

MINUTES OF THE ANNUAL MEETING OF THE  
STOCKHOLDERS OF

**2GO GROUP, INC.**

Held on 26 May 2022 at 9:00 a.m.  
(via Remote Communication)

**DIRECTORS PRESENT:**

<b>FREDERIC C. DYBUNCIO</b>	Chairman of the Board President and Chief Executive Officer Chairman, Executive Committee Member, Risk Oversight Committee
<b>FRANCIS C. CHUA</b>	Vice Chairman
<b>ELMER B. SERRANO</b>	Director and Corporate Secretary Member, Executive Committee
<b>SING MEIN ANG</b>	Director Member, Related Party Transaction Committee
<b>KIAT CHAN</b>	Director Member, Audit Committee
<b>STEPHEN LY</b>	Director
<b>LAURITO E. SERRANO</b>	Lead Independent Director Chairman, Audit Committee Member, Corporate Governance Committee Member, Risk Oversight Committee Member, Related Party Transaction Committee
<b>JESUS G. DUREZA</b>	Independent Director Chairman, Risk Oversight Committee Member, Corporate Governance Committee
<b>PAQUITO N. OCHOA, JR.</b>	Independent Director Chairman, Corporate Governance Committee Chairman, Related Party Transaction Committee Member, Audit Committee

**ALSO PRESENT:**

**WILLIAM CHARLES HOWELL**  
**ARTHUR A. SY**

Chief Financial Officer  
Assistant Corporate Secretary

Stockholders present in person or represented by proxy 2,083,329,137 shares (Please see Record of Attendance here attached as **Annex A**)

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**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 directors and officers joining remotely.

Mr. Frederic C. DyBuncio, Chairman of the Board, welcomed stockholders and guests to the 2022 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, the 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 5 May 2022. Further, the Corporate Secretary certified that the same notice of meeting was published in the business sections of Manila Times and Daily Tribune, both in print and online formats on 3 and 4 May 2022.

The Corporate Secretary also certified that based on the record of attendance, stockholders attending by proxy and stockholders who have registered to remotely join the virtual meeting represent 2,083,329,137 common shares, representing 84.61% of the issued and outstanding capital stock of the Company as of record date of 26 April 2022. He then certified that a quorum was present for the transaction of business by the stockholders.

The Corporate Secretary also informed participants that the meeting will be recorded.

### 3. Approval of Minutes of the Annual Stockholders' Meeting held on 23 April 2021

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 23 April 2021. 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	% of Voting Outstanding Capital Stock	No. of Shares	% of Voting Outstanding Capital Stock	No. of Shares	% of Voting Outstanding Capital Stock
2,083,329,137	84.61%	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 23 April 2021 are approved.”

### 4. Approval of 2021 Annual Report and 2021 Audited Financial Statements

The Chairman then requested Mr. William Charles Howell, Chief Financial Officer, to render his report on the results of operations for 2021. Mr. Howell reported as follows:

“2021 was a year of positive economic growth and recovery for the country as GDP grew 5.6% and unemployment improved to 6.6%. The government's vaccination efforts resulted in a calibrated economic reopening as healthcare utilization rates reached acceptable levels. 2GO played its part by enabling the continuous flow of goods and people amidst the challenges of varying mobility restrictions. We continued to provide nationwide logistics, transportation, and distribution services while at the same time investing and modernizing our service capabilities. We've invested in new vessels, equipment, and technology to better serve our customers and future demand.

2GO Sea Solutions invested in two modern vessels, MV 2GO Masagana and MV 2GO Maligaya, which are aptly named after the Filipino values of abundance and joy. These new vessels are the largest roll-on/roll-off freight and passenger vessels in the country. Both are equipped with top-notch safety and navigation systems as well as first rate passenger amenities. In addition, we focused on several initiatives to grow and improve profitability. For Travel, we undertook projects to enhance the onboard and terminal experience of our passengers. For freight, our operations team focused on ensuring vessel availability and tighter turn around times, while our sale team focused on ensuring high utilization and high yield business to improve profitability.

Our Special Containers and Cold Chain business, which you may know as SCVASI, continued to serve as the country's leading specialized logistics provider. We invested in additional equipment to expand our capacity and capture growth. We grew our Flexibag business through opportunities in the sugar industry, mainly by transporting sucrose and sugar alcohols used as raw materials in production, while also benefitting from a resurging demand for eggs, poultry and produce. We also experienced strong growth in our project logistics business where we served customers in the power, mining, and telco sectors.

2GO Express invested in an automated sorting machine and a delivery management system to meet growing customer demand. The new automated sorting machine will be able to efficiently sort over 144,000 parcels per day. The new delivery management system will optimize routing to ensure efficient and timely deliveries. It will also provide our customers the ability to track and trace their deliveries in real time.

2GO Logistics continues to focus on controlling its costs and maintaining service reliability as it grows its cross-dock business. Plans are in place to leverage the operational improvements made possible by the technology investments implemented in the previous year.

Our distribution business, ScanAsia, delivered cost efficiencies in their selling & logistics operations while improving on-shelf service levels and optimizing inventory levels. We've focused on engaging principals which fit our channel strategy and logistics footprint. We've also moved towards digitized solutions to shift to automated orders, and adopted analytics in inventory management, planning and forecasting to align with industry best practices.

Total revenue was Php15.4B in 2021. While our revenue was 11% lower than the previous year, we were able to significantly reduce our Net Loss to Php1.1B, which represents a 38% improvement. EBITDA improved to P=771M or 76%. We achieved this by focusing on profitable services and customers, driving efficiencies in our operations, and stringently controlling costs. We continue to see progress in our efforts and remain optimistic as we recently reported that 2GO trimmed its net loss to Php35M in the first quarter of 2022 compared to Php292M in 2021.

In 2021, SM Investments Corporation increased its strategic investment in 2GO, making it our largest shareholder. We also welcomed Singaporean private equity firm Archipelago Capital Partners (ACP) who invested as 2GO's second largest shareholder. ACP brings its extensive logistics experience and global best practices into the group. These investments are votes of confidence in 2GO and in the potential of the logistics and transportation industry and also help to open up opportunities and create synergies.

In December, Super Typhoon Odette devastated the Visayas region. To help in the relief efforts, 2GO offered free port-to-port deliveries of all relief goods being sent to Cebu. 2GO transported approximately 500 tons of relief goods which included generator sets and essentials such as food, water, tents, linens, mattresses, batteries and medicines. 2GO worked in partnership with organizations including the Gokongwei Brothers' Foundation, Courage Cebu, Philippine Multimodal Transport and Logistics Association and the Philippine Coast Guard.

As the Philippine economy reopens, 2GO stands ready to serve. The company is confident that its modernization efforts and focus on more efficient operations will further improve service levels and drive it towards profitability.

Finally, I would like thank our Board of Directors for their guidance and our shareholders for their support. I would like to especially thank all of our employees for their hard work and dedication."

After the report, the Chairman thanked Mr. Howell 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	% of Voting Outstanding Capital Stock	No. of Shares	% of Voting Outstanding Capital Stock	No. of Shares	% of Voting Outstanding Capital Stock
2,083,329,137	84.61%	0	0	0	0

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

“**RESOLVED**, that the 2021 Annual Report and the 2021 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	% of Voting Outstanding Capital Stock	No. of Shares	% of Voting Outstanding Capital Stock	No. of Shares	% of Voting Outstanding Capital Stock
2,083,329,137	84.61%	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 2022-2023

The next item in the agenda is the election of directors for the year 2022-2023. The Chairman requested Atty. Paquito N. Ochoa, Jr., Chairman of the Corporate Governance Committee, to present the nominees to the Board.

Atty. Ochoa 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 2022-2023:

Mr. Frederic C. DyBuncio  
Mr. Francis C. Chua  
Atty. Elmer B. Serrano  
Mr. Sing Mein Ang  
Mr. Kiat Chan  
Mr. Stephen Ly

Independent Directors

Mr. Laurito E. Serrano  
Atty. Jesus G. Dureza  
Atty. Paquito N. Ochoa, Jr.

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

Nominee	No. of Votes
Frederic C. DyBuncio	2,083,329,137
Francis C. Chua	2,083,329,137
Elmer B. Serrano	2,083,329,137
Sing Mein Ang	2,083,329,137
Kiat Chan	2,083,329,137
Stephen Ly	2,083,329,137
Laurito E. Serrano	2,083,329,137
Jesus G. Dureza	2,083,329,137
Paquito N. Ochoa, Jr.	2,083,329,137

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 2022-2023, to serve as such directors until their successors have been duly qualified and elected:

Frederic C. DyBuncio  
Francis C. Chua  
Elmer B. Serrano  
Sing Mein Ang  
Kiat Chan  
Stephen Ly

Independent Directors

Laurito E. Serrano

Jesus G. Dureza  
Paquito N. Ochoa, Jr.

## 7. Appointment of External Auditor

The next item in the agenda is the appointment of the Company’s external auditor for 2022. 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 2022.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	% of Voting Outstanding Capital Stock	No. of Shares	% of Voting Outstanding Capital Stock	No. of Shares	% of Voting Outstanding Capital Stock
2,083,329,137	84.61%	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 2022 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 [asm@2go.com.ph](mailto:asm@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 reads, “*Where are we on the path of profitability?*”

The Chairman responded that with the current and prospective customers in mind, the Company has been taking concrete steps in right sizing its operations and securing the expertise needed to improve and grow. He stated that it is on the back of the strong fundamentals built over the past years, that the Company has decided to invest in assets and technology that would amplify the productivity generated by improvements in its people and processes.

He further answered that as proof, Php3.9 billion was recorded as revenues in the first quarter of 2022, which is flat as compared to 2021, and losses were cut down to only Php35 million, which is a

reduction by 88%. The Chairman concluded that with the same revenues as the previous year, the right-sizing and rationalization program has resulted in the improvement of gross revenues and with people, process and technology in place, the Company is equipped and well-positioned to grow along with the recovering market.

The host then read the next and final question. The question reads, “*With the on-boarding of Archipelago Capital Partners, what added value do they bring??*”

The Chairman answered that Archipelago Capital Partners has a long history and expertise in the field of transport and logistics across Southeast Asia. They have been providing invaluable counsel to management, infusing their global best practices in the Company’s operations. He further stated that the collaboration has been fruitful, and that they will continue to work together to grow the company efficiently, ultimately improving shareholder value.

**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:**

**FREDERIC C. DYBUNCIO**  
*Chairman*



**2GO Group, Inc.**  
Annual Stockholders' Meeting  
26 May 2022, 9:00 a.m.

**Record of Attendance**

Total number of voting shares outstanding	2,462,146,316
Total number of shares present by proxy	2,083,329,137
Total number of shares participating remotely	2,083,329,137
Total number of shares represented	2,083,329,137
<b>Attendance percentage</b>	<b>84.61%</b>