

MINUTES OF THE SPECIAL MEETING OF THE
STOCKHOLDERS OF

2GO GROUP, INC.

Held on 6 November 2023 at 10:00 a.m.
(via Remote Communication)

DIRECTORS PRESENT:

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

ALSO PRESENT:

WILLIAM CHARLES HOWELL	Chief Financial Officer
ARTHUR A. SY	Assistant Corporate Secretary

Stockholders present in person or represented by proxy	2,435,994,717 shares (Please see Record of Attendance here attached as Annex A)
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1. Call to Order

The host then acknowledged the presence of the directors and key officers of **2GO Group, Inc.** (the **Company**) joining remotely.

Mr. Frederic C. DyBuncio, Chairman of the Board, welcomed stockholders and guests to the Special 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 posted on the Company’s website on 10 October 2023. 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 13 and 14 October 2023.

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 2,435,983,917 common shares, representing 98.45% of the issued and outstanding capital stock of the Company as of record date of 25 September 2023. 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 the Amendment of the Articles of Incorporation to Reclassify 330 Redeemable Preferred Shares and to Increase Par Value of Common Shares

The Chairman proceeded to the next item in the agenda which is the approval of the amendment of the Articles of Incorporation to reclassify 330 redeemable preferred shares and to increase par value of common shares from Php1.00 to Php1,000.00 per share.

The Corporate Secretary informed the stockholders that 2GO is seeking approval of the increase in par value of its common shares for a more efficient administration of 2GO’s corporate affairs. He also informed the shareholders that 2GO likewise seeks approval of the reclassification of 330 redeemable preferred shares to make whole the Company’s authorized capital stock as a result of the increase in par value of common shares..

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 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
2,435,994,717	100%	0	0	0	0

With the above votes in favor of approval, the following resolutions were passed and adopted:

“**RESOLVED**, that **2GO GROUP, INC.** (the **Corporation**) is hereby authorized to reclassify 330 redeemable preferred shares into common shares and increase the par value of the common shares from P1.00 to P1,000.00, resulting in a change in the breakdown of the authorized capital stock of the Corporation to Four Billion Seventy Four Million Nine Hundred and Eight Thousand (P4,074,908,000.00) Philippine Currency, divided into: (a) Four Million Seventy Thousand Three Hundred Forty-Four (4,070,344) common shares with a par value of One Thousand Pesos (P1,000.00) per share and (b) Four Million Five Hundred Sixty-Four Thousand (4,564,000) redeemable preferred shares with a par value of One Peso (P1.00) per

share, by amending the Seventh Article of its Articles of Incorporation to read as follows:

‘SEVENTH: That the authorized capital stock of the Corporation is Four Billion Seventy Four Million Nine Hundred and Eight Thousand (P4,074,908,000.00) Philippine Currency, divided into: (a) **Four Million Seventy Thousand Three Hundred Forty-Four (4,070,344) common shares** with a par value of **One Thousand Pesos (P1,000)** per share and, b) **Four Million Five Hundred Sixty-Four Thousand (4,564,000)** redeemable preferred shares with a par value of One Peso (P1.00) per share. [...]’

RESOLVED, FURTHER, that the Chairman, Corporate Secretary and/or Directors of the Corporation, acting singly, are hereby authorized and empowered, for and on behalf of Corporation, to sign, execute, deliver and cause the submission of the amended Articles of Incorporation and amended By-Laws, and any and all documents necessary for any and all transactions related to the foregoing resolutions, including but not limited to the application for amendment of the Articles of Incorporation and By-Laws with the Securities and Exchange Commission (**SEC**) and other relevant governmental authorities, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect;

RESOLVED, FINALLY, that Serrano Law and/or any of its lawyers and staff are authorized to file, liaise with, and represent the Corporation before SEC and other relevant government agencies in relation to the foregoing resolutions.”

4. Approval of the Amendment of the Articles of incorporation and By-Laws to Reduce the Number of Directors

The next item in the agenda is the approval of the Amendment of the Articles of Incorporation and By-Laws to reduce the number of directors.

The Corporate Secretary presented the provisions to be amended to the stockholders, particularly, the Sixth Article of the Articles of the Incorporation to reduce the number of directors and Section 2, Article IV of the By-Laws to remove reference to number of directors.

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
2,435,994,717	100%	0	0	0	0

With the above votes in favor of approval, the following resolutions were passed and adopted:

“RESOLVED, that **2GO GROUP, INC.** (the **Corporation**) is hereby authorized:

- (1) To reduce the number of directors from nine (9) to six (6) by amending the Sixth Article of its Articles of Incorporation to read as follows:

‘SIXTH: That the number of directors of said corporation shall be **six (6)** [...]’

- (2) To remove the reference to the number of directors in the By-Laws of the Corporation by amending Section 2, Article IV of the By-Laws to read as follows:

‘Section 2. NUMBER AND TERMS OF OFFICE. The business and property of the Corporation shall be managed by **the Board of Directors** who shall be stockholders [...]

RESOLVED, FURTHER, that the Chairman, Corporate Secretary and/or Directors of the Corporation, acting singly, are hereby authorized and empowered, for and on behalf of Corporation, to sign, execute, deliver and cause the submission of the amended Articles of Incorporation and amended By-Laws, and any and all documents necessary for any and all transactions related to the foregoing resolutions, including but not limited to the application for amendment of the Articles of Incorporation and By-Laws with the Securities and Exchange Commission (**SEC**) and other relevant governmental authorities, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect;

RESOLVED, FINALLY, that Serrano Law and/or any of its lawyers and staff are authorized to file, liaise with, and represent the Corporation before SEC and other relevant government agencies in relation to the foregoing resolutions.”

5. Delegation of Authority to Amend the By-Laws to the Board of Directors

The next item in the agenda is the delegation to the Board of Directors of the authority to amend the Corporation’s By-Laws.

The Corporate Secretary informed the stockholders that the delegation allows flexibility for the Board to amend 2GO’s By-Laws to adjust to changes which may be required from time to time.

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
2,435,994,717	100%	0	0	0	0

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

“**RESOLVED**, that the Board of Directors of **2GO GROUP, INC.** (the **Corporation**) is hereby granted with the authority to amend the By-Laws of the Corporation.”

6. 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.

7. 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

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2GO Group, Inc.
Special Stockholders' Meeting
6 November 2023, 10:00 a.m.

Record of Attendance

Total number of voting shares outstanding	2,462,146,316
Total number of shares present by proxy	2,435,994,717
Total number of shares participating remotely	2,435,994,717
Total number of shares represented	2,435,994,717
Attendance percentage	98.94%