

MINUTES OF THE ANNUAL MEETING OF THE  
STOCKHOLDERS OF

**2GO GROUP, INC.**

Held at the Forbes Ballroom, Conrad Manila  
Seaside Boulevard corner Coral Way, Pasay City  
On 5 April 2018, 3:00 p.m.

**DIRECTORS PRESENT:**

<b>DENNIS A. UY</b>	Chairman Director Member, Executive Committee Member, Compensation and Remuneration Committee
<b>FRANCIS C. CHUA</b>	Vice Chairman Independent Director
<b>FREDERIC C. DYBUNCIO</b>	President and Chief Executive Officer Director Chairman, Executive Committee Chairman, Compensation and Remuneration Committee Member, Risk Oversight Committee Member, IT Steering Committee
<b>ELMER B. SERRANO</b>	Director Corporate Secretary Corporate Information Officer Member, Executive Committee Member, Compensation and Remuneration Committee
<b>MA. CONCEPCION F. DE CLARO</b>	Director Member, Audit Committee Member, Related Party Transactions Committee Member, IT Steering Committee
<b>JOSEPH C. TAN</b>	Independent Director Chairman, Corporate Governance Committee Chairman, IT Steering Committee Member, Audit Committee Member, Related Party Transactions Committee
<b>LAURITO E. SERRANO</b>	Independent Director Chairman, Audit Committee Member, IT Steering Committee
<b>RAUL CH. RABE</b>	Independent Director Chairman, Risk Oversight Committee Member, Corporate Governance Committee

**NOT PRESENT:**

<b>MONICO V. JACOB</b>	Independent Director Chairman, Related Party Transactions Committee Member, Risk Oversight Committee Member, Corporate Governance Committee
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**ALSO PRESENT:**

**WILLIAM CHARLES HOWELL** Chief Financial Officer and Treasurer

Stockholders present in person or represented by proxy **2,400,252,974** shares (Please see Record of Attendance attached Annex "A")

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**1. Call to Order**

Mr. Dennis A. Uy, 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 the 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 13 March 2018 to all stockholders of record as of 12 March 2018 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 2,400,252,974 or 98.12% 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 20 September 2017**

The Chairman proceeded to the next item in the agenda which is the approval of the minutes of the annual meeting of the stockholders held on 20 September 2017.

Upon motion duly made and seconded, the stockholders approved the minutes of the annual meeting of the stockholders held on 20 September 2017 and the following resolution was passed and adopted:

**"RESOLVED**, that the Minutes of the Annual Stockholders' Meeting of 2GO Group, Inc. held on 20 September 2017 are approved."

Below is the tabulation of votes:

<b>In Favor</b>		<b>Against</b>		<b>Abstain</b>	
No. of Shares	%	No. of Shares	%	No. of Shares	%
2,400,252,974	100%	0	0%	0	0%

**4. Approval of the Annual Report and Audited Financial Statements for the Year 2017**

The President, Mr. Frederic C. DyBuncio, delivered his report on the Company's results of operations for 2017. The President reported as follows:

“2017 was another year of growth for the Philippine economy as GDP expanded 6.7%, one of the fastest in the region. The country’s favorable macroeconomic conditions allowed business and consumer confidence to remain robust. This growth was enabled by a fast, reliable, safe and efficient movement of goods and people across the country. We recognize this opportunity and today, 2GO is well positioned for long term future growth.

“2017 was a year of change for 2GO, with new management in place, supported by strong shareholders and business partners.

“Changes were made at the Board level, adding two new directors and increasing the number of independent directors. Board Committees were reorganized and a Related Party Transaction Committee was created to ensure that all transactions are done on arm’s-length commercial terms. It is our commitment to continuously elevate the level of corporate governance in 2GO and to guarantee adherence to global best practices.

“On the management level, the new team intends to run 2GO in line with the highest standards to capture the long term opportunities that exist in the strong and growing Philippine market. We reviewed the existing businesses in 2GO, and streamlined the business units into three main areas; Shipping, Logistics and Distribution. We undertook a number of personnel changes in 2017, including bringing in a new Chief Finance Officer and management heads to lead our major business divisions. Together, the new team has conducted a full business review and identified the opportunities and actions necessary to deliver growth.

“In 2017, we also engaged SyCip, Gorres Velayo & Co. to perform an independent audit of the Company’s 2017 financial statements. This led to significant restatements of our 2015 and 2016 financial statements and we have applied accounting policies in accordance with Philippine Financial Reporting Standards.

“Against these changes we delivered a strong underlying performance last year. In 2017, consolidated revenues increased to PHP21.6 billion, 13% higher than the previous year. The company reported a net loss of PHP310 million compared to a net profit of PHP344 million in 2016. Without restructuring costs and other costs relating to the financial restatement however, 2GO’s net profit remained positive at PHP314 million.

“Top line growth was primarily driven by the Logistics and Distribution businesses, which grew by a combined 30% as service offerings were increased to existing customers and new customers were actively targeted.

“In Shipping, freight volumes remained relatively stable compared to the prior year against an intense competitive environment. As a result the business experienced a contraction in revenues by 6%.

“Looking ahead, the economic growth of the Philippines and the potential to expand our services remain bright. With rising income levels across the country and planned government-driven investments in infrastructure, we see opportunities to serve greater numbers of customers across many regional destinations. As the Philippines’ largest end-to-end logistics provider we intend to help drive the development of the sector and to ensure we deliver an excellent overall customer experience as we do so.

“It is our firm commitment to maintain our leadership in Shipping while growing our Logistics and Distribution businesses, reflecting the needs for end-to-end solutions across the country. Your company will continue to optimize and drive synergies between our business units and look for opportunities to work with our partners to drive our expansion.

“On behalf of the Board and management of 2GO, I would like to extend our gratitude to all of our customers, business partners, suppliers and other stakeholders and to you, our shareholders, for your cooperation and unwavering support in 2017 and for the journey ahead.”

The Chairman explained that the 2017 Audited Financial Statements of the Company were appended to the Definitive Information Statement sent to all stockholders of record and distributed to those present today.

The Chairman opened the floor to stockholders for questions or comments. There being no comments nor questions from the stockholders, the following resolution was unanimously passed and approved upon motion made and duly seconded:

“**RESOLVED**, that the 2017 Annual Report and the 2017 Audited Financial Statements of 2GO Group, Inc. are approved.”

Below is the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
2,400,252,974	100%	0	0%	0	0%

#### 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, its Committees, and Management from the date of the last annual stockholders’ meeting up to the present stockholders’ meeting. These 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, Board Committees, and Management of 2GO Group, Inc. (the **Corporation**) from the date of the last Annual Stockholders' Meeting up to the date of meeting are approved, ratified, and confirmed;

“**RESOLVED, FINALLY**, that all contracts, acts, proceedings, elections and appointments 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.

Below is the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
2,400,252,974	100%	0	0%	0	0%

#### 6. Election of Directors for 2018-2019

The next item in the agenda is the election of directors for the year 2018-2019. 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 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 for election of the Board for the year 2018 to 2019:

DENNIS A. UY  
FREDERIC C. DYBUNCIO  
MA. CONCEPCION F. DE CLARO  
CHRYSS ALFONSUS V. DAMUY

Independent Directors

FRANCIS C. CHUA  
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 2018-2019. The following resolution was passed and approved:

**RESOLVED**, that the following persons are 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  
MA. CONCEPCION F. DE CLARO  
CHRYSS ALFONSUS V. DAMUY

Independent Directors

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

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

<b>Nominee</b>	<b>Number of shares voting in favor</b>	<b>%</b>
Dennis A. Uy	2,400,252,974	100%
Francis C. Chua	2,400,252,974	100%
Frederic C. DyBuncio	2,400,252,974	100%
Elmer B. Serrano	2,400,252,974	100%
Ma. Concepcion F. De Claro	2,400,252,974	100%
Joseph C. Tan	2,400,252,974	100%
Raul Ch. Rabe	2,400,252,974	100%
Laurito E. Serrano	2,400,252,974	100%
Chryss Alfonsus V. Damuy	2,400,252,974	100%

**7. Appointment of External Auditor**

The next item in the agenda is the appointment of the Company's external auditor for 2018-2019. 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 2018-2019. 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 2018-2019 and the following resolution was passed and approved:

**“RESOLVED**, that SyCip, Gorres, Velayo & Co. is appointed as the external auditor of 2GO Group, Inc. for 2018, under such terms and conditions as may be approved by the Board of Directors.”

Below is the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
2,400,252,974	100%	0	0%	0	0%

## 8. Amendment of the Articles of Incorporation

The next item in the agenda was the amendment of the Company’s Articles of Incorporation. The proposed amendment to the Articles of Incorporation is to reflect the change in the principal address of the Company as approved by the Board of Directors. Details of the proposed amendment were set out in the Definitive Information Statement distributed to the stockholders.

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

**“WHEREAS, 2GO GROUP, INC.** (the **Corporation**) was authorized and empowered to change its principal address from the 15<sup>th</sup> Floor, Times Plaza Building, U.N. Avenue corner Taft Avenue, Ermita, Manila to the 8<sup>th</sup> and 9<sup>th</sup> Floor, Tower 1, DoubleDragon Plaza, EDSA corner Macapagal Avenue, Pasay City, by the Board of Directors at its meeting held on 18 January 2018;

**“RESOLVED**, that the Corporation be authorized to amend the Third Article of its Articles of Incorporation to effect this change, as follows:

**THIRD:** That the place where the principal office of the corporation is to be established or located is at **8<sup>th</sup> and 9<sup>th</sup> Floor, Tower 1, DoubleDragon Plaza, EDSA corner Macapagal Avenue, Pasay City.**

**“RESOLVED FINALLY**, that any one of the President, Corporate Secretary or any Director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation 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 to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect.”

Below is the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
2,400,252,974	100%	0	0%	0	0%

## 9. Approval of the Merger of the Company with Negros Navigation Co., Inc.

The next item in the agenda is the approval of the merger of the Company with its parent company, Negros Navigation Co., with the Company as the surviving entity. This internal restructuring aims to simplify the Group structure and to develop efficiencies and economies within the Group. Details of the merger are found in the Definitive Information Statement distributed to all stockholders.

“RESOLVED, that the merger of **2GO GROUP, INC.** (the **Corporation**) with Negros Navigation Co., Inc., with the Corporation as the surviving entity, is approved, subject to the final decision and approval of the terms of the merger by the Board of Directors.”

Below is the tabulation of votes:

<b>In Favor</b>		<b>Against</b>		<b>Abstain</b>	
No. of Shares	%	No. of Shares	%	No. of Shares	%
2,400,252,974	100%	0	0%	0	0%

**10. Other Matters**

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

**11. 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, Director*

**ATTESTED BY:**

**DENNIS A. UY**  
*Chairman*

**2GO Group, Inc.**  
Annual Stockholders' Meeting  
5 April 2018, 3:00 p.m.

**Record of Attendance**

Total number of shares present by proxy	2,400,142,591
Total number of shares present in person	110,383
Total number of shares represented by proxy and in person	2,400,252,974
Attendance Percentage	<b>98.12%</b>
Total number of voting shares outstanding	2,446,136,400