres Velayo & Co. (SGV) which expressed an unqualified opinion therefor, have been reviewed and approved by the Audit Committee and the Board of Directors of the Company. Any stockholder who would like to receive a hard or soft copy of the 2020 Annual Report may do so through the Investor Relations Office. The 2020 Annual Report is also posted on the Company's website.

Agenda Item 5: General Ratification of Acts of the Board of Directors, Board Committees and Management during Term

Actions and proceedings of the Board of Directors, the Board Committees, and the Management during their term or from the last Annual Meeting held on June 18, 2020 to the date of this year's meeting will be subject to stockholders' approval and ratification.

Agenda Item 6: Election of Directors for 2021-2022

Nominees for election as members of the Board of Directors for 2021-2022, including the independent directors, have been pre-qualified by the Corporate Governance Committee. The Nominees' proven competence, expertise and qualifications based on current regulatory standards, will help sustain the Company's solid performance for the benefit of all its stockholders. The profiles of the nominees are presented in the Definitive Information Statement for reference. Directors for 2021-2022 will be elected during this year's stockholders' meeting.

Agenda Item 7: Appointment of the External Auditor

Upon recommendation of the Audit Committee, the Board approved and endorses for stockholders' approval the appointment of SGV as external auditor for 2021. SGV is one of the top auditing firms in the country.

PROXY

The undersigned stockholder of 2GO GROUP, INC. (2GO) appoints _____ or in his absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to present and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of 2GO on April 23, 2021 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of Minutes of Stockholders' Meeting held on June 18, 2020

___ Yes ___ No ___ Abstain

2. Approval of 2020 Annual Report

___ Yes ___ No ___ Abstain

3. Ratification of Acts and Resolutions of the Board of Directors, Committees and Management during Term

___ Yes ___ No ___ Abstain

5. Appointment of SyCip Gorres Velayo & Co. as External Auditor for 2021

___ Yes ___ No ___ Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting.

___ Yes ___ No ___ Abstain

4. Election of Directors for 2021-2022

___ a) Vote for all nominees listed below:

- (1) Dennis A. Uy
- (2) Francis C. Chua
- (3) Frederic C. DyBuncio
- (4) Elmer B. Serrano
- (5) Ma. Concepcion F. de Claro
- (6) Chryss Alfonsus V. Damuy
- (7) Joseph C. Tan
- (8) Laurito E. Serrano
- (9) Jesus G. Dureza

Printed Name of Stockholder

No. of Share/s

Signature of Stockholder /
Authorized Signatory

___ b) Withhold authority for all nominees listed above

Date

___ c) Vote for the nominees listed below:

THE PROXY SHOULD BE SUBMITTED TO THE OFFICE OF THE CORPORATE SECRETARY AT LEAST FIVE (5) BUSINESS DAYS BEFORE THE DATE OF THE MEETING OR UNTIL **APRIL 15, 2021**, IN ACCORDANCE WITH THE BY-LAWS OF THE COMPANY.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON.

PART I
INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders

Date of meeting	:	April 23, 2021
Time of meeting	:	9:00 a.m.
Place of meeting	:	Given the current circumstances, the meeting will be conducted virtually.
Approximate date of mailing of this Statement	:	March 24, 2021
Registrant's Mailing Address	:	8 th Floor, Tower 1, Double Dragon Plaza, Macapagal Blvd. corner EDSA Extension, Pasay City

Statement that Company Not Soliciting Proxies

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

Voting Securities

The record date for purposes of determining the stockholders of **2GO Group, Inc. (2GO or the Group or the Company)** entitled to notice of, and to vote, during the Annual Stockholders' Meeting is March 24, 2021 (Record Date). The total number of shares outstanding and entitled to vote in the meeting is 2,462,146,316 shares (net of 38,516,500 treasury shares). Stockholders are entitled to cumulative voting in the election of the board of directors, as provided under Section 23 of the Revised Corporation Code.

In light of the community quarantines imposed over various areas of the country and to ensure the safety and welfare of stockholders and everyone involved, this year's Annual Stockholders' Meeting will be conducted virtually, and will be broadcasted via livestreaming accessible to registered stockholders, the details of which can be found in www.2go.com.ph/asm2021. The Company will record the video the proceedings and maintain a copy with the office of the Corporate Secretary.

The Board of Directors, therefore, in its special meeting held on March 10, 2021, adopted a resolution allowing stockholders to participate, and to exercise their right to vote, via remote communication or *in absentia*.

Stockholders as of Record Date must inform the Corporate Secretary of their intention to participate in the meeting via remote communication and to vote *in absentia* by registering at asmregister.2go.com.ph on or before **April 15, 2021 (Thursday)**, subject to the verification and validation by the Corporate Secretary. Stockholders who will participate through remote communication or *in absentia* shall be deemed present for purposes of quorum for the meeting. Voting will be made through a secure online voting facility accessible only to verified stockholders to protect the integrity and secrecy of votes cast.

The detailed guidelines for participation and voting for this meeting are set forth in the "Guidelines for Participation via Remote Communication and Voting in Absentia" appended as Schedule A to this Information Statement.

Item 2. Dissenters' Right of Appraisal

2GO Group, Inc. (2GO or the Group or the Company) respects the inherent rights of shareholders under the law. 2GO recognizes that all stockholders should be treated fairly and equally whether they be controlling, majority or minority, local or foreign.

Any stockholder who wishes to exercise his appraisal right must have voted against the proposed corporate action, must make a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares as well as comply with all other requirements provided under Title X of the Corporation Code. Failure to make the demand within such period or comply with the requirements provided

under Title X of the Corporation Code shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate or certificates of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made. No payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment. Upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

There is no action proposed to be presented to the stockholders that may occasion the exercise of appraisal rights.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

No director or officer of 2GO at any time since the beginning of the last fiscal year or any nominee for election as a director of 2GO or any associate of any of the foregoing persons has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon in the stockholders' meeting other than their re-election to their respective positions.

No director has informed 2GO in writing that he intends to oppose any action to be taken by 2GO at the meeting.

B. CONTROL & COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (1) The Registrant has 2,462,146,316 outstanding common shares (net of treasury shares) as of February 28, 2021, 741,925,211 common shares or 30.13% of which have foreign ownership. Each common share shall be entitled to one vote with respect to all matters to be taken up during the annual stockholders' meeting.
- (2) The record date for determining stockholders entitled to notice and to vote during the annual stockholders' meeting and also to this information statement is **March 24, 2021**.
- (3) At each election for directors, every common stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his vote by giving one candidate as many votes as the number of such directors multiplied by the number of shares shall equal, or by distributing such votes on the same principle among any number of candidates. The Company also provides an online voting facility where certified stockholders can cast their votes if not attending in person.

For this year's meeting, the Board of Directors has adopted a resolution allowing stockholders entitled to notice of, and to attend, the meeting, to exercise their right to vote *in absentia*. Registration and voting procedures are further detailed in Item 19.

- (4) Security ownership of certain record and beneficial owners and management:

Security ownership of certain record and beneficial owners of five per centum (5%) or more of the outstanding capital stock of the Registrant as of February 28, 2021:

Title of Class	Name and Address of Record Owner and Relationship with 2GO	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent of Class
Common	KGLI-NM Holdings, Inc. (KGLI-NM) 1103 Pearl of the Orient Condominium, Roxas Boulevard, Ermita, Manila	- Same -	Filipino	867,239,109	35.22%
Common	SM Investments Corporation (SMIC) 10 th Floor, One E-com Center, Harbor Drive, Mall of Asia Complex, CBP-1, Pasay City	- Same -	Filipino	750,754,812	30.49%
Common	China-ASEAN Marine B.V. (CAMBV) 67/F Two International Finance	- Same -	Dutch	550,558,388	22.36%

Security Ownership of Management – Record and Beneficial Owners as of February 28, 2021:

Title of Class	Name of Beneficial Owner and Position	Citizenship	Amount and Nature of Ownership Direct (D) or Indirect (I)	Class of Securities Voting	Percent of Class
Common	Dennis A. Uy Chairman	Filipino	1,100 (D)	Voting	0.00%
Common	Francis C. Chua Vice-Chairman	Filipino	1,000 (D) 9,000 (I)	Voting	0.00%
Common	Frederic C. DyBuncio President / Chief Executive Officer	Filipino	100 (D)	Voting	0.00%
Common	Elmer B. Serrano Director	Filipino	100 (D)	Voting	0.00%
Common	Ma. Concepcion F. de Claro Director	Filipino	100 (D)	Voting	0.00%
Common	Joseph C. Tan Independent Director	Filipino	100 (D)	Voting	0.00%
Common	Laurito E. Serrano Independent Director	Filipino	100 (D)	Voting	0.00%
Common	Chryss Alfonsus V. Damuy Director	Filipino	100 (D)	Voting	0.00%
Common	Jesus G. Dureza Independent Director	Filipino	100 (D)	Voting	0.00%

Security Ownership of the Directors and Officers in 2GO: Common is 11,800 shares; Preferred – none.

Voting trust holders of 5% or More

No person holds more than five per centum (5%) of a class under a voting trust agreement or similar arrangement.

Item 5. Directors and Executive Officers

DIRECTORS

The following are the business experience/s of the members of the Board during the last five (5) years:

Mr. Dennis A. Uy, 47, Filipino, is the Chairman of the Board of Directors of 2GO. He is also the Founder, Chairman, and Chief Executive Officer of UDENNA Corporation, a holding company with a diverse business portfolio, including interests in petroleum, retail and distribution, shipping and logistics, real estate development, infrastructure, education, leisure and gaming, and telecommunications.

He is the President and Chief Executive Officer of Phoenix Petroleum Philippines, Inc., the country's leading independent oil company, and Chairman of Chelsea Logistics Holdings Corporation, a dominant player in the shipping and logistics industry.

He is the Chairman and President of UDENNA Development Corporation, the developer of real estate projects such as Clark Global City, Calaca Industrial Seaport Park, UDENNA Tower, and The Emerald in Mactan, Cebu. He is the Chairman and President of UDENNA Infrastructure Corp., Chairman of PH Travel and Leisure Holdings Corp., President of Enderun Colleges, Inc., and Chairman of Dennison Holdings.

Mr. Uy is also the Chairman of Phoenix Philippines Foundation, UDENNA Foundation, Siklab Atleta Pilipinas Sports Foundation, and LIFE Fund. He was appointed as Presidential Adviser on Sports in 2016 and as Honorary Consul of Kazakhstan to the Philippines in 2011.

Mr. Uy is a graduate of De La Salle University with a degree in Business Management.

Dr. Francis C. Chua, 72, Filipino, is the Vice Chairman of the Board of Directors and an independent director of 2GO. is currently the Founding Chairman of the International Chamber of Commerce, Philippines (ICCP). He is also the Chairman Emeritus of the Philippine Chamber of Commerce and Industry Inc. (PCCI), Founding Chairman of the Philippine Silk Road International Chamber of Commerce (PSRICC), and Honorary President of the Federation of Filipino-Chinese Chambers of Commerce and Industry Inc. (FFCCCII). He has served as President of the PCCI (2010-2011), The Chamber of Commerce of the Philippine Islands (2004-2006), and the Federation of Filipino Chinese Chambers of Commerce & Industry, Inc. (FFCCCII) (2005-2007). In 2007, he was appointed as Special Envoy for Trade and Investments by the President of the Philippines. Currently, he is the Honorary Consul General of the Republic of Peru in the Philippines since 2006. Co-founder of Pearl Pay, a fintech company, Vice Chairman and ExeCom Chair of the Bank of Commerce, Vice Chairman of Basic Energy, Founding Chairman of BA Securities and the Chairman and President of BA Group of Companies. Dr. Chua is also Chairman Emeritus of Employers' Confederation of the Philippines (ECOP). He also serves as Commissioner of Tzu Chi Foundation. Dr. Chua is an ASEAN Industrial Engineer and is a Graduate of B.S. Industrial Engineering from the University of the Philippines. He was conferred Doctor of Management (Honoris Causa) by the Polytechnic University of the Philippines, Doctor of Humanities (Honoris Causa) by the Central Luzon State University (CLSU) in 2006 and Doctor of Business Technology (Honoris Causa) from EARIST also in 2006. AFFILIATIONS: Chairman of DongFeng Automotive, Inc., Chairman & President for Philippine Satellite Corp., Chairman & President for CLMC Group of Companies, Chairman for Philippine Silkroad International Chamber of Commerce, President of Philippine Business Center, Inc. Founding Chairman at BA Securities, Inc. (Philippines). Vice Chairman of 2GO Group Vice Chairman of Basic Energy Corporation Chairman of the Foundation for Crime Prevention, Founding Chairman for International Chamber of Commerce Philippines Chairman at Green Army Philippines Network Foundation, Inc. Board of Director at Hua Kiao University, China Board of Director of Fuchou Normal University Awardee of the UP Alumni Award for Community Service Dr. Jose Rizal Award for Business and Entrepreneurship Board of Regent at the Universidad de Manila Previous Board of Trustees at Central Luzon State University Previous Board of Trustees at the Technical Education and Skills Development Authority (TESDA) Previous member of the Board of Regents of the University of the Philippines President Emeritus and Board of Director of the Philippine Institute of Quezon City Exemplary Alumni of Xavier School Outstanding Manileños of 2018.

Mr. Frederic C. DyBuncio, 61, Filipino, is the President/Chief Executive Officer and a director of 2GO and SM Investments Corporation. He is the Vice Chairman of the Board of Directors of Atlas Consolidated Mining and Development Corporation.

Prior to holding the post, he was a career banker who spent over 20 years with JP Morgan Chase and its predecessor institutions. During his stint in the banking industry, he was assigned to various executive positions where he

gained substantial professional experience in the areas of credit, relationship management and origination, investment banking, capital markets, and general management. He has worked and lived in several major cities including New York, Seoul, Bangkok, Hong Kong and Manila.

He graduated from Ateneo de Manila University with a Bachelor of Science degree in Business Management and finished a Master's degree in Business Administration program at Asian Institute of Management.

Elmer B. Serrano, 53, Filipino, is a Director and Corporate Secretary of 2GO. He is a practicing lawyer specializing in Mergers & Acquisitions, Capital Markets and Banking and Finance. In 2020, he was named *Asia Best Lawyer* by the International Financial Law Review (IFLR). He is also consistently ranked as a leading lawyer by the Legal500 Asia Pacific and IFLR1000. Mr. Serrano is a director of 2GO Group, Inc. He is also the Corporate Secretary of Premium Leisure Corp., Crown Equities, Inc., as well as various subsidiaries of BDO Unibank, and also serves as the Corporate Information Officer of BDO Unibank and BDO Leasing and Finance, Inc. He is also Corporate Secretary of, and counsel to, prominent banking industry associations and companies such as the Bankers Association of the Philippines and PDS Group. Mr. Serrano is a Certified Associate Treasury Professional (2017) and was among the top graduates of the Trust Institute of the Philippines in 2001. Mr. Serrano holds a Juris Doctor degree from the Ateneo Law School and a BS Legal Management degree from Ateneo de Manila University.

Ms. Ma. Concepcion F. de Claro, 62, Filipino, is a member of the Board of Directors of 2GO, PH Resorts Group Holdings, Inc., subsidiaries and joint venture companies of Phoenix Petroleum Philippines, Inc. (PPPI) and Sagittarius Mines, Inc. She is also the Chief Financial Officer of Phoenix Petroleum Philippines, Inc.

She served as the Chief Operating Officer of Alsons Corporation from March 2011 to 2017 and as member of the Board of Alsons Power Holdings Corporation from October 2011 to 2017. She was previously a member of the Board of Directors of Manila North Harbour Port, Inc. (from April 2011-June 2012) and Limay Energen Corporation (from July 2011 to March 2012), Chief Financial Officer of Two San Isidro-SIAI Assets, Inc. (from March 2011 to March 2014), and Vice President for Corporate Planning and Services and consultant for Mergers & Acquisitions projects of Petron Corporation (November 2008 - September 2010).

She is a Certified Public Accountant with a B.S. Commerce degree, Major in Accounting, magna cum laude, from Colegio de San Juan de Letran.

Atty. Joseph C. Tan, 63, Filipino, is the lead Independent Director of 2GO and the Founding Partner of MOST Law Firm from September 2006 to present. He was Special Counsel for the Agus Cruz & Manzano Law Office from 2004 to August 2006. He was an Associate of Puno & Puno Law Offices from 1991 to 1995.

He is currently an Independent Director of Premium Leisure Corp., Pacific Online Systems Corporation, and LMG Chemicals Corporation. He was also a director of Philippine Bank of Communications from September 2010 to August 2011.

Atty. Tan holds a Bachelor of Arts with a Major in Business Administration degree from University of San Francisco, USA (Class of 1978). He also holds a Bachelor of Laws degree from the Ateneo de Manila College of Law, Makati City, graduating with honors (Class of 1985).

Mr. Laurito E. Serrano, 60, Filipino, is an Independent Director of 2GO. He concurrently serves as a member of the Board of Directors of Pacific Online Systems Corporation, Atlas Mining & Development Corporation, Carmen Copper Corporation, MRT Development Corporation, MJIC Investments Corporation, United Paragon Mining Corporation, Axelum Resources Corp., and APC Group, Inc.

Mr. Serrano's over 29 years of professional experience in corporate finance advisory work covers the development and promotion of financial advisory and special project engagements involving transaction structuring, public offerings, listings of shares, asset securitization and monetization, workout deals, project studies, business acquisitions, and debt and equity capital-raising.

Mr. Serrano was a Partner in the Corporate Finance Consulting Group of Sycip, Gorres, Velayo & Company (SGV&Co.) from 1992 to 1997 and started his career in the Audit and Business Advisory Group also of SGV&Co. from 1980 to 1992.

Mr. Serrano is a Certified Public Accountant and graduated cum laude from the Polytechnic University of the Philippines, where he obtained his Bachelor of Science Degree in Commerce. He obtained his Master's degree in Business Administration (MBA) from the Harvard Graduate School of Business in Boston, Massachusetts, U.S.A.

Mr. Chryss Alfonsus V. Damuy, 47, Filipino, has been a member of the Board of Directors of 2GO since 2018 and of Chelsea Logistics and Infrastructure Holdings Corp. since its incorporation, and was consequently appointed as its President & CEO on March 2017. He is the Chief Operating Officer of Chelsea Shipping Corp. and its subsidiaries and the Vice Chairman of Trans-Asia Shipping Lines, Inc. and subsidiaries.

He was Vice President for Finance of Phoenix Petroleum Philippines, Inc. He also served as the Controller of Lapanday Foods Corporation and held various positions in its subsidiaries, including Fresh Asia Produce as Accounting Manager, and Mindanao Fresh Produce Services Corporation as Assistant Accounting Manager. He also worked as Chief Accountant and Branch Officer of the Regional Educators Multi-Purpose Cooperative. Mr. Damuy started his professional career as College Instructor of the Holy Cross of Davao College. He is a Certified Public Accountant.

Atty. Jesus G. Dureza, 73, is an Independent Director of 2GO. Atty. Dureza earned his Bachelor of Arts degree from the Ateneo de Davao University. He earned his law degree from the same university in 1973 and placed 10th in the Philippine Bar Examination. He then became editor of the Mindanao Times, correspondent for Manila Times, Manila Bulletin and Associated Press, and hosted Davao's first TV talk show "Brainstorm". Atty. Dureza became Davao Congressman in 1987 and served until 1993. He was appointed by President Fidel V. Ramos as Presidential Assistant for Mindanao and chairman of the Mindanao Development Authority. In 2002, he founded the Advocacy Mindanow Foundation. During the administration of President Gloria Macapagal-Arroyo, he served in various capacities as Chairman of the Government Peace Panel with the MILF, as Press Secretary, Presidential Peace Adviser, Chief Presidential Legal Counsel and Chairman of Mindanao Development Authority. Atty. Dureza was also a senior partner of the Rama Dureza Abarques Law Firm. President Rodrigo Duterte appointed him as Presidential Peace Adviser until he honorably resigned in November 2018. He is now back as Chairman-CEO of the Advocacy Mindanow Foundation and as publisher of the Mindanao Times.

EXECUTIVE OFFICERS

The following are the business experience/s of the officers during the last five years:

Mr. William Charles Howell has been the Chief Financial Officer and Treasurer of 2GO since July 2017. He also serves as Vice President of Investments Portfolio at SM Investments Corporation. Previously, he served as CFO and Treasurer of Philippine Geothermal Production Company, Inc. Prior, Mr. Howell held roles in Corporate Development at JDS Uniphase Corporation (now Viavi Solutions Inc.), a technology company listed on the NASDAQ; and Transaction Advisory at Ernst & Young in the San Francisco Bay Area. He brings broad management experience and expertise in accounting, finance, tax, and mergers & acquisitions in various industries including software and technology, distribution, real estate, and energy, among others. He is a Certified Public Accountant in the states of California and Georgia.

Mr. Waldo Basilla is the Chief Operating Officer of 2GO. He served as Director of Logistics and Operations of American President Lines for 12 years until he became its Managing Director in Cambodia and Bangladesh. He then became a Senior Director and eventually Head of Retail of Singapore-based APL Logistics, serving the company for a total of 14 years. Mr. Basilla holds a Bachelor of Science degree in Management Engineering from the Ateneo de Manila University and a Masters of Business Administration degree from the University of the Philippines.

Other Corporate Officers

Atty. Arthur A. Sy has been the Assistant Corporate Secretary of 2GO since April 2019. He is the Senior Vice President of Corporate Legal Affairs and Assistant Corporate Secretary at SM Investments Corporation, and is the Corporate Secretary of various major corporations within the SM Group of Companies. He is also the Corporate Secretary of National University. A member of the New York Bar, Mr. Sy holds a Bachelor of Arts degree in Philosophy from the University of Santo Tomas and a Juris Doctor degree from the Ateneo Law School.

Nomination of Members of the Board of Directors

Any stockholder of record, including a minority stockholder, entitled to notice of and to vote at the regular or special meeting of the stockholders for the election of directors may be nominated for election to the Board of Directors of the Company. For this purpose, the Company's Amended By-laws incorporated the procedures for the nomination and election of Independent Directors under Rule 38 of the Securities Regulation Code.

As of September 2017, the Nomination Committee has been folded into the Corporate Governance Committee. The members of the Corporate Governance Committee, all independent directors, are as follows:

Chairman:	Joseph C. Tan
Members:	Laurito E. Serrano
	Jesus G. Dureza

The Corporate Governance Committee passes upon the qualifications of, and pre-screens, all candidates and prepares the list of pre-qualified nominees for directorship of the Company, including independent directors for the 2021-2022.

As of date, the following have been nominated for election to the Board of Directors for the ensuing year, 2021-2022:

1. Dennis A. Uy
2. Frederic C. DyBuncio
3. Francis C. Chua
4. Ma. Concepcion F. de Claro
5. Elmer B. Serrano
6. Laurito E. Serrano
7. Joseph C. Tan
8. Chryss Alfonsus V. Damuy
9. Jesus G. Dureza

The nominees for independent directors for 2021-2022 are Laurito E. Serrano, Joseph C. Tan, and Jesus G. Dureza.

Period in Which Directors and Executive Officers Should Serve

The directors and executive officers should serve for a period of one (1) year and until the election and qualification of their successors.

Terms of Office of a Director

The nine (9) directors shall be stockholders and shall be elected annually by the stockholders owning a majority of the outstanding common shares of 2GO for a term of one (1) year and shall serve until the election and qualification of their successors.

Any vacancy in the board of directors other than removal or expiration of term may be filled by a majority vote of the remaining members thereof at a meeting called for that purpose if they still constitute a quorum, and the director or directors so chosen shall serve for the unexpired term.

Significant Employees

The Corporation considers the contribution of every employee important to the fulfillment of its goals.

Family Relationships

There are no other family relationships within the fourth degree of consanguinity known to 2GO.

Involvement in Certain Legal Proceedings

To the knowledge and/or information of 2GO, none of its nominees for election as directors, the present members of its Board of Directors or its executive officers, is presently or during the last five (5) years been involved in any legal proceeding in any court or government agency on the Philippines or elsewhere which would put to question their ability and integrity to serve 2GO and its stockholders.

With respect to its nominees for election as directors, the present members of its Board of Directors and its executive officers, 2GO is not aware that during the past five (5) years up to even date of: (a) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (b) any conviction by final judgment of such person in a criminal proceeding, excluding traffic violations and other minor offenses; (c) such person being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, by any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting such person's involvement in any type of business, securities, commodities or banking activities; and (d) such person being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated.

Certain Relationships and Related Transactions

In the ordinary course of business, 2GO has transactions with subsidiaries, associates, and other related companies consisting of ship management services, charter hire, management services, courier services, purchases of steward supplies, availment of stevedoring, arrastre, trucking, rental and repair services. 2GO needs these services to complement its services to its freight and passage customers.

The identification of the related parties transacting business with 2GO and how the transaction prices were determined by the parties are discussed in the Notes to the financial statements as of December 31, 2019. 2GO will continue to engage the services of these related parties as long as it is economically beneficial to both parties.

The Corporation has no transaction during the last two years or proposed transaction to which it was or is to be a party in which any of its directors, officers, or nominees for election as directors or any member of the immediate family of any of the said persons had or is to have a direct or indirect material interest.

Moreover, 2GO and its subsidiaries do not have existing or proposed transactions with parties that are considered outside of the definition of "related parties" but have the influence of negotiating the terms of material transactions that may not be available to other, more clearly independent parties on an arm's length basis.

Resignation or Refusal to Stand for Re-election by Members of the Board of Directors

No Director has declined to stand for re-election to the Board of Directors since the date of the last annual meeting because of a disagreement with 2GO on matters relating to the its operations, policies and practices. Resignations by previous members of the Board have been made voluntarily and not due to disagreement on any matter relating to the 2GO's operations, policies or practices.

Item 6. Compensation of Directors and Executive Officers

The following table summarizes certain information regarding compensation paid or accrued during the last three fiscal years and to be paid in the ensuing fiscal year to the Chief Executive Officer and each of the four other most highly compensated executive officers. For clarity, the compensation paid is for their duties as part of the management team and not in consideration of their duties as directors of 2GO:

Board Remuneration:

The members of the Board of Directors received the following remuneration in 2020:

Name	Total
Dennis A. Uy	1,575,000
Francis C. Chua	1,050,000
Frederic C. DyBuncio	1,050,000
Elmer B. Serrano	1,050,000
Ma. Concepcion F. de Claro	1,050,000
Joseph C. Tan	1,050,000
Laurito E. Serrano	1,050,000
Chryss Alfonsus V. Damuy	1,050,000
Jesus G. Dureza	1,020,000

SUMMARY OF COMPENSATION TABLE

Name and Position	Year	Salary	Bonus
1. Frederic C. DyBuncio. - President and Chief Executive Officer 2. Waldo C. Basilla - Chief Operating Officer of 2GO Group, Inc. 3. Jose S. Ejercito - President of Scanasia Overseas Inc. 4. William Charles Howell - Treasurer and Chief Finance Officer 5. Dan Paulo L. Fernan - Chief Operating Officer - Shipping	2021 Estimate	51,590,400	8,598,400
All other officers and directors as a group unnamed		62,856,399	10,476,067
1. Frederic C. DyBuncio. - President and Chief Executive Officer 2. Waldo C. Basilla - Chief Operating Officer of 2GO Group, Inc. 3. Jose S. Ejercito - President of Scanasia Overseas Inc. 4. William Charles Howell - Treasurer and Chief Finance Officer 5. Dan Paulo L. Fernan - Chief Operating Officer - Shipping	2020	50,865,000	8,477,500
All other officers and directors as a group unnamed		44,006,504	7,334,417
1. Frederic C. DyBuncio. - President and Chief Executive Officer 2. Waldo C. Basilla - Chief Operating Officer of 2GO Group, Inc. 3. Jose S. Ejercito - President of Scanasia Overseas Inc. 4. William Charles Howell - Treasurer and Chief Finance Officer 5. Dan Paulo L. Fernan - Chief Operating Officer - Shipping	2019	49,840,956	8,306,826
All other officers and directors as a group unnamed		50,385,704	7,260,610
1. Frederic C. DyBuncio. - President and Chief Executive Officer 2. Ricardo B. Aguas Jr. - Chief Operating Officer of 2GO Logistics 3. Jose S. Ejercito - President of Scanasia Overseas Inc. 4. William Charles Howell - Treasurer and Chief Finance Officer 5. Mark Matthew F. Parco - Chief Operating Officer - Shipping	2018	44,092,546	5,874,400
All other officers and directors as a group unnamed		63,475,027	14,194,882

2GO has no significant or special arrangements of any kind as regard to the compensation of all officers and directors other than the funded, noncontributory tax-qualified retirement plans covering all regular employees. Once an officer or director has resigned they are no longer entitled to any compensation outside of the qualified retirement plans, if applicable.

Each director receives a monthly allowance of ₱80,000 except for the Chairman of the Board who receives ₱120,000 a month. Further, a per diem of ₱30,000 is given to each Director and ₱45,000 for the Chairman for every Board meeting attended.

Except for the regular company retirement plan, which by its very nature will be received by the officers concerned only upon retirement from 2GO, the above-mentioned directors and officers do not receive any profit sharing nor any other compensation in the form of warrants, options, bonuses etc.

Likewise, there are no standard arrangements that compensate directors directly or indirectly, for any services provided to 2GO either as director or as committee member or both or for any other special assignments.

Item 7. Independent Public Accountants

SGV & Co. is being recommended for re-appointment as the Company's external auditor for 2021, for approval by the stockholders at the scheduled Annual Stockholders' Meeting. Representatives of SGV & Co. are expected to be present at the stockholders' meeting, where they are given the opportunity to make a statement should they desire to do so, and to respond to questions from stockholders.

SGV & Co. was appointed as the external auditor of 2GO starting calendar year 2017. SGV & Co. replaced the previous auditor, R.G. Manabat and Co.

Pursuant to the Charter of the Audit Committee, the Audit Committee recommends to the Board of Directors the appointment of the external auditor and the fixing of the audit fees. Prior to commencement of audit, the Committee is mandated to discuss with the external auditor the nature, scope and approach, of the audit including coordination of audit effort with internal audit. The Manual on Corporate Governance also provides that the Committee shall pre-approve all audit plans, scope and frequency one month before the conduct of external audit.

The Committee also evaluates the performance of the external auditor and recommends to the Board the appointment, re-appointment or removal of the external auditor. The Committee further reviews the independence of the external auditor and meets with the latter separately to discuss any matters that either party believes should be discussed privately.

The members of the Audit Committee are as follows:

Chairman:	Mr. Laurito E. Serrano (Independent Director)
Members:	Ms. Ma. Concepcion F. de Claro
	Mr. Joseph C. Tan (Independent Director)

The Audit Committee and the Board of Directors endorse for stockholder approval the re-appointment of SGV & Co. appointed as the external auditor for the year 2020.

(1) External Audit Fees and Services

	Year ended December 31, 2020	Year ended December 31, 2019	Year ended December 31, 2018
Audit Fees	5,850,000	6,300,000	6,500,000
Audit-Related Fees			
All Other Fees			
TOTAL	5,850,000	6,300,000	6,500,000

Audit Fees

This represents professional fees paid to SGV & Co. for financial assurance services rendered for 2GO's Annual Financial Statements, review, and opinion for the SEC Annual Report as of December 31, 2020.

All Other Fees

This represents fees for services paid to SGV & Co. for other consultancy services rendered.

Audit services provided to 2GO by external auditor SGV & Co. have been pre-approved by the Audit Committee and recommended to the Board of Directors for approval. The Audit Committee has reviewed the magnitude and nature of these services to ensure that they are compatible with maintaining the independence of the external auditor.

Item 8. Compensation Plans

No action will be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

No action will be presented for shareholders' approval at this annual meeting which involves authorization or issuance of any securities.

Item 10. Modification or Exchange of Securities

No action will be presented for shareholders' approval at this annual meeting which involves the modification of any class of the Company's securities, or the issuance of one class of the Company's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

Representatives of the Company's external auditor, SGV & Co., are expected to be present at the annual meeting, and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions from the shareholders.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action will be presented for shareholders' approval at this annual meeting which involves a merger, consolidation, acquisition or similar matters.

Item 13. Acquisition or Disposition of Property

No action will be presented for shareholders' approval at this annual meeting which involves the acquisition or disposition of any property.

Item 14. Restatement of Accounts

No action will be presented for shareholders' approval at this annual meeting which involves the restatement of any of the Company's assets, capital or surplus account.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

During the Annual Stockholders' Meeting held on June 18, 2020 via remote communication, a total of 2,436,092,992 shares were present, in person or by proxy, representing approximately 98.94% of the outstanding shares of 2GO.

The Stockholders approved the Minutes of the Previous Annual Stockholders Meeting held last April 11, 2019, ratified the resolutions passed by its Board of Directors and the President covering the period from April 11, 2019 up to June 18, 2020, and noted the Management and Financial Reports for 2019. The Stockholders likewise cast all their votes equally in favor of the 9 individuals nominated as Directors who shall serve for the ensuing year and until their successors are duly elected and qualified.

The minutes of the last annual stockholders' meeting held on June 18, 2020 (attached as **Annex A**) and the Annual Report of Management for the year ended December 31, 2020 will be submitted to the stockholders for their approval.

Item 16. Matters Not Required to be Submitted

All corporate actions to be taken up at the annual stockholders' meeting on April 23, 2021 will be submitted to the stockholders of 2GO for their approval in accordance with the requirements of the Corporation Code.

Item 17. Amendment of Charter, By-laws or Other Documents

No action will be presented for stockholders' approval at this year's annual meeting with respect to the amendment of the Company's Articles of Incorporation and By-Laws.

Item 18. Other Proposed Actions

The ratification of all acts of the Board of Directors and Board Committees for the period starting June 18, 2020 shall be submitted, for ratification, to the stockholders representing at least a majority of the outstanding voting capital stock.

These acts were adopted primarily in the ordinary course of business (including those which have been the subject of previous disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange during said period), such as but not limited to:

Date of Disclosure	Subject
March 10, 2021	Notice of Annual Meeting of Stockholders
June 18, 2020	Results of Organizational Meeting of Board of Directors
June 18, 2020	Results of Annual Stockholders' Meeting

The delegation to the Board of Directors of authority to amend the by-laws of the Corporation shall be submitted for approval of the stockholders. The Board of Directors shall be delegated authority to amend the by-laws in order to facilitate from time to time alignment of the provisions of the By-laws with the Revised Corporation Code and other Corporate Governance regulations covering publicly-listed companies. This delegation aims to strengthen the corporate governance of the Corporation

The election of the Board of Directors shall likewise be submitted to the stockholders for their approval.

Item 19. Voting Procedures

(a) Vote Requirement

All actions to be taken at the Annual Stockholders' Meeting shall require the vote of the stockholders representing at least a majority of the Company's outstanding capital stock.

There are no items which require the affirmative vote of two-thirds (2/3) of the Company's outstanding capital stock.

(b) Vote Counting

Each stockholder entitled to vote may do so in person or by proxy, for each share of stock held by him. As provided in Section 7, Article II of the By-laws of 2GO, except upon demand by any stockholder, votes shall upon any question be by viva voce or show of hand, except with respect to procedural questions that shall be determined by the Chairman of the meeting.

For this year's Annual Stockholders' Meeting, the Board of Directors approved a resolution allowing stockholders to participate in the meeting via remote communication and to vote *in absentia*.

Stockholders as of Record Date who have successfully registered their intention to participate in the annual meeting via remote communication and to vote in absentia, duly verified and validated by the Company, shall be provided with unique log-in credentials to securely access the voting portal.

Stockholders and proxy holders can then cast their votes on specific matters for approval, including the election of directors. Votes will then be automatically tabulated and counted at the close of voting for each agenda item during the meeting.

The Corporate Secretary is tasked and authorized to validate, count and tabulate votes by stockholders.


Pursuant to the Company's By-laws, duly accomplished proxy forms must be submitted to the Corporate Secretary five (5) business days prior the meeting. Duly signed proxy forms should therefore be submitted no later than April 15, 2021 at the Office of the Corporate Secretary at the 33rd Floor The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City for validation. A sample format of the proxy form is here attached and will also be available at the Company website at www.2go.com.ph/asm2021.

The Corporate Secretary will lead the validation of proxies, in coordination with 2GO's stock and transfer agent, and attended by APA as independent validator and tabulator of votes. Any questions and issues relating to the validity and sufficiency of proxies, both as to form and substance, shall be resolved by the Corporate Secretary. The Corporate Secretary's decision shall be final and binding on the stockholders, and those not settled at such forum shall be deemed waived and may no longer be raised during the meeting.

The detailed guidelines for participation and voting for this meeting are set forth in the "Guidelines for Participating via Remote Communication and Voting in Absentia" appended as Schedule "A" to this Information Statement.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on 15 March 2021.



Elmer B. Serrano
Corporate Secretary

MANAGEMENT REPORT

I. CONSOLIDATED AUDITED FINANCIAL STATEMENTS

The Consolidated Audited Financial Statements of the Company and its subsidiaries for the year ended and as of December 31, 2020 will be attached to the Definitive Information Statement.

II. DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

There were no disagreements with SGV and Co. in 2020 with regard to any matter relating to accounting principles or practices or financial disclosures or auditing scope or procedure.

III. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Financial information for the three years ended December 31, 2020, 2019 and 2018 are as follows:

Results of Operations for the Years Ended December 31, 2020 and 2019

Amounts in millions	Dec 31, 2020	Dec 31, 2019	% Change
Revenue	₱ 17,409	₱ 21,410	(19%)
Costs of Services and Goods Sold	16,857	19,655	14%
Gross Profit	552	1,755	(69%)
General and Administrative Expenses	1,483	1,509	2%
Other Operational Expenses	230	198	(16%)
Operating Income	(1,161)	48	(2,544%)
Other Charges	663	377	(76%)
Provision for Income Tax	19	90	79%
Net Income (Loss) from Continuing Operations	₱ (1,843)	₱ (419)	(340%)
Net Income (Loss) from Discontinued Operations	-	(473)	100%
Net Income (Loss)	₱ (1,843)	₱ (892)	(107%)
Add back:			
Financing Charges (Interest)	406	421	4%
Provision for Income Tax	19	90	79%
Depreciation and Amortization	1,856	2,300	19%
EBITDA	₱ 439	₱ 1,919	(77%)

2GO Group, Inc. and subsidiaries incurred a Net Loss of ₱1.8 billion during 2020 primarily due to the reduced economic activity brought about by the COVID-19 pandemic. 2GO incurred a Net Loss of ₱892 million during 2019.

The Group's revenue decreased 19% year-over-year (YoY). Travel revenue declined by 78% YoY or ₱2.9 billion due to ongoing quarantine-related travel restrictions which began in mid-March and persisted throughout the rest of the year. Freight revenue from Shipping declined 10% while revenue from Logistics and other services declined 13% YoY, with the steepest declines occurring from March to May when most of the country was placed under enhanced community quarantine (ECQ). Distribution revenue was also affected by the pandemic, however increased 2% YoY due to the full-year effect of two principals added in the latter half of 2019. During 2020, 2GO continued to improve and adapt its suite of services to cater to its customers given the evolving operating conditions caused by the pandemic. The Non-shipping business accounted for 78% of total revenue during 2020 vs. 67% during 2019.

Cost of services and goods sold were 14% lower YoY due to the lower volumes for the shipping and logistics businesses during the pandemic and the Group's efforts to improve efficiencies and control costs. General and administrative expenses were also 2% lower YoY. The Group incurred approximately ₱113 million of COVID-19 related expenses for the year which are included in Other Operational Expenses. These are mainly employee-

related expenses for personal protective equipment, employee shuttle services, and allowances. Other Operational Expenses and Other Charges are generally non-recurring in nature and are primarily related to the Group's efforts to rationalize the business. Other Charges includes Php358M costs incurred to terminate a freighter co-loading agreement as the Group looks to focus on its core ROPAX services in 2021 and after.

Financial Position as of December 31, 2020 and December 31, 2019

Amounts in millions	As of				% Change
	Dec 31, 2020		Dec 31, 2019		
Current Assets	P	7,932	P	7,864	1%
Noncurrent Assets		6,827		8,536	(20%)
Total Assets	P	14,759	P	16,400	(10%)
Current Liabilities	P	8,508	P	8,883	(4%)
Noncurrent Liabilities		4,585		3,962	16%
Total Liabilities	P	13,092	P	12,846	2%
Total Equity		1,667		3,555	(53%)
Total Liabilities and Equity	P	14,759	P	16,400	(10%)

Total Assets decreased 10% to P14.8 billion, while Total Liabilities increased 2% to P13.1 billion.

Assets

Current Assets increased 1% to P7.93 billion from P7.86 billion. Cash and Cash Equivalents is almost unchanged YoY at P890 million. Trade and Other Receivables, net of Allowance for Doubtful Accounts, increased 1% to P4.12 billion from P4.10 billion.

Noncurrent Assets decreased 20% to P6.8 billion from P8.5 billion due to depreciation of fixed assets.

Liabilities

Current Liabilities decreased 4% to P8.5 billion from P8.9 billion. Short-term Notes Payable decreased 19% to P2.1 billion from P2.7 billion, while the current portion of obligation under lease decreased 17% to P373 million from P449 million. Trade and Other Payables increased 4% to P6.0 billion from P5.7 billion.

Noncurrent Liabilities increased 16% to P4.6 billion from P4.0 billion as of December 31, 2020 and 2019 as the Group converted P1.0 billion of short-term debt to long-term debt.

Equity

Total Equity decreased 53% to P1.7 billion from P3.6 billion primarily due to the Net Loss incurred in 2020.

All significant elements of income or loss from continuing operations are discussed in the management discussion and notes to the consolidated financial statements. Likewise, any significant elements of income or loss that did not arise from continuing operations are disclosed either in the management discussion or notes to the consolidated financial statements. There are no known trends, events, material changes, seasonal aspects, or uncertainties that are expected to affect the Group's continuing operations.

Except as disclosed in the management discussion or notes to the consolidated financial statements, there are no other known events that will trigger direct or contingent financial obligation that is material to 2GO, including any default or acceleration of an obligation. There is no material off-balance sheet transaction, arrangement, obligation, and other relationships of 2GO with unconsolidated entities or other persons incurred during the reporting period. The Group does not expect any liquidity issues within the next twelve months. Capital expenditures are funded through cash generated from operations or additional borrowings.

Key Performance Indicators

The following are the key financial ratios of the Group for the years ended December 31, 2020 and 2019 and as of December 31, 2020 and December 31, 2019.

	Dec 31, 2020	Dec 31, 2019
Revenue Growth	(19%)	9%
Net Income Margin	(11%)	(4%)
EBITDA (in Millions of Pesos)	₱ 439	₱ 1,919
EBITDA Margin	3%	9%
	As of Dec 31, 2020	Dec 31, 2019
Current Ratio	0.9	0.9
Interest Bearing Debt to Total Equity	3.4	1.5
Total Liabilities (less effect of PFRS 16) to Total Equity	7.3	3.2
Total Liabilities to Total Equity	7.9	3.6

Revenue decreased 19% in 2020, while Net Income Margin declined to -11% in 2020 vs. -4% in 2019.

EBITDA and EBITDA Margin remained positive at ₱439 million and 3% in 2020 and ₱1.9 billion and 9% in 2019.

Current Ratio was 0.9 as of December 31, 2020, in line with 2019. Interest Bearing Debt to Total Equity is 3.4 in 2020, compared to 1.5 in 2020. The Total Liabilities to Total Equity ratio is 7.9 in 2020, up from 3.6 in 2019. Excluding the effect of PFRS 16 adoption, the Total Liabilities to Total Equity ratio is 7.3 in 2020 and 3.2 in 2019.

The Group calculates the key financial ratios as follows:

Revenue Growth	$(\text{Total Revenue current period} / \text{Total Revenue prior period}) - 1$
Net Income Margin	$\text{Net Income} / \text{Total Revenue}$
EBITDA	$\text{Net Income} + \text{Interest} + \text{Income Tax} + \text{Depreciation \& Amortization}$
EBITDA Margin	$\text{EBITDA} / \text{Total Revenue}$
Current Ratio	$\text{Current Assets} / \text{Current Liabilities}$
Interest-Bearing Debt to Total Equity	$\text{Total Interest-Bearing Debt} / \text{Total Equity}$
Total Liabilities (less effect of PFRS 16) to Total Equity	$(\text{Total Liabilities} - \text{Capitalized Operating Leases}) / \text{Total Equity}$
Total Liabilities to Total Equity	$\text{Total Liabilities} / \text{Total Equity}$

Company Outlook

2GO Group continues to serve its customers and stakeholders as the Philippines' largest end-to-end logistics solutions provider. The Group provides shipping, logistics and distribution services to small and medium enterprises, large corporations, and government agencies throughout the Philippines. The shipping group primarily operates roll-on/roll-off freight and passenger vessels. The logistics group offers transportation, warehousing and distribution, cold chain solutions, domestic and international ocean and air forwarding services, customs brokerage, project logistics, and express and last mile package and e-commerce delivery. The distribution group leverages 2GO's shipping and logistics services to provide value-added distribution services to principals and customers.

For 2021, the Group continues its corporate governance initiatives, and aims to expand and further enhance its service offerings to its customers and stakeholders. The Group plans to achieve this through more streamlined operations and collaboration within its business units, investment in warehousing and logistics information technology solutions for customers, and synergies and best practices from its new shareholders. Management is confident that 2GO will further its growth and become an even stronger logistics solutions provider going forward.

Effect of COVID-19

On March 8, 2020, the Office of the President, under Proclamation 922, declared a state of public health emergency and subsequently on March 16, 2020, under Proclamation 929, placed the entire Philippines under a state of calamity due to the spread of the Novel Corona Virus Disease (COVID-19 pandemic). As part of these declarations and to manage the spread of the disease, certain areas in the Philippines were placed under various categories of community quarantine since March 17, 2020 and such community quarantines are still in effect at the date of filing of 2GO's audited financial statements as of and for the year ended December 31, 2020 with the SEC.

The Government-mandated quarantine measures continue to evolve and involve various attendant measures including, but not limited to, travel restrictions, home quarantine and temporary suspension or regulation of business operations thereby limiting commercial and similar activities related to the provision of essential goods and services.

2GO across its various business units, has been significantly affected by the aforesaid quarantine measures. This resulted in limited business operations in Luzon and in many other parts of the country for most of 2020. Given the restricted mobility in and out of the country and the curtailed economic activities affecting demand not only in the Philippines but in other countries, 2GO experienced a decline and gradual recovery in sales/revenue volumes as aforementioned quarantine measures were slowly relaxed.

For the year ended 2020, 2GO experienced a year on year reduction in sales of 19% or ₱4.0 billion. It is expected that trade receivables, particularly those due from small and medium scale enterprises, will likewise deteriorate in collectability, hence, 2GO recognized additional provision for expected credit losses amounting to ₱40.8 million during the year for estimated losses due to non-collection. Management continues to assess the situation based on the economic situation of the underlying trade customers.

Management continues to evaluate and respond to other potential adverse impacts of the COVID-19 outbreak in future reporting periods beyond 2020. 2GO has activated its Business Continuity Implementation Plan and has taken steps to manage the risk of disruption in operations. 2GO likewise continuously monitors developments in the domestic and international markets for any further slowdown in economic activities and the drastic shift in customer or market preferences that may eventually depress sales, place pressure on the deployment of certain assets, and impair the realizability of trade receivables and other similar working capital items.

As part of the 2GO's commitment to customer and employee health and safety and its regulatory compliance, 2GO has likewise implemented stringent safety and precautionary measures, including disinfecting and sanitizing facilities, implementation of work-from-home schemes for its employees, and imposing social-distancing in the work places, in order to mitigate the risk and ensure continuity of business operations during this time of pandemic. Also, as part of its corporate social responsibility, 2GO waived revenues and incurred direct expenses amounting to ₱112.5 million in favor of certain Philippine Government relief and medical efforts to address the COVID-19 pandemic.

The foregoing events are reflected in the financial position and performance of 2GO for the year ended December 31, 2020. Considering the evolving nature of the pandemic, 2GO cannot reasonably estimate at this time the length and severity of the pandemic, or the extent to which the disruption may materially impact 2GO's consolidated financial position, consolidated results of operations and consolidated cash flows in future reporting periods.

Results of Continuing Operations for the Years Ended December 31, 2019 and 2018

Amounts in millions	Dec 31, 2019		Dec 31, 2018		% Change
Revenue	₱	21,410	₱	19,666	9%
Costs of Services and Goods Sold		19,671		18,435	(7%)
Gross Profit		1,739		1,231	41%
General and Administrative Expenses		1,493		1,923	22%
Other Operational Expenses		198		-	-
Operating Income		48		(693)	107%
Other Charges		377		250	(50%)
Provision for Income Tax		90		87	(3%)
Net Income (Loss) from Continuing Operations	₱	(419)	₱	(1,030)	59%
Net Income (Loss) from Discontinued Operations	₱	(473)	₱	(440)	(8%)
Net Income (Loss)	₱	(892)	₱	(1,470)	39%
Add back:					
Financing Charges (Interest)		449		322	(40%)
Provision for Income Tax		90		87	(3%)
Depreciation and Amortization		2,300		2,223	(3%)
EBITDA	₱	1,947	₱	1,162	68%

2GO Group, Inc. (**2GO**) and subsidiaries (collectively referred to as the **Group**) generated ₱48 million in Operating Income from Continuing Operations in 2019, an improvement from its Operating Loss from Continuing Operations of ₱693 million in 2018. Net Loss from Continuing Operations was ₱419 million in 2019, an improvement of 59% from losses of ₱1.0 billion in 2018. During 2019, 2GO completed a series of restructuring activities as part of Management's plan to focus on improving core services and profitability. 2GO incurred Net Loss from these Discontinued Operations of ₱473 million 2019 and ₱440 million in 2018. Net Loss in total was ₱892 million in 2019, an improvement of 39% from the Net Loss of ₱1.5 billion in 2018.

2GO's revenue increased year-over-year (YoY) by 9% in 2019 as demand for services and goods continued. Revenue from the Non-shipping business (Logistics and Distribution) increased YoY by 15% in 2019. The Distribution business grew YoY by 26% in 2019, while the Logistics business grew YoY by 5%. The Non-shipping business accounted for 67% of revenue in 2019 compared to 63% in 2018.

Revenue from the Shipping business decreased YoY by 2% in 2019. Overcapacity in the domestic interisland freighter market continued to weigh negatively on freighter rates. As a result, during 2019, the Shipping business discontinued operations of its interisland freighter vessels and short-haul fast ferry passenger vessels as a part of Management's plan to focus on improving core ROPAX services and profitability.

Costs of Services and Goods Sold increased YoY by 7% in 2019. The main drivers of the increase were from inventory goods sold by the Distribution business, and bunker fuel oil consumed by the Shipping business. Inventory goods increased YoY by 23%, which was in line with the Distribution business' increase in revenue. Fuel costs increased YoY by 14% in 2019 due to an increased number of roundtrips by the Shipping business' ROPAX vessels.

General and Administrative Expenses decreased YoY by 22% in 2019 as 2GO continued its cost management initiatives, which include among others, increased controls over spending, consolidation of offices and facilities, and investments in technology to further drive efficiencies.

During 2019, 2GO completed a series of non-recurring restructuring activities which primarily included consolidating its operations in certain container yards, warehouses, and offices, and exiting related leases. These costs are included in Other Operational Expenses in 2019.

Other Charges include financing charges, equity in net earnings/losses from associates and joint ventures, and other non-operating gains/losses. Other charges increased YoY by 50% in 2019. Financing charges increased by ₱124 million or 42% in 2019, due to additional amortization of leases from adoption of PFRS 16 and increased interest expense on short-term notes payable.

Discontinued operations

During 2019, the Shipping business discontinued operations of its interisland freighter vessels and short-haul fast ferry passenger vessels as a part of Management's plan to focus on improving core ROPAX services and profitability. In October 2019, 2GO sold 100% of its shares in The SuperCat Fast Ferry Corporation to Chelsea Logistics and Infrastructure Holdings Corp. for ₱650 million. 2GO also disposed two of its interisland freighter vessels in second quarter of 2019, and terminated long-term charter leases for three freighter vessels in the fourth quarter of 2019.

Financial Position as of December 31, 2019 and December 31, 2018

Amounts in millions	As of		% Change
	Dec 31, 2019	Dec 31, 2018	
Current Assets	₱ 7,864	₱ 8,006	(2%)
Noncurrent Assets	8,536	8,828	(3%)
Total Assets	₱ 16,400	₱ 16,835	(3%)
Current Liabilities	₱ 8,883	₱ 8,871	0%
Noncurrent Liabilities	3,962	3,427	16%
Total Liabilities	₱ 12,846	₱ 12,298	4%
Total Equity	3,555	4,537	(22%)
Total Liabilities and Equity	₱ 16,400	₱ 16,835	(3%)

Total Assets decreased 3% to ₱16.4 billion from ₱16.8 billion in 2018. Total Liabilities increased by 4% to ₱12.8 billion from 2018 to 2019. The adoption of a new accounting standard (PFRS 16, Leases) at January 1, 2019 led to an increase in both Assets and Liabilities by ₱1.3, which are included above.

Assets

Current Assets decreased 2% to ₱7.9 billion in 2019 from ₱8.0 billion in 2018. Cash and Cash Equivalents decreased 37% to ₱893 million in 2019 from ₱1.4 billion in 2018. Trade and Other Receivables, net of Allowance for Doubtful Accounts, were consistent at ₱4.3 billion in 2019, from ₱4.2 billion in 2018 even as revenue grew YoY as 2GO continues to focus on collections.

Noncurrent Assets decreased 3% to ₱8.5 billion in 2019 from ₱8.8 billion in 2018.

Liabilities

Current Liabilities remained consistent at ₱8.9 billion for 2019 and 2018. Short-term Notes Payable remained consistent at ₱2.7 billion in 2019 and 2018. Trade and other payables decreased 4% to ₱5.7 billion in 2019 from ₱6.0 billion in 2018.

Noncurrent Liabilities increased 16% to ₱4.0 billion from ₱3.4 billion as of December 31, 2019 and 2018 mainly due to the adoption of PFRS 16 and an increase in accrued retirement benefits to ₱338.8 million in 2019 from ₱211.4 million in 2018.

Equity

Total Equity decreased 22% in 2019 due to net losses incurred during the periods.

All significant elements of income or loss from continuing operations are discussed in the management discussion and notes to the consolidated financial statements. Likewise, any significant elements of income or loss that did not arise from continuing operations are disclosed either in the management discussion or notes to the consolidated financial statements. There are no known trends, events, material changes, seasonal aspects, or uncertainties that are expected to affect the Company's continuing operations.

Except as disclosed in the management discussion or notes to the consolidated financial statements, there are no other known events that will trigger direct or contingent financial obligation that is material to 2GO, including any default or acceleration of an obligation. There is no material off-balance sheet transaction, arrangement, obligation, and other relationships of 2GO with unconsolidated entities or other persons incurred during the reporting period. The Company does not expect any liquidity issues within the next twelve months. Capital expenditures are funded through cash generated from operations or additional borrowings.

Key Performance Indicators

The following are the key financial ratios of 2GO for the years ended December 31, 2019 and 2018 and as of December 31, 2019 and 2018.

	Dec 31, 2019	Dec 31, 2018 As re-presented
Revenue Growth	9%	2%
Net Income Margin	(4%)	(7%)
EBITDA (in Millions of Pesos)	₱ 1,947	₱ 1,162
EBITDA Margin	9%	6%
	As of Dec 31, 2019	Dec 31, 2018
Current Ratio	0.9	0.9
Interest Bearing Debt to Total Equity	1.5	1.3
Total Liabilities (less PFRS leases) to Total Equity	3.2	2.7
Total Liabilities to Total Equity	3.6	2.7

Revenue increased by 9% in 2019 and 2% in 2018. Net Income Margin was -4% in 2019 vs. -7% in 2018.

EBITDA and EBITDA margin were ₱1.9 billion and 9% in 2019, up 68% from ₱1.2 billion and 6% in 2018.

Current Ratio remained consistent 0.9 as of December 31, 2019 and 2018. Interest Bearing Debt to Total Equity is 1.5 in 2019, compared to 1.3 in 2018. Total Liabilities to Total Equity is 3.6 in 2019, up from 2.7 in 2018. Excluding the effect of PFRS 16, Total Liabilities to Total Equity is 3.2 in 2019.

The Group calculates the key financial ratios as follows:

Revenue Growth	$(\text{Total Revenue current period} / \text{Total Revenue prior period}) - 1$
Net Income Margin	$\text{Net Income} / \text{Total Revenue}$
EBITDA	$\text{Net Income} + \text{Interest} + \text{Income Tax} + \text{Depreciation \& Amortization}$
EBITDA Margin	$\text{EBITDA} / \text{Total Revenue}$
Current Ratio	$\text{Current Assets} / \text{Current Liabilities}$
Interest-Bearing Debt to Total Equity	$\text{Total Interest-Bearing Debt} / \text{Total Equity}$
Total Liabilities (less effect of PFRS 16) to Total Equity	$(\text{Total Liabilities} - \text{Capitalized Operating Leases}) / \text{Total Equity}$
Total Liabilities to Total Equity	$\text{Total Liabilities} / \text{Total Equity}$

Results of Continuing Operations for the Years Ended December 31, 2018 and 2017

Amounts in millions	Dec 31, 2018		Dec 31, 2017		% Change
Revenue	₱	19,666	₱	19,287	2%
Costs of Services and Goods Sold		18,435		16,904	(9%)
Gross Profit		1,231		2,383	(48%)
General and Administrative Expenses		1,923		2,340	18%
Other Operational Expenses		-		-	-
Operating Income		(693)		43	(1,699%)
Other Charges		250		191	(31%)
Provision for Income Tax		87		230	62%
Net Income (Loss) from Continuing Operations	₱	(1,030)	₱	(378)	(172%)
Net Income (Loss) from Discontinued Operations	₱	(440)	₱	71	(718%)
Net Income (Loss)	₱	(1,470)	₱	(307)	(379%)
Add back:					
Financing Charges (Interest)		322		401	20%
Provision for Income Tax		87		230	62%
Depreciation and Amortization		2,223		2,009	(11%)
EBITDA	₱	1,162	₱	2,333	(50%)

Revenue from continuing operations increased by 2% in 2018 from 2017. Revenues from the Shipping business increased by 10%, mainly due to gross presentation of certain revenue streams as required by the new accounting standard (PFRS 15, Revenue from contracts with customers) beginning January 1, 2018. Shipping revenues were also affected by weather (e.g., typhoons, storms, rough seas), which canceled voyages over the course of the year. The overcapacity and competition in the Freight market likewise continue to push down freight rates.

Revenue from Non-shipping business (Logistics and Distribution) decreased 2%. Revenue from Logistics and other services decreased by 7% as a result of the rationalization of unprofitable accounts. The distribution business, on the other hand, increased its revenue by 4%. The Non-shipping business accounted for 63% of total revenue during 2018 vs. 66% during 2017.

Total cost and expenses were maintained despite the rising fuel prices during the year and increased sales of inventory from our Distribution business. General and Administrative Expenses decreased YoY by 18% in 2018 as 2GO continued its cost management initiatives, which include among others, increased controls over spending, consolidation of offices and facilities, and investments in technology to further drive efficiencies.

2GO Group, Inc. and subsidiaries posted a Net Loss after Tax of ₱1.5 billion for the year ended December 31, 2018, a decrease compared to Net Loss of ₱307 million during the same period in 2017.

Financial Position as of December 31, 2018 and December 31, 2017

Amounts in millions	As of		Dec 31, 2017		% Change
	Dec 31, 2018		Dec 31, 2017		
Current Assets	₱ 8,006	₱ 8,798			(9%)
Noncurrent Assets	8,828	9,519			(7%)
Total Assets	₱ 16,835	₱ 18,317			(8%)
Current Liabilities	₱ 8,871	₱ 11,660			(24%)
Noncurrent Liabilities	3,427	614			459%
Total Liabilities	₱ 12,298	₱ 12,273			0%
Total Equity	4,537	6,043			(25%)
Total Liabilities and Equity	₱ 16,835	₱ 18,317			(8%)

Total Assets decreased 8% to ₱16.8 billion, while Total Liabilities remained flat at ₱12.3 billion from 2017 to 2018.

Assets

Current Assets decreased 9% to ₱8.0 billion from ₱8.8 billion. Cash and Cash Equivalents decreased 35% to ₱1.4 billion from ₱2.2 billion. Trade and Other Receivables, net of Allowance for Doubtful Accounts, decreased 3% to ₱4.2 billion from ₱4.3 billion.

Noncurrent Assets decreased 7% to ₱8.8 billion from ₱9.5 billion.

Liabilities

Current Liabilities decreased 24% to ₱8.9 billion from ₱11.7 billion, as the Group refinanced the outstanding balance of its long-term loan. Short-term Notes Payable increased 2% to ₱2.7 billion from ₱2.6 billion, while the current portion of Long-term Debt decreased 97% to ₱0.1 billion from ₱3.1 billion. Trade and Other Payables increased by 4% to ₱6.0 billion in 2019 from ₱5.8 billion.

Noncurrent Liabilities increased to ₱3.4 billion from ₱0.6 billion as of December 31, 2018 and 2017, mainly due to the increase in Long-term Debt (net of the current portion). Prior to the refinancing, the Long-term Debt was classified under Current Liabilities.

Equity

Total Equity decreased 25% to ₱4.5 billion from ₱6.0 billion primarily due to the Net Loss generated in 2018.

All significant elements of income or loss from continuing operations are discussed in the management discussion and notes to the consolidated financial statements. Likewise, any significant elements of income or loss that did not arise from continuing operations are disclosed either in the management discussion or notes to the consolidated financial statements. There are no known trends, events, material changes, seasonal aspects, or uncertainties that are expected to affect the Group's continuing operations.

Except as disclosed in the management discussion or notes to the consolidated financial statements, there are no other known events that will trigger direct or contingent financial obligation that is material to 2GO, including any default or acceleration of an obligation. There is no material off-balance sheet transaction, arrangement, obligation, and other relationships of 2GO with unconsolidated entities or other persons incurred during the reporting period. The Group does not expect any liquidity issues within the next twelve months. Capital expenditures are funded through cash generated from operations or additional borrowings.

Key Performance Indicators

The following are the key financial ratios of the Group for the years ended December 31, 2018 and 2017 and as of December 31, 2018 and December 31, 2017.

	Dec 31, 2018	Dec 31, 2017 As re-presented
Revenue Growth	2%	1%
Net Income Margin	(7%)	(2%)
EBITDA (in Millions of Pesos)	₱ 1,162	₱ 2,333
EBITDA Margin	6%	12%
	As of	
	Dec 31, 2018	Dec 31, 2017
Current Ratio	0.9	0.8
Interest Bearing Debt to Total Equity	1.3	1.0
Total Liabilities to Total Equity	2.7	2.0

Revenue increased 2% in 2018, Net Income Margin decreased to -7% in 2018 vs. -2% in 2017.

EBITDA and EBITDA Margin remained positive at ₱1.1 billion and 6% in 2018, and ₱2.3 billion and 12% in 2017.

Current Ratio increased to 0.9 from 0.8 as of December 31, 2018 and 2017. Interest Bearing Debt to Total Equity increased to 1.3 from 1.0, and Total Liabilities to Total Equity increased to 2.7 from 2.0.

The Group calculates the key financial ratios as follows:

Revenue Growth	$(\text{Total Revenue current period} / \text{Total Revenue prior period}) - 1$
Net Income Margin	$\text{Net Income} / \text{Total Revenue}$
EBITDA	$\text{Net Income} + \text{Interest} + \text{Income Tax} + \text{Depreciation \& Amortization}$
EBITDA Margin	$\text{EBITDA} / \text{Total Revenue}$
Current Ratio	$\text{Current Assets} / \text{Current Liabilities}$
Interest-Bearing Debt to Total Equity	$\text{Total Interest-Bearing Debt} / \text{Total Equity}$
Total Liabilities to Total Equity	$\text{Total Liabilities} / \text{Total Equity}$

NON-FINANCIAL DISCLOSURE REQUIREMENTS

BRIEF DESCRIPTION OF THE GENERAL NATURE AND SCOPE OF THE BUSINESS OF THE REGISTRANT AND ITS SUBSIDIARIES

2GO Group, Inc. (2GO or the Company) was incorporated in the Philippines on May 26, 1949. Under the Revised Corporation Code of the Philippines, 2GO shall have a perpetual corporate life. 2GO and its subsidiaries provide shipping, logistics and distribution services to individuals, small and medium enterprises, large corporations, and government agencies throughout the Philippines.

2GO owns and operates a fleet of interisland roll-on/roll-off (ROPAX) freight and passenger vessels that are engaged in the movement of people and goods, operating under the brand names '2GO Freight' for its sea cargo business and '2GO Travel' for its passenger business.

1. 2GO FREIGHT

2GO Freight provides door-to-door and pier-to-pier land transportation and shipping of raw materials and finished goods via its shipping containers, whether full container load (FCL), less container load (LCL) or loose cargo.

2. 2GO TRAVEL

2GO Travel provides comfortable and secure sea transportation between major destinations across the country. It offers a wide selection of hotel and accommodation services, as well as tours and events, on top of traditional passenger transport. Beyond routine point-to-point transport, 2GO Travel provides a leisurely and low-cost travel experience. The Company's ability to guarantee convenience and affordability underpins its positioning as the preferred means of travel around the islands.

Significant Subsidiaries of 2GO

1. 2GO Express, Inc.

2GO Express provides land, air, and sea transportation including courier services, general cargo, sea cargo services, and last mile delivery for e-commerce. 2GO Express operates a nationwide network of retail outlets and partner agents. In partnership with leading international courier companies, 2GO Express also provides international express document, parcel, and cargo delivery services.

2GO Express' Subsidiaries

2GO Logistics, Inc.

2GO Logistics provides transportation and warehousing solutions to principals throughout the Philippines, including inventory management, trucking, crossdocking, and domestic freight. 2GO Logistics leverages the Group's collective capability to serve customers nationwide given its expansive physical infrastructure of warehouses, trucks, and vessels. Through investment in modern enabling technology and process improvement, 2GO Logistics aims to provide services at the standard of international third-party logistics providers.

ScanAsia Overseas Inc. (SOI)

ScanAsia Overseas Inc. (SOI) is the Distribution business unit of 2GO. It completes the end to end proposition of 2GO by making products of principals available at store shelves of various retail customers nationwide. SOI traces its roots to specialist distribution services for the Dairy category by representing leading brands in various Modern Trade and Food Service outlets. SOI has expanded its distribution footprint to the FMCG category and the Pharma-Convenience store channel.

Kerry Logistics (Phils.), Inc. (KLPI)

Kerry Logistics (Phils.), Inc. (KLPI) is a joint venture between 2GO and Kerry Logistics Network Limited of Hong Kong. KLPI has strategically located branches and warehouses in Manila, Luzon, Visayas and Mindanao offering diverse services, including international and domestic air and sea freight forwarding, cargo consolidation, warehousing and domestic distribution, dangerous goods handling, customs brokerage, building logistics and exhibition logistics.

WRR Trucking Corporation (WTC)

WRR Trucking Corporation (WTC) provides transportation, hauling or forwarding of cargo, freight, merchandise, goods, and other articles within the lawful commerce of man by means of trucks, automobiles, and both container and closed vans.

2. Special Container and Value Added Services, Inc. (SCVASI)

SCVASI provides innovative and strategic transportation solutions in the cold chain and liquid transportation sector, including temperature-controlled vans and trucks (Reefer Containers for FCL and LCL), hauling service for bulk liquids (domestic and international ISO tank and Flexibags). SCVASI is also engaged in project logistics, serving both private and public sectors in industries including infrastructure, power, telecommunications, mining, and property.

DESCRIPTION OF PROPERTY

Vessel Fleet

As of December 31, 2020, 2GO and its subsidiaries own and operate a fleet of nine (9) operating vessels, consisting of eight (8) RoRo/Pax vessels and one (1) freighter. 2GO's operating vessel fleet has a combined Gross Registered Tonnage of approximately 103,295, total annual passenger capacity of approximately 2,390,828 passengers and aggregate annual cargo capacity of approximately 311,854 twenty-foot equivalent units (TEUs).

Currently, 2GO operates five (5) large RoRo/Pax vessels calling on Manila as their homeport. These vessels sail from Luzon to Visayas and Mindanao, including Palawan. Further, 2GO operates three (3) medium-sized vessels with Batangas as their homeport, plying on the Batangas-Caticlan-Odiongan and the Batangas-Romblon-Roxas routes. 2GO also operates one (1) purely-cargo vessel, with Manila as its homeport, to complement its freight business.

Land, Buildings and Warehouses

2GO owns several parcels of land and a number of buildings and warehouses, which are used in the normal course of business.

Ports of call

2GO's extensive presence throughout the country, from Luzon to Mindanao, is carried out through its branch operations and agency networks resulting in maximized efficiencies in network coverage by clustering vessel port calls with minimal nautical mileage. These are located primarily in Manila, Batangas, Puerto Princesa, Romblon, Roxas, Coron, Odiongan, Bacolod, Caticlan, Cebu, Dumaguete, Iloilo, Butuan, Cagayan de Oro, Davao, Dipolog, General Santos, Iligan, Ozamis, and Zamboanga.

Market Share

As of December 31, 2020, 2GO continues to dominate the Philippine Sea Travel with 95% passage market share in and out Manila. Freight market share is at 18%, still among the market leaders even with competitors adding more ships.

Legal Proceedings

There are certain legal cases filed against 2GO and its subsidiaries in the normal course of business. Management and its legal counsel believe that they have substantial legal and factual bases for their position and are of the opinion that losses arising from these cases, if any, will not have a material adverse impact on the consolidated financial statements.

MARKET PRICE OF AND DIVIDENDS ON REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

A. Market Information

The Common Stock of the Corporation is listed at the Philippine Stock Exchange. As of February 28, 2021, the market price of 2GO's common stock is P8.55 per share.

Below is the range of high and low daily closing prices for 2GO's common equity for each quarter within the last three fiscal years:

	HIGH	LOW
2020		
First Quarter	10.10	4.19
Second Quarter	11.50	5.87
Third Quarter	9.96	8.12
Fourth Quarter	9.33	8.30
2019		
First Quarter	15.02	11.88
Second Quarter	13.08	9.55
Third Quarter	11.30	9.80
Fourth Quarter	11.18	9.42
2018		
First Quarter	22.85	17.42
Second Quarter	18.82	14.88
Third Quarter	15.16	11.00
Fourth Quarter	16.64	9.60

2GO is not aware of any recent sales of unregistered or exempt securities, including recent issuance of securities constituting an exempt transaction.

B. Stockholders

The number of common shareholders of record as of February 28, 2021 is 5,118. The top 20 common stockholders as of February 28, 2021 are as follows:

	Name	No. of Shares	Percentage
1	KGLI-NM HOLDINGS, INC. (FILIPINO)	867,239,109	35.22%

2	SM INVESTMENTS CORPORATION (FILIPINO)	750,754,812	30.49%
3	CHINA-ASEAN MARINE B.V. (DUTCH)	550,558,388	22.36%
4	PCD NOMINEE CORPORATION (FOREIGN)	190,977,566	7.76%
5	PCD NOMINEE CORPORATION (FILIPINO)	76,616,863	3.11%
6	ABACUS SECURITIES CORPORATION (FILIPINO)	1,530,000	0.06%
7	CONSTANTINE TANCHAN (FILIPINO)	1,262,500	0.05%
8	SANTIAGO TANCHAN III (FILIPINO)	1,262,500	0.05%
9	FIRST METRO INVESTMENT CORPORATION	648,651	0.03%
10	PHILIPS MULTI EMPLOYER RETIREMENT PLAN	631,250	0.03%
11	RAMON RIVERO (FILIPINO)	600,000	0.02%
12	DOLL AGRICULTURAL CORPORATION	519,999	0.02%
13	AMA RURAL BANK OF MANDALUYONG, INC.	441,875	0.02%
14	SUMMIT SECURITIES, INC.	440,963	0.02%
15	ELIZABETH CHIU (FILIPINO)	378,750	0.02%
16	JULIO & FLORENTINA LEDESMA FOUNDATION, INC.	338,500	0.01%
17	RAMON R. RIVERO (FILIPINO)	320,000	0.01%
18	LILIAN S. LIM	315,625	0.01%
19	DANIEL LACSON, JR. (FILIPINO)	269,708	0.01%
20	BONIFACIO O. DOROS	222,960	0.01%

As of February 28, 2021, the total number of shares owned by the public is equivalent to 293,582,207 shares or equivalent to 11.9%.

C. Dividends Declaration

There were no dividends declared during the years 2012 to date.

Per Article VI, Section 3 of the By-laws, "dividends payable out of the surplus profits of 2GO shall be declared at such time and in such manner and in such amounts as the Board of Directors shall determine; Provided that, stock dividends shall be subject to the approval of the stockholders in a meeting called for the purpose."

CORPORATE GOVERNANCE

2GO Group Inc. and subsidiaries (2GO or the Company) is governed by the principles of fairness, accountability, and transparency, which is paramount to sustain its long-term growth and success. 2GO is committed in implementing the best practices in corporate governance that balance the growth and interests of all its stakeholders.

BOARD STRUCTURE

The 2GO Board of Directors is responsible for the long-term sustainability of the Company, and ensures that it balances its corporate objectives with the best interest of its shareholders and other stakeholders. It is composed of nine (9) highly respectable professionals, three (3) of whom, are non-executive-independent directors. In line with corporate governance best practice, the Company's independent directors are free from management responsibilities, substantial shareholdings and material relations, all of which are perceived to impede independent judgment. Likewise, the roles of the Chairman of the Board and the Chief Executive Officer are held by separate individuals to promote a balanced Board and increase accountability and controls.

The following individuals constitute the Board of Directors:

Chairman : Dennis A. Uy

Members : Francis C. Chua, Vice Chairman
Frederic C. DyBuncio, President & Chief Executive Office
Elmer B. Serrano, Corporate Secretary & Chief Information Officer

Joseph C. Tan, Lead Independent Director
Laurito E. Serrano, Independent Director
Jesus G. Dureza, Independent Director
Ma. Concepcion F. de Claro, Director
Chryss Alfonsus V. Damuy, Director

BOARD COMMITTEES

The Board governs through the following committees: (1) Executive Committee, (2) Audit Committee, (3) Corporate Governance Committee, (4) Risk Oversight Committee and, (5) Related Party Transaction Committee. Each committee has its own charter that can be found in the Company's website.

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee is responsible for assisting the Board in fulfilling its oversight functions related to the Company's overall approach to corporate governance. The Committee also takes the lead in promulgating and overseeing the principles of good corporate governance by reviewing committee charters, the independence of directors as well as the code of ethics for executives, employees, and directors.

The committee members are as follows:

Chairman:	Mr. Joseph C. Tan (ID)
Members:	Mr. Laurito E. Serrano (ID)
	Mr. Jesus G. Dureza (ID)

RISK OVERSIGHT COMMITTEE

The Risk Oversight Committee is responsible in leading the organization's strategic direction in the management of material business risks to enable the Board to make informed decisions. The committee also provides oversight for establishing, implementing, reviewing and assessing the effectiveness of the Company's risk management framework.

The committee members are as follows:

Chairman:	Mr. Jesus G. Dureza (ID)
Members:	Mr. Laurito E. Serrano (ID)
	Mr. Frederic C. DyBuncio

Enterprise Wide Risk Management Program (ERM)

The Board of Directors sets the overall risk tolerance for 2GO and delegates the responsibility of managing all of 2GO's risk exposures to the Risk Oversight Committee. The Committee designed the Risk Management Framework, which was reviewed and approved by the Board.

Risk Oversight Committee / Board level

- Approval of the Enterprise Risk Management Program;
- Oversight of the processes by which risks are managed including:
 - Articulating the overall risk tolerance levels;
 - Monitoring 2GO's Risk Management performance

For 2020, the Company continued to further refine its ERM program to address its Business Continuity Plans. The Company's objective is to be able to quickly rebound and recover from unavoidable or unforeseen threats or disasters. More attention has been given on the technology side as reliance on systems and business applications for operations has steadily increased. All Crisis Management and Emergency Response Teams (ERT) of 2GO's business units are undergoing training and drills on a periodic basis to enable them to correctly respond to the risks the Company is exposed to. Each business unit continues to update its Risk Registers and their Business Continuity Plan (BCP) as part of the Company's strategy to ensure that personnel and assets are protected and able to function in the event of a disaster. The following is the framework of the ERM program for the year:

- I. Updating of Emergency Response Teams
- II. Program Implementation
 - A. Training/ drilling of ERM concepts and protocols to all Crisis Management / ERTs
 - B. ERM Risk Treatment Mechanisms

- C. Business Continuity Plans Test
- D. Monitoring and Process Audit

The Company understands that managing risks is continuous process and that it will evolve as the organization continues to grow. Such is the dynamic nature of risk management, the ability of the Company to learn, adapt and rebound from any risk, threat or disaster. The ERM Program of the Company will serve to contribute in achieving its goals, and in the future be the backbone in the thrust for corporate resiliency.

RELATED PARTY TRANSACTION COMMITTEE

The Related Party Transaction Committee is responsible for ensuring that related party transactions are conducted at fair and arm's length as provided under existing laws, rules and regulation. The committee members are as follows:

Chairman:	Mr. Joseph C. Tan (ID)
Members:	Mr. Laurito E. Serrano (ID)
	Ms. Ma. Concepcion F. de Claro

AUDIT COMMITTEE

The Audit Committee assists and advises the Board in fulfilling its oversight responsibilities to ensure the quality and integrity of the Company's accounting, financial reporting, auditing practices and internal control systems and adherence to over-all corporate governance best practice. The Committee also oversees the Company's process for monitoring compliance with laws, regulations, and performs other duties as the Board may require.

During the year, the Audit Committee monitored the execution of internal audit plan, approved the succeeding period's internal audit plan and budget as well as provided inputs to audit results, recommendations and management action plans. It also reviewed the previous year audited financial report presented by the external auditor for approval by the Board.

The Audit Committee maintains an effective working relationship with the Board by providing them assistance in promoting good corporate governance and audit-related decisions. It also ensures its objectivity by having an independent director as committee chairman.

The committee members are as follows:

Chairman:	Mr. Laurito E. Serrano (ID)
Members:	Ms. Ma. Concepcion F. de Claro
	Mr. Joseph C. Tan (ID)

System of Internal Controls

The framework of control, risk management and governance processes is instilled within the 2GO group of companies. This aims to encourage incorruptibility and deter fraudulent activities by management and employees. The current processes of 2GO are continuously being reviewed by Management, Audit and External Consultants to identify areas wherein controls may be strengthened. Some of these processes are either combined and/or reduced to provide the basic elements of control and good governance needed to sustain operations.

The culture of accountability is apparent with the general adherence of employees to Code of Conduct, management policies and directives in order to efficiently and effectively achieve company objectives.

The internal control system is effectively designed to safeguard assets, to protect confidentiality, availability and integrity of information and as far as possible the reliability, relevance and accuracy of records; effectiveness and efficiency of operations and programs; and to ensure compliance with regulatory requirements.

Various measures of internal control undertaken by management include setting and updating policies that are designed to attain the company's goals, sourcing and maintaining competent personnel, segregation of incompatible duties and safeguarding of all critical assets.

Continuous enhancement of performance metrics and speedy resolution of audit issues raised are likewise given focus to assure risks are addressed/mitigated and company objectives are met. Every quarter, resolutions of internal audit observations are updated and discussed with Senior Management and Audit Committee to ensure they are timely attended to and resolved within their commitment.

2GO management is responsible in maintaining the internal control system and ensuring that resources are properly applied in the manner and to the activities intended.

Internal Audit

In accordance with the International Standards for the Professional Practice of Internal Auditing (ISPPIA) and Code of Ethics by the Institute of Internal Auditors (IIA), the Internal Audit Department (IAD) continually strives to improve the proficiency, effectiveness and quality of the internal audit activities.

The IAD, headed by Mr. Rodolfo G. Bravo, directly reports to the Audit Committee and responsible for providing independent, objective assurance and consulting services designed to assist management in ensuring the adequacy and effectiveness of 2GO's governance, risk management and control processes in attaining its business objectives.

The IAD strives to improve on a yearly basis by introducing processes that increases coverage of audit engagements. In 2020, there was an increase in audit and consultancy engagements completed that were communicated to management and Audit Committee. IAD plans to increase its efficiency by maintaining its competency through internal and external trainings that are relevant to the Company. This is to further demonstrate IAD's continued compliance with existing Internal Audit Standards.

Included in the processes of IAD is to continue monitoring the implementation of recommendations and action plans on a regular basis in line with target completion dates set by management. During 2020, IAD conducted regular review of previous engagements and met with various audit clients to ensure completion of action plans committed. Results of these monitoring are communicated accordingly with Senior Management and the Audit Committee. IAD effectively utilizes audit analytics software to efficiently obtain relevant data and continuously review transactions on a daily basis.

IAD continued to deliver its value-adding services by providing meaningful recommendations to its audit clients using a risk-based approach and methodology to maximize its resources and align its audit activities with the objectives of the organization.

For 2021, the IAD will be further strengthened to address the internal auditing needs of 2GO.

Executive Compensation Policy

The corporate compensation philosophy for executive remuneration in 2GO is meritocracy based. Commensurate compensation is given based on the annual performance evaluation of its executives. Any change in compensation is subject to full discussion and concurrence by the Board upon the review and recommendation of the Corporate Governance Committee.

Compensation of Directors and Senior Management

The table of the monthly fixed allowance and per diem per meeting attendance of the 2GO Board of Directors in 2020 is shown below.

Compensation	Director	Chairman of the Board
Monthly Fixed Allowance	₱80,000	₱120,000
Board Meeting Per Diem	₱30,000	₱45,000
Committee Meeting Per Diem	₱30,000	₱45,000

Code of Business Conduct

The 2GO Code of Business Conduct serves to guide employees' actions in line with the Company's corporate values. The Code consists of policies relating to ethical and legal standards of behavior that 2GO expects of its employees. Its applicability extends to all the business units in the organization. The Code also explicitly states the corresponding disciplinary actions that include suspension and termination for violations committed against

company policies and the Code. 2GO believes that employees' adherence to desirable behaviors and conduct is a prerequisite to work excellence and indispensable to success.

Information Technology Governance

2GO continues to invest in its information technology infrastructure and software applications. The Company continues to focus on applications that provide real-time visibility and tracking to its customers as it aims to improve delivery performance and overall customer service. This will also help 2GO become more operationally efficient and reduce its costs to serve. These investments will provide resiliency and redundancy and ensure our mission-critical system during and after disaster functions.

2GO's IT governance includes periodic review of existing practices and policies and adaptation of IT to current business models, as well as measuring IT systems performance.

Corporate Governance Outlook

As businesses continue to open up to the global market and liberalization happens, the decision-making process becomes more diffused. This brings up the level of accountability of corporate leaders to all their stakeholders, including employees, customers and in particular, their shareholders. Good corporate governance, to this purpose, is effecting appropriate changes to existing practices to better meet the collective interests of all stakeholders. Rules must be designed in accordance with the governance principles they are designed to maintain.

2GO, headed by its Board and management, aims to further strengthen its commitment to the corporate governance principles of accountability, transparency and integrity consistent with global best practices. 2GO strives to align, as much as possible, the interests of individuals, of 2GO and of society, in the face of a more complex, open, and global market.

FURTHER INFORMATION

The following are available on www.2go.com.ph/IR/governance

- 2GO Corporate Governance Policies
- 2GO Articles of Incorporation
- 2GO Code of Business Conduct
- 2GO By-Laws
- 2Go Anti-Money Laundering Statement of Policies & Procedure

UNDERTAKING TO PROVIDE WITHOUT CHARGE A COPY OF THE ANNUAL REPORT

Any Stockholder, upon written request, will be provided with a copy of 2GO's Annual Report in SEC Form 17-A without charge. All written requests should be directed at:

**INVESTOR RELATIONS OFFICE
2GO GROUP, INC.
8th Floor, Tower 1, Double Dragon Plaza
Macapagal Blvd. Corner EDSA Extension, Pasay City**

*This Information Statement and the Annual Report in SEC Form 17-A will be posted at 2GO's website:
<http://www.2go.com.ph>*

SCHEDULE A

2021 ANNUAL STOCKHOLDERS' MEETING

April 23, 2021 at 9:00 am

Guidelines for Participating via Remote Communication and Voting *in Absentia*

The 2020 Annual Stockholders' Meeting (ASM) of 2GO Group, Inc. (2GO or the Company) is scheduled on **April 23, 2021 at 9:00am** and the Board of Directors of the Company has fixed the end of trading hours of the Philippine Stock Exchange on **March 24, 2021 (Record Date)** as the record date for the determination of stockholders entitled to the notice of, to attend, and to vote at such meeting and any adjournment thereof.

In light of the ongoing community quarantine imposed in several areas of the country and in consideration of health and safety concerns of everyone involved, the Board of Directors of the Company has approved and authorized stockholders to participate in the ASM via remote communication and to exercise their right to vote *in absentia*.

Registration

Stockholder must notify the Corporate Secretary of their intention to participate in the ASM via remote and to exercise their right to vote *in absentia* by no later than **April 15, 2021**, by registering at **asmregister.2go.com.ph** and by submitting there the following supporting documents/information, subject to verification and validation:

- Individual Stockholders
 1. Copy of valid government ID of stockholder/proxy
 2. Stock certificate number/s
 3. If appointing a proxy, copy of proxy form duly signed by stockholder (need *not* be notarized)
 4. Email-address and contact number of stockholder or proxy
- Multiple Stockholders or joint owners
 1. Stock certificate number/s
 2. Proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the name of multiple stockholders (need *not* be notarized)
 3. Copy of valid government IDs of all registered stockholders
 4. Email-address and contact number of authorized representative
- Corporate Stockholders
 1. Secretary's Certification of Board resolution appointing and authorizing proxy to participate in the ASM
 2. Valid government ID of the authorized representative
 3. Stock certificate number/s
 4. Email-address and contact number of authorized representative
- Stockholders with Shares under broker account
 1. Certification from broker as to the number of shares owned by stockholder
 2. Valid government ID of stockholder
 3. If appointing a proxy, copy of proxy form duly signed by stockholder (need

- not be notarized)
4. Email-address and contact number of stockholder or proxy

Important Reminder: Please refrain from sending duplicate and inconsistent information/documents as this can result in failed registration. All documents/information shall be subject to verification and validation by the Company.

Online Voting

Stockholders who have successfully registered shall be notified via email of their unique log-in credentials for the voting portal. Stockholders can then cast their votes for specific items in the agenda, as follows:

1. Log-in to the voting portal by clicking the link, and using the log-in credentials, sent by email to the email-address of the stockholder provided to the Company.
2. Upon accessing the portal, the stockholder can vote on each agenda item. A brief description of each item for stockholders' approval are appended as Annex A to the Notice of Meeting.
 - 2.1 A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval.
 - 2.2 For the election of directors, the stockholder has the option to vote for all nominees, withhold vote for any of the nominees, or vote for certain nominees only.

***Note:** A stockholder may vote such number of his/her shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected (9 directors for 2GO) multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholder.*

3. Once the stockholder has finalized his vote, he can proceed to submit his vote by clicking the "Submit" button.
4. The stockholder can still change and re-submit votes, provided, such new votes are submitted using the same log-in credentials. Previous votes will be automatically overwritten and replaced by the system with the new votes cast.

ASM Livestream

The ASM will be broadcasted live and stockholders who have successfully registered can participate via remote communication. Details of the meeting will be sent to stockholders in the emails provided to the Company. Instructions on how to access the livestream will also be posted at [**www.2go.com.ph/asm2021**](http://www.2go.com.ph/asm2021).

Video recordings of the ASM will be adequately maintained by the Company and will be made available to participating stockholders upon request.

2GO-NENACO Merger

Stockholders who have issues with their stock certificates arising from the merger of 2GO and Negros Navigation Co., Inc. may send an email to corsec@2go.com.ph.

Open Forum

During the virtual meeting, the Company will have an Open Forum, during which, the meeting's moderator will read and where representatives of the Company shall endeavor to answer as many of the questions and comments received from stockholders as time will allow.

Stockholders may send their questions in advance by sending an email bearing the subject "ASM 2020 Open Forum" to asm2021@2go.com.ph on or before April 22, 2021. A section for stockholder comments/questions or a "chatbox" shall also be provided in the livestreaming platform.

Questions/comments received but not entertained during the Open Forum due to time constraints will be addressed separately by the Company's Investor Relations.

For any queries or concerns regarding this Guidelines, please contact the Company's Investor Relations Division at (632) 8528-7171 or via email at asm2021@2go.com.ph.

For complete information on the annual meeting, please visit www.2go.com.ph/asm2021.

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 Scanasia, 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. Chryss 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%