

MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING OF PRYCE CORPORATION HELD AT THE PARAÑAQUE
A AND B FUNCTION ROOMS, MAKATI SHANGRI-LA, CORNER AYALA AND MAKATI
AVENUES, MAKATI CITY ON THURSDAY, FEBRUARY 2, 2017 AT 4:00 P. M.

The Chairman and Chief Executive Officer, Mr. Salvador P. Escaño, presided and called the meeting to order at 4:10 p.m. The undersigned as Corporate Secretary certified that notices of the meeting were sent to stockholders of record as of January 13, 2017, at their given addresses on January 14, 2017, and published in a newspaper of general circulation, the Manila Bulletin on January 20, 2017. It was also certified that a quorum was present because 1,971,741,953 shares out of the issued and outstanding shares of 2,000,000,000 or 98.59% entitled to vote were present in person and by proxy.

The next item on the agenda was the reading and approval of the minutes of the previous annual stockholders meeting held on June 23, 2016. Inasmuch as the stockholders present were given their copies of the said minutes before the meeting, on motion duly made and seconded, it was unanimously

“RESOLVED, that the reading of the minutes of the annual meeting held on June 23, 2016, be, dispensed with and the same be, as it is hereby, approved”.

The next item on the agenda was the amendment of the Articles of Incorporation. It was explained that there is a need to increase the authorized capital stock of the Corporation from Php2,000,000,000.00 to Php2,098,000,000.00 as approved by the Board of Directors at their meeting on December 21, 2016, as the authorized capital stock is already fully subscribed and at the same time to make room for the implementation of the placing and subscription transactions between the Corporation and Josefina Multi-Ventures Corporation. Upon motion duly made and seconded, it was unanimously

“RESOLVED, that the authorized capital stock of the Corporation be, as it is hereby increased from Php2.0 billion to Php2.098 billion, and for Article VII of the Corporation’s Amended Articles of Incorporation be, as it is hereby amended to read as follows:

“SEVENTH: That the amount of the capital stock of the Corporation is TWO BILLION NINETY EIGHT MILLION PESOS (Php2,098,000,000.00) Philippine currency, divided into TWO BILLION NINETY EIGHT MILLION (2,098,000,000) shares of Common Stock with par value of ONE PESO (Php1.00) per share” (as amended on November 7, 1995, and further amended on December 21, 2016).

“Holder of shares shall not enjoy any pre-emptive right with respect to the issue of new shares whether from unsubscribed capital stock or from the increase of the authorized capital stock or with respect to the disposition of treasury shares.”

The next order of the business was the approval and ratification by the stockholders of the resolution of the Board of Directors last December 7, 2016 approving the placing and subscription tranche transactions with Josefina Multi-Ventures Corporation. At this instance, the Chairman, Mr. Salvador P. Escaño briefly explained the mechanics of the said placing and subscription tranches; thus, placing tranche transaction is where Josefina Multi-Ventures Corporation sold to an institutional investor 24,500,000 shares of Pryce Corporation at Php5.00 per share, or for the total price of Php122,500,000.00 while subscription tranche is where Josefina Multi-Ventures will subscribe to the same number of shares (24,500,000) also at the subscription price of Php5.00 per share, or for the total subscription of Php122,500,000.00. In effect, Josefina Multi-Ventures Corporation intends to plow back the proceeds of the sale to the coffers of Pryce Corporation. And last December 13, 2016, Josefina Multi-Ventures and Pryce Corporation signed an Agreement to Subscribe, and the amount of Php122,500,000.00 was already deposited to the account of Pryce Corporation. There being no question asked, on motion duly made and seconded, it was unanimously


“RESOLVED, that the placing and subscription transactions entered into by the Board of Directors of the Corporation be, as it is hereby, ratified.”

The next item on the agenda was the other matters. The Chairman asked the stockholders present if there were matters they would want to know regarding the business being taken up during the meeting. Almost nobody bothered to question the business taken up, instead, question regarding the possibility of a cash dividend in the near future was asked. The Chairman simply replied just may be. In fact the Board approved in their meeting on November 11, 2016 a dividend policy for the Company where 50% of the prior fiscal year’s consolidated net income after tax will be distributed in cash to the stockholders as dividends which was reciprocated with applause from the audience.

There being no further business to take up, the meeting was, on motion duly made and seconded, adjourned at 4:37 p.m.


SIMEON S. UMANDAL
Corporate Secretary

A T T E S T :


SALVADOR P. ESCAÑO
Chairman