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**MINUTES OF THE ANNUAL MINUTES OF STOCKHOLDERS
ROXAS HOLDINGS, INC.
Held at the Turf Room, Manila Polo Club, Forbes Park, Makati City
18 February 2014 at 10:00 o'clock a.m.**

Attendance:

Name of Director	No. of Shareholdings	% Ownership
Pedro E. Roxas	29,891,907	3.29
Manuel V. Pangilinan	50,000	0.00
Renato C. Valencia	50,000	0.00
Santiago R. Elizalde	100,000	0.00
Ray C. Espinosa	350,000	0.03
Geronimo C. Estacio	50,000	0.00
Alex Erlito S. Fider	50,000	0.00
David L. Balangue	50,000	0.00
Carlos R. Elizalde	50,000	0.00
Various Stockholders	684,279,715	
Total Outstanding Shares	909,552,236	
% to Outstanding shares	75.25%	

Also present:

Atty. Gemma M. Santos
Atty. Florencio M. Mamauag, Jr.
Mr. Archimedes B. Amarra
Mr. Luis O. Villa-Abrille
Mr. Armando B. Escobar
Mr. George T. Cheung
Mr. Juan Miguel J. Araneta
Mr. Ramon M. De Leon
Mr. Ferdinand Joseph T. Escobal
Ms. Jesselyn P. Panis
Mr. Carlos B. Bengzon, Jr.
Mr. Eduardo De La Cruz
Mr. Frederick E. Reyes
Mr. Francisco S. Rondilla
Mr. Paul Lazaro
Atty. Marie Lyn P. Casem
Atty. Melissa Ann M. Bautista

I. CALL TO ORDER.

The Chairman, Mr. Pedro E. Roxas (Mr. Roxas), called the meeting to Order while the Corporate Secretary, Atty. Gemma M. Santos (Atty. Santos), recorded the minutes of the proceedings.

II. CERTIFICATION OF QUORUM.

The Corporate Secretary, Atty. Santos, certified that the Notice of Meeting, Agenda and the Information Statement on SEC Form 20-IS were sent to all stockholders in accordance with the By-Laws of the corporation and the Securities Regulation Code. She then certified that there are present in person or by proxy, stockholders representing seventy-five and 25/100 percent (75.25%) of the outstanding capital stock of the corporation and, therefore, a quorum exists for the valid transaction of any business that may come before the meeting.

III. READING AND APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING.

On motion duly made and seconded, the stockholders dispensed with the reading of the minutes of the annual meeting of stockholders of the corporation held on 19 February 2014 and ratified the same.

IV. PRESENTATION AND APPROVAL OF THE ANNUAL REPORT.

Operational Highlights

The Chairman, Mr. Roxas, presented the highlights of the annual report to stockholders. Mr. Roxas began the report by stating that Roxas Holdings, Inc. (RHI) continues to embark on promising ventures that will further enhance the corporation's growth story. He said that RHI is reshaping its growth story by striking a healthy balance between the challenges of a slowing world economy and the prospects of a local economy poised for even greater growth to ensure a formidable market presence with integrated and yet diversified product lines.

Mr. Roxas reported that the Group's performance last year showed its flexibility in the face of mounting operational challenges. He noted that RHI managed to close the year with a net income after tax (NIAT) of Php615 million, which is thirty percent (30%) higher than 2013's Php473 million, due to the historic turnaround of the ethanol business, which brought in NIAT of Php299 million from a loss of Php38 million. This cushioned the impact of the slowdown of the sugar business with only Php190 million NIAT compared to 2013's Php626 million.

Mr. Roxas noted that this is stark proof that RHI's journey to transformation continues and is paving the way for better opportunities for the entire Group. He went on to say that in continuing the efforts that were painstakingly implemented in recent years as part of the journey to transformation, RHI had quickly turned the tide by allowing both its sugar and ethanol businesses to thrive amid the demanding and challenging market situation prevalent last year.

Mr. Roxas stated that transformation does not happen overnight, and that the company is aware that transforming an organization that is an industry mover for close to a century takes more than just having a chest of readily available resources. He stressed that for transformation to be a springboard for an organization's success, a strong political will, anchored on sound values and a disciplined approach, is imperative, and that at RHI, that strong political will is what drives the Group to newer heights, carve more niches on the market, and blaze more new trails as the Group sets its sights on the international market.

In response to the operational challenges the Group encountered through the past year, and in preparation for possible industry consolidation, Mr. Roxas reported that RHI upgraded its systems, installed advanced plant equipment, changed its ways of doing business with its partners, and redefined parameters in every aspect of its operations. He stated that inclusive and sustainable business is anchored on doing all the things that speak strongly of the need for uncompromising political will to enact lasting changes crucial for the business to thrive.

Mr. Roxas noted that RHI did not waste any time to seize opportunities to grow its business. Last year, RHI made inroads into power and other diversified ventures all aimed to support the growth of the business. Among the initiatives is the memorandum of agreement with Global Business Power Corporation, a leading power producer in the Visayas and the power generation component company of GT Capital Holdings, Inc., to undertake a Front-End Engineering Design (FEED) study and other pre-development activities for a 40-megawatt cogeneration facility in La Carlota City, Negros Occidental. The cogeneration project is targeted for completion by 2017 and is crucial given the country's power situation.

Mr. Roxas added that another significant development last year is the partnerships the Group forged with leading universities such as the University of the Philippines Los Baños in Laguna and the University of St. La Salle in Bacolod City for cutting-edge research and development. These partnerships will open new areas of opportunity that will create greater value for the Group and its stakeholders.

In support of its world-class aspiration, Mr. Roxas said that RHI is deepening its bench by hiring key talents and promoting several executives to drive strategic and operational initiatives across all business units. Each of these initiatives will strengthen the company's position and contribute significantly to the successful achievement of the dream to be a globally-recognized sugar leader and market mover. As such, Mr. Roxas stated that RHI is committed to continue scouting for value-enhancing investment opportunities that will enlarge its influence as an integrated sugar company while remaining a sustainable and socially-responsible business entity.

Mr. Roxas stated that RHI will continue to push for progressive growth and that it is the company's dream that the sugar and ethanol plants will become the benchmarks of efficiency not only in the Philippines, but also in Asia, and eventually, the rest of the world. Mr. Roxas is confident that RHI will continue its legacy of doing good, right and well – preserved through the years with the help of its reliable people and plants, its keen adherence to high standards, and its unwavering integrity.

Thereafter, Mr. Roxas noted that the long-dreaded moment when tariff on sugar is reduced to five percent (5%) from forty-eight percent (48%) in 2011 has now come. He stated that it is incumbent upon the company to act judiciously in order for everyone to enjoy a progressive and inclusive growth at

DRAFT

RHI especially since the competition is far bigger now with the possible entry of imported sugar at relatively low prices. Mr. Roxas stated that it is important for RHI to do all that it can to stand in these challenging times and remain relevant.

As such, Mr. Roxas said that to stay relevant in this fast-changing business environment, RHI needs to adopt a new thinking that will empower it to try new ways of doing things for the Group. By embracing new thinking and new ways, RHI trains to be transformed, which is key to sustainable growth. Mr. Roxas stated that RHI is constantly on the lookout for possible ways to improve the situation and the impact that RHI has on the communities it serves, the national sugar industry where it is a prime mover, and the new markets that it is keenly eyeing to expand in the Asian region and the rest of the world.

Mr. Roxas emphasized that the stakeholders' support to the Group's journey to transformation, their patience in learning and accepting the new thinking and the new ways that the Group is implementing, and the confidence and trust that the stakeholders extend as RHI explores new channels for growth serve as inspiration to work harder in achieving the dream to become a world-class organization. Her further noted that the present successes that the Group enjoys and the lessons learned in the past are all made possible through everyone's unwavering support.

Finally, Mr. Roxas thanked the Board of Directors for their exemplary guidance; the Management team who faithfully steers the company to newer heights; and to the stakeholders for their unwavering trust and confidence.

Situation of the Sugar Industry in the Global and Local Economies

Mr. Renato C. Valencia (Mr. Valencia) reported that the world economic growth for the year 2014 remained flat at 2.5% as advanced economies struggle with lower economic growth while the emerging economies adjust to lower than past, healthy growth rates. He further reported that growth in 2015 is expected to pick up, although the Eurozone continues to struggle while the Chinese and Japanese economies are expected to further slow down. The geopolitical tensions in the Middle East and parts of Asia may also impact the world economy if they escalate, and many countries still have to pursue structural reforms to address political and social weaknesses brought about by the recent crisis. Mr. Valencia noted, however, that there are bright spots in the situation. These bright spots are that the economy of the United States, whose recovery appears to be stronger than expected as unemployment hit its lowest level in years, and the recent significant drop in all oil prices, which could spur consumption in some oil importing countries but spell difficulties in some oil producing ones.

Mr. Valencia added that at 6.1% gross domestic product (GDP) growth in 2014, the Philippines continues to be one of the fastest growing economies in Asia, next only to China. The Philippines is expected to show stronger growth performance in the medium term due to sound macroeconomic fundamentals, a predictable political system, increasing remittances from overseas Filipino workers (OFWs) and the business process outsourcing (BPO) business, and a robust, young consumer market with increasing per capita income.

Mr. Valencia reported that world sugar prices have been going down since they peaked in 2011 at about 30 US cents per pound, and has settled in recent years at break-even production cost of 15-16 US cents per pound. Mr. Valencia added that a four (4)-year world surplus of sugar has been weighing

DRAFT

down on the market, and thus, global-stocks-to-consumption ratio is expected to remain above forty percent (40%) for another year. It is no wonder then that some mills in major producing countries have closed down, while most mills and plantations around the world continue to survive only due to government protection from imports. Moreover, the International Sugar Organization (ISO) predicts a small surplus in 2015, raising the question of whether the world is cycling to higher prices in 2016.

Mr. Valencia further reported that, according to the ISO, the good news is that Asia will remain as the engine of sugar consumption with the Indian Subcontinent and Far East and Oceania's shares in global consumption expected to rise from forty-one percent (41%) in 2013 to forty-seven percent (47%) in 2020.

Thereafter, Mr. Valencia proceeded to report on the Philippine sugar production, which remained flat in 2014 at 2.4 million tons and will probably remain flat in the coming years if world sugar prices do not improve. He said that the industry continues to suffer from high production costs principally due to low average farm yield of 120 LKg bags of sugar per hectare, as well as overcapacity in milling and refining. While sugarcane hectareage improved in recent decades to over 400,000, it has yet to return to its peak of 553,333 hectares during the 1970s' sugar boom.

Mr. Valencia stated that at present, the industry is at risk of contracting or displacement if trade and non-trade barriers disappear with the coming ASEAN economic integration, unless it reduces its production costs to lower than world market prices and diversifies its revenue portfolio to include ethanol, cogeneration and value-added products. It is against this backdrop that RHI's NIAT increased by thirty percent (30%) at PhP615 million while earnings before interest, taxes, depreciation and amortization (EBITDA) is at PhP1.7 billion, or slightly lower than last year's. This translates to an earnings per share (EPS) of PhP0.67, and an EBITDA to gross margins of 112.83%. Mr. Valencia reported that this year's performance was boosted by margins from ethanol sales that more than doubled to PhP365 billion this year. Meanwhile, evaporator leakages in Central Azucarera de La Carlota (CACI) cut the premium raw production by half to 300,000 LKgs, contributing to lower margins. This was exacerbated by a long position on raw sugar towards yearend that further narrowed the margins.

Thereafter, Mr. Valencia reported that the company is expanding its ethanol capacity and going into cogeneration to further diversify its revenue sources to ensure long-term viability. The company is at the front-end engineering design for a 40-megawatt biomass power plant in CACI and a pre-feasibility study for a similar 30-megawatt plant in Central Azucarera Don Pedro (CADPI). Mr. Valencia stated that these projects should bring in fresh sources of revenues in two (2) years' time.

Aside from these, Mr. Valencia reported that the company is upgrading its plants to world-class standards while endeavoring to increase farm yields in order to cut production costs. The company is also rehabilitating its continuous vacuum pans in CADPI and installing one in CACI to improve recoveries as part of the company's continuing efforts to upgrade its facilities and improve efficiencies. In line with this, Mr. Valencia reiterated the recent tie up with the University of the Philippines Los Baños in Laguna and the University of St. La Salle in Bacolod City for research and development to, among others, help increase farm yields of the planters.

Mr. Valencia further reported that the company is putting up nurseries to provide high-yielding cane varieties to the planters. Moreover, to encourage the planters to modernize with some progressive planter partners, the company will establish model farms using mechanized and modern

DRAFT

farm practices to bring farm production costs down. In addition, the company also initiated the propagation of Napier as alternative source of livelihood for marginal sugar planters and biomass fuels for the cogeneration plants the company intends to put up.

Thereafter, Mr. Valencia stated that the company is preparing for and initiating opportunities to rationalize and consolidate the industry in a manner that is fair and beneficial to all stakeholders. More importantly, the company is fostering a culture of excellence that should serve it well into the future. In this regard, Mr. Valencia reported that the company is deepening its bench with the right people and going into intensive leadership and management training to prepare it for the coming global competition ahead. In addition, the company is mentoring its future leaders to be able to cope with the growth and diversification. It will continue to do what it can to leverage on the strengths and talents of its people, push the standards of quality and efficiency by optimizing capacities, and introducing new systems and technologies that support the “new thinking.”

Finally, Mr. Valencia thanked the board and the shareholders for their continuing support and guidance, as well as the men and women of the company for their dedication to RHI’s mission and values, and to the relentless pursuit of its vision.

After the presentation of the Annual Report, a stockholder inquired as to what steps the company is taking to prevent a repeat of the accident that happened in CADPI in April 2014, which hospitalized sixteen (16) workers. In reply, Mr. Valencia, first and foremost, stated that the company took care of those who were hurt in the incident. To prevent a similar accident from happening in the future, the company is now using mechanized facilities to clean the equipment. The company also hired an officer to handle quality assurance and to ensure that all safety standards are met. Mr. Valencia emphasized that the company cares about its people and that accidents will be kept to zero.

Thereafter, on motion duly made and seconded, the Annual Report of the company for the fiscal year ending 30 September 2014 was approved, confirmed and ratified by the majority vote of the stockholders present.

V. APPROVAL AND RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT.

On motion duly made and seconded, all acts, proceedings and resolutions of the Board of Directors and Management since the last annual meeting held on 19 February 2014 were approved, confirmed and ratified by the majority vote of the stockholders present.

VI. APPROVAL OF THE AMENDMENT TO ARTICLE III OF THE ARTICLES OF INCORPORATION.

The Corporate Secretary, Atty. Santos, explained the amendment to Article III of the Articles of Incorporation. Atty. Santos reported that in its Memorandum Circular No. 6 dated 20 February 2014, the Securities and Exchange Commission (SEC), directed all Philippine corporations to indicate in their respective Articles of Incorporation their exact business addresses and to amend their Articles of Incorporation in order to comply with the said directive. Thus, in its meeting held on 5 December 2014, the Board of Directors approved a Resolution amending Article III of the Articles of Incorporation to

DRAFT

indicate that the principal place of business of the corporation is located at 6th Floor, Cacho-Gonzalez Building, 101 Aguirre Street, Legaspi Village, Makati City, Philippines.

On motion duly made and seconded, the amendment to Article III of the corporation's Articles of Incorporation was approved and ratified.

VII. ELECTION OF THE BOARD OF DIRECTORS.

The Corporate Secretary, Atty. Santos, informed the Chairman, Mr. Roxas, that pursuant to Article 14, Section 1 of the By-Laws of the corporation, nominations for election to the Board of Directors should be submitted in writing to the Chairman of the Board of Directors at least fifteen (15) working days prior to any meeting called for the election of the Board of Directors. She likewise advised that a nomination was made for the election of the following persons:

1. MR. PEDRO E. ROXAS
2. MR. MANUEL V. PANGILINAN
3. MR. RENATO C. VALENCIA
4. MR. SANTIAGO R. ELIZALDE
5. ATTY. RAY C. ESPINOSA
6. MR. GERONIMO C. ESTACIO
7. ATTY. ALEX ERLITO S. FIDER
8. MR. DAVID L. BALANGUE and
9. MR. CARLOS R. ELIZALDE.

Since there are only nine (9) seats in the Board of Directors, a shareholder moved that all votes be cast in favor of all nine (9) nominees. The motion was submitted to a vote and the same was carried. The Chairman requested the Corporate Secretary to cast all votes in favor of the above-named nine (9) nominees.

VIII. ELECTION OF THE EXTERNAL AUDITORS.

The Corporate Secretary, Atty. Santos, informed the Chairman, Mr. Roxas, that in accordance with the Manual on Corporate Governance, the Audit & Risk Committee recommends the election of the auditing firm of Reyes Tacandong & Co. as external auditor of the corporation for fiscal year 2014-2015.

A stockholder moved for the election of the auditing Firm of Reyes Tacandong & Co. as external auditor of the company for fiscal year 2014-2015. Another stockholder seconded the motion. The Chairman placed the motion to a vote and the same was carried.

IX. ADJOURNMENT.

There being no other matter to discuss, on motion duly made and seconded, the meeting was thereupon adjourned.

DRAFT

Attest:

PEDRO E. ROXAS
Chairman of the Board

GEMMA M. SANTOS
Corporate Secretary