

MINUTES OF THE ANNUAL MEETING OF THE
STOCKHOLDERS OF

2GO GROUP, INC.

Held at Ballroom 3, City of Dreams Manila
Aseana Avenue cor. Roxas Blvd., Entertainment City, Paranaque City
On 20 September 2017, 2:30 p.m.

DIRECTORS PRESENT:

DENNIS A. UY	Chief Executive Officer and President Director
FREDERIC C. DYBUNCIO	Director Chairman, Executive Committee Member, Audit Committee Member, Nomination Committee Member, Compensation Committee Member, Risk Management Committee
RAUL CH. RABE	Independent Director Chairman, Risk Management Committee Member, Corporate Governance Committee
MONICO V. JACOB	Independent Director Chairman, Related Party Transactions Committee Member, Risk Management Committee Member, Corporate Governance Committee
ELMER B. SERRANO	Director Corporate Secretary Corporate Information Officer Member, Executive Committee Member, Nomination Committee Member, Compensation Committee
JOSEPH C. TAN	Independent Director Chairman, Corporate Governance Committee Member, Audit Committee Member, Related Party Transactions Committee
LAURITO E. SERRANO	Independent Director Chairman, Audit Committee
MA. CONCEPCION F. DE CLARO	Director Member, Audit Committee Member, Related Party Transactions Committee
NOT PRESENT:	
FRANCIS C. CHUA	Chairman Independent Director

ALSO PRESENT:

WILLIAM CHARLES HOWELL Chief Financial Officer and Treasurer

Stockholders present in person or represented by proxy **22,400,289,301** shares (Please see Record of Attendance attached Annex "A")

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1. Call to Order

Mr. Dennis A. Uy, acting as Chairman of the Meeting, welcomed the stockholders, called the meeting to order, and presided over the proceedings. The Corporate Secretary, Atty. Elmer B. Serrano, recorded the minutes of meeting.

2. Certification of Notice and Quorum

The Corporate Secretary certified that written notices of the annual stockholders' meeting together with the agenda and the Definitive Information Statement were sent beginning 29 August 2017 to all stockholders of record as of 21 August 2017 by personal delivery and by mail.

The Chairman inquired from the Corporate Secretary whether there was a quorum for the transaction of business by the stockholders.

The Corporate Secretary certified that based on the proxies recorded and on the registration of those personally present at the meeting, that 2,400,364,307 or 98.13% of the aggregate number of 2,446,136,400 shares issued, outstanding and entitled to vote, were either present in person or represented by proxy at the meeting. He then, certified that a quorum was present for the transaction of business by the stockholders.

The Chairman then declared that there was a quorum for the transaction of business at hand.

3. Approval of the Minutes of the Annual Meeting of Stockholders held on 15 June 2016

The President proceeded to the next item in the agenda which was the approval of the minutes of the annual meeting of the stockholders held on 15 June 2016.

Upon motion duly made and seconded, the stockholders approved the minutes of the annual meeting of the stockholders held on 15 June 2016 and the following resolution was passed and adopted:

RESOLVED, the Minutes of the Annual Stockholders' Meeting of 2GO Group, Inc. held on 15 June 2016.

Based on the tabulation of votes of shares present and represented, stockholders owning 2,400,289,153 voting shares or 98.125% of the total number of voting shares represented at the meeting approved the said resolution. One stockholder representing 148 voting shares or 0.0000000006% of the total number of voting shares abstained from voting.

4. Approval of 2016 Annual Report and Audited Financial Statements

The President delivered his report on the Corporation's results of operations for 2016. The President reported as follows:

"The year 2016 was another outstanding year for 2GO Group, Inc. Its net income reached ₱344 million, growing 215% over 2015. 2GO has once again defied the odds. The Group has further improved its financial and operational performance in 2016 despite intense competition in the market. 2GO delivered consolidated revenues of ₱19.1 billion, up by 16% over the previous year. The non-shipping group grew by 28%, while the shipping group grew by 5%. The non-shipping group primarily grew due to increased service offerings. The shipping group grew from higher volumes and improved vessel turnaround for both large and medium-sized ropax vessels. Revenue mix continues to tilt towards non-shipping, which now accounts for 53% of the total turnover, while shipping contributed 47%.

"2GO has come a long way since the acquisition of ATS Corporation (ATSC) in December 2010. Six years after the formal start of the integration, the Group has surged and shown growth unparalleled in the logistics industry. Between 2011 and 2016, we have achieved close to ₱970 million turnaround – from a ₱625.6 million net loss in 2011 to a ₱344 million net income in 2016. We are very confident that this trajectory will continue and further improve in the coming years.

"Moreover, 2GO made history in 2016 by being COMELEC's logistics partner in the 2016 national elections. It was the very first time that all the logistics requirements of COMELEC were awarded to just one company, covering all seventeen (17) regions of the country. And we performed the job with flying colors, with no doubt or question from the public in the performance of our task.

"2GO continues its winning streak with its impressive performance for the full year 2016. The Group's value proposition is that we are the best enabler of business growth as we are the only integrated platform that can truly provide end-to-end supply chain solutions. We do this through the shortest, most consistent, fastest speed to shelf; the most responsive customer service support; and integrated supply chain and logistics solution sets and services.

"In this very dynamic market, 2GO continues to innovate and adapt to the competitive landscape which continues to evolve and modernize. There are three globally-proven drivers of trade modernization that are happening in the Philippines today: (1) Retailer expansion has shifted to small formats as seen in the proliferation of 24/7 convenience stores and minimarts; (2) Accelerated GDP growth, especially expanding the upper middle class, that continues to boost personal consumption, which in turn leads to greater gains in the Fast Moving Consumer Goods (FMCG) industry; and (3) Continued urbanization bringing the growth outside Metro Manila to the key cities in Visayas and Mindanao.

"It is in this context that 2GO Group is offering its integrated supply chain platform to provide a unique proposition to enable limitless growth for its customers. The over-riding approach is based on the principle of creating value for its customers: engage customers at tactical and strategic levels; collaborate, design, and implement solutions to complex challenges; and expand into other relevant, fast growing sectors.

“Our shipping and passage business supports our logistics business. To date, the Group is the only operator of long and medium-haul Roro and Passenger (ROPAX) vessels, allowing it to run a highly efficient schedule given the vessels’ docking priority and fixed berthing windows even in congested major sea ports in the country. The Group’s 24-vessel fleet calls on 24 ports nationwide. Its ROPAX and fast crafts carry over 4.3 million passengers annually, while its freight carriers transport over 329,000 Twenty-foot Equivalent Units (TEUs) a year. We also have the widest reach with 2,900 outlets nationwide. The Group leverages an extensive number of storage and cargo handling assets, alongside the biggest sea transport capacity, to create an unmatched end-to-end delivery platform.

“We believe that the bright economic prospects of the Philippines will continue and will directly translate to even brighter prospects for 2GO. The Philippines' economy is expected to advance 6.5-6.8 percent this year, amid a recovery in external trade, strong consumer spending, and investments. Government spending is also estimated to rise, supported by the implementation of big infrastructure projects.

“With the acquisition by SM Investments Corporation and Udenna Corporation into 2GO’s parent company, Negros Navigation Co., Inc., management is exploring for synergies that may be implemented to improve the overall operational performance of its various companies. Management is likewise looking at efficiencies and cost benefits that may result in applying best practices that may be shared by the Group. We are currently putting the appropriate systems in place to improve efficiency and correspondingly, improve the value to our shareholders.

“With this new development at the parent company level coupled with the very stable economic environment, the new management is very optimistic that the growth of 2GO will reach even greater heights as we move forward to further grow the business and become an even stronger player from 2017 onwards.

“In the area of Corporate Social Responsibility (CSR), we recognize our role in serving our host communities and to the whole nation. We will continue to embark on social advocacy programs, education, environmental protection and rehabilitation. These are the endeavors that we consistently focus on year after year as a way of giving back to our community and our country.

“We also recognize the vital role that we play in the Philippine economy. Being the biggest and most dominant player in the industry, we are committed to do our role in enabling the growth of trading activities nationwide and helping our customers in attaining their targets as well.

“Finally, we would like to thank our customers, business partners, suppliers, bankers, and the communities where we operate for the strong partnership and support extended to us. Your cooperation and unwavering support has been an integral part of our success.”

The President explained that the 2016 Audited Financial Statements of the Corporation, already reflecting the restatements as approved by the Board of Directors, were appended to the Definitive Information Statement sent to all stockholders of record, as was also presented for notation and approval.

The Corporate Secretary then opened the floor to stockholders for questions or comments.

A stockholder remarked that the price of the Corporation's stocks is rising, showing that the company has good fundamentals and a strong balance sheet. In light of this, he envisions exceptional microeconomic development.

The President thanked the stockholder and assured the stockholders that the Board and the Management continuously strive to further the growth of the Corporation.

There being no other comments nor questions from the stockholders, the following resolution was unanimously passed and approved upon motion made and duly seconded:

RESOLVED, that the 2016 Annual Report and the 2016 Audited Financial Statements of the of 2GO Group, Inc., reflecting restatements and adjustments approved by the Board of Directors, are approved.

Based on the tabulation of votes of shares present and represented, stockholders owning 2,400,289,157 voting shares or 98.125% of the total number of voting shares represented at the meeting approved the said resolution. One stockholder representing 148 voting shares or 0.0000000006% of the total number of voting shares abstained from voting.

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

The next item in the agenda was the ratification of all acts, transactions and contracts entered into, as well as resolutions made and adopted by the Board of Directors and its Committees from the date of the last annual stockholders' meeting up to the present stockholders' meeting and of acts of Management since 07 April 2017 up to this date. Copies of the corporate acts are listed in the Definitive Information Statement provided to all stockholders of record.

On motion duly made and seconded, the stockholders approved the following resolutions were passed and adopted:

RESOLVED, that the acts of the Board of Directors and Board Committees of 2GO Group, Inc. (the **Corporation**) from the date of the last Annual Stockholders' Meeting up to the date of meeting, and the acts of Management from 07 April 2017 up to this meeting, be, in all respects, approved, ratified, and confirmed;

RESOLVED, FURTHER, that all contracts, acts, proceedings, elections and appointments heretofore made or taken by the Board of Directors, its committees, and/or the Management of the Corporation, and all acts and proceedings performed or taken pursuant to the foregoing resolution, be in all respects, approved, ratified, and confirmed.

Based on the tabulation of votes of shares present and represented, stockholders owning 2,400,289,157 voting shares or 98.125% of the total number of voting shares represented at the meeting approved the said resolution. One stockholder representing 148 voting shares or 0.0000000006% of the total number of voting shares abstained from voting.

6. Election of Directors for 2017-2018

The next item in the agenda is the election of the Corporation's directors for the year 2017-2018. The Corporate Secretary, stating that the Nomination Committee had pre-screened and short-listed all candidates qualified and nominated to the Board of Directors, announced that the following have been nominated and qualified by the Nomination Committee for election of the Board for the year 2017 to 2018:

DENNIS A. UY
FREDERIC C. DYBUNCIO
ELMER B. SERRANO
MA. CONCEPCION F. DE CLARO

Independent Directors

FRANCIS C. CHUA
MONICO V. JACOB
RAUL CH. RABE
JOSEPH C. TAN
LAURITO E. SERRANO

Upon motion, duly made and seconded, all unqualified votes were cast equally in favor of the nominees who were thus elected to the Board for the period 2017-2018 until their successors shall have been duly elected and qualified and the following resolution was passed and approved:

RESOLVED, that the following persons are hereby elected directors of 2GO Group, Inc. for a period of one (1) year until their successors shall have been duly elected and qualified:

DENNIS A. UY
FREDERIC C. DYBUNCIO
ELMER B. SERRANO
MA. CONCEPCION F. DE CLARO

Independent Directors

FRANCIS C. CHUA
MONICO V. JACOB
RAUL CH. RABE
JOSEPH C. TAN
LAURITO E. SERRANO

The votes received and cast in favor of the said nominees are as follows:

Nominee	Number of shares voting in favor	Number of shares abstaining
Dennis A. Uy	2,400,289,157	148
Frederic C. Dybuncio	2,400,289,157	148
Elmer B. Serrano	2,400,289,157	148
Ma. Concepcion F. De Claro	2,400,289,157	148
Francis C. Chua	2,400,289,157	148
Monico V. Jacob	2,400,289,157	148
Raul Ch. Rabe	2,400,289,157	148
Joseph C. Tan	2,400,289,157	148
Laurito E. Serrano	2,400,289,157	148

7. Appointment of External Auditors

The next item in the agenda was the appointment of the Corporation's external auditor for 2017. The Chairman informed the shareholders that the Audit Committee screened the nominees for external auditor and qualified Sycip, Gorres, Velayo & Co. for appointment as external auditor for 2017. The Board of Directors likewise approved and endorses this appointment.

Upon motion made and seconded, Sycip, Gorres, Velayo & Co. was appointed as the external auditor of the Company for 2017 and the following resolution was passed and approved:

RESOLVED, that Sycip, Gorres, Velayo & Co. be appointed as the external auditor of 2GO Group, Inc. for 2017, under such terms and conditions as may be approved by the Board of Directors.

Based on the tabulation of votes of shares present and represented, stockholders owning 2,400,289,157 voting shares or 98.125% of the total number of voting shares represented at the meeting approved the said resolution. One stockholder representing 148 voting shares or 0.0000000006% of the total number of voting shares abstained from voting.

8. Amendment of the By-laws

The next item in the agenda was the amendment of the Corporation's by-laws. The Corporate Secretary enumerated the following proposed amendments, which were appended to the Definitive Information Statement distributed to the stockholders:

- (1) Amendment of Article II, Section 7 on the manner of voting during stockholders' meetings to include ballot voting;
- (2) Amendment of Article II, Section 11 on the order of business during stockholders' meetings to include the ratification of all acts of the board of directors and management during their term of office and appointment of external auditor; and
- (3) Amendment of Article III, Section 5 on the schedule of holding regular meetings to strike out the phrase "every month".

On motion duly made and seconded, the stockholders approved the following resolution approving the proposed amendments to the by-laws enumerated by the Corporate Secretary, which was passed and adopted:

RESOLVED, that 2GO Group, Inc. (the Corporation) be authorized to amend the Corporation's By-laws as follows:

- (1) Amend Article II, Section 7 on the manner of voting during stockholders' meetings to include ballot voting, *viz.*:

Section 7. VOTE. At each meeting of the stockholders, every stockholder shall be entitled to vote in person or by proxy for each share of stock held by him which has voting power upon the matter in question. The votes for the election of directors, and, except upon demand by any stockholder, the votes upon

any question before the meeting, except with respect to procedural questions determined by the chairman of the meeting, shall be by viva voce, show of hands or by ballots.

- (2) Amend Article II, Section 11 on the order of business during stockholders' meetings to include the ratification of all acts of the board of directors and management during their term of office and appointment of external auditor, *viz.*:

Section 11. ORDER OF BUSINESS. The Order of Business at the annual meeting and as far as possible at all other meetings of the stockholders be as follows:

1. Calling the Roll.
2. Secretary's proof of due notice of the meeting and existence of a quorum.
3. Reading and approval of any unapproved minutes.
4. Reports of officers, annual and otherwise.
5. Financial Report and Approval of Financial Statements for the preceding year.
6. Approval and Ratification of All Acts of the Board of Directors and Management during their term of office.
7. Election of Directors.
8. Appointment of External Auditor.
9. Unfinished business.
10. New Business.
11. Transaction of such other matters as may properly come during the meeting.
12. Adjournment.

- (3) Amend Article III, Section 5 on the schedule of holding regular meetings to strike out the phrase "every month", *viz.*:

Section 5. REGULAR AND SPECIAL MEETING. Regular meetings of the Board of Directors shall be held every month on such date and time, and at such place as may be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the (1) Chairman of the Board; (2) President; or (3) a majority of the Board of Directors.

RESOLVED, FINALLY, that the Corporate Secretary or any Director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended By-laws of the Corporation, certified by majority of the directors and the Corporate Secretary, to the Securities Exchange Commission, to sign, execute and deliver any and all documents and deeds, and to do any and all acts, necessary and proper to implement the foregoing resolution.

Based on the tabulation of votes of shares present and represented, stockholders owning 2,400,289,157 voting shares or 98.125% of the total number of voting shares represented at the meeting approved the said resolution. One stockholder representing 148 voting shares or 0.0000000006% of the total number of voting shares abstained from voting.

9. Other Matters

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

10. Adjournment

There being no further business to transact, the meeting was upon motion duly made and seconded thereupon adjourned.

CERTIFIED CORRECT:

ELMER B. SERRANO
Corporate Secretary

ATTESTED:

DENNIS A. UY
Chairman of the Meeting

2GO Group, Inc.
Annual Stockholders' Meeting
20 September 2017, 2:30 p.m.

Record of Attendance

Total number of shares present by proxy	2,400,286,800
Total number of shares present in person	77,507
Total number of shares represented by proxy and in person	2,400,346,307
Attendance Percentage	98.13%
Total number of voting shares outstanding	2,446,136,400