

MINUTES OF THE ANNUAL MEETING OF THE
STOCKHOLDERS OF
LFM PROPERTIES CORPORATION
(with voting results)¹

Held on 29 May 2024
2:00 PM
via videoconference²

PRESENT:

Stockholder	Number of Shares
Liberty Flour Mills, Inc. Proxy: Mr. John Carlos Uy (as Chairman)	14,649,999,993
Parity Values, Inc. Proxy: Mr. John Carlos Uy (as Chairman)	4,175,964,939
Mr. Jose Ma. Lopez	43,088,086
Mr. William Ang	25,738
Mr. Jose Feria, Jr.	2,485
Mr. Jose S. Jalandoni	70
Mr. John Carlos Uy	25,807
Total Shares Represented	18,869,107,118
% to Outstanding Capital Stock	75.48%

ALSO PRESENT:

Ms. Ma. Adelina S. Gatdula
Ms. Ma. Lourdes C. Endozo
Mr. Philip S. Huang
Ms. Hydéliza R. de Guzman
Mr. Michael John Tantoco

PROCEEDINGS

I. CALL TO ORDER

The stockholders appointed Mr. Jose S. Jalandoni as Chairman of the meeting. He called the meeting to order and presided over the proceedings. The Corporate Secretary, Atty. Ma. Adelina S. Gatdula, recorded the minutes of the meeting.

¹ Subject to the approval of the stockholders of the Corporation at the next regular or special stockholders' meeting of the Corporation.

² via Zoom platform with Meeting ID 880 7602 7844.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that all of the stockholders of LFM Properties Corporation (the “Corporation”) were duly notified of the meeting, and that there were present or represented in the meeting stockholders owning at least majority of the total issued and outstanding capital stock of the Corporation. There was, therefore, a quorum to transact business.

III. APPROVAL OF THE MINUTES OF THE 2023 ANNUAL STOCKHOLDERS’ MEETING

The next item on the agenda was the approval of the minutes of the annual stockholders’ meeting held on 26 July 2023, a copy of which was included in the Definitive Information Statement circulated to the stockholders in respect of the 2024 annual meeting of stockholders.

The Chairman inquired whether any stockholder/s had any questions on the matter presented for approval. There being none, the Chairman informed the stockholders that their votes may be cast via a link to be provided after the last item for approval has been presented.

IV. ANNUAL REPORT BY THE PRESIDENT AND CHAIRMAN OF THE BOARD

The President, Mr. Jose S. Jalandoni, presented the annual report on the operations of the Corporation. The highlights of his report were as follows:

1. The Corporation encountered a significant hurdle in 2023 with the pretermination of a rental lease contract with one (1) of the major tenants of Liberty Plaza Building, resulting in a 16% decrease in revenue compared to the previous fiscal year. Despite this obstacle, the Corporation sustained its growth and success through steadfast commitment and strategic initiatives. Positive developments in financial performance have since been realized, with the net income of the Corporation increasing by an impressive 212% primarily attributable to the sale of two condominium units of the Corporation.
2. The occupancy rate for Liberty Plaza has seen a significant improvement, reaching 93% as of 31 March 2024. Management expects to achieve a milestone of 100% occupancy across all of the Corporation’s properties, effective July 2024, reflective of the Corporation’s operational excellence and proactive leasing strategies.
3. The Corporation is well-positioned to capitalize on opportunities in the evolving real estate market given the Corporation’s resilient business model, strategic acquisitions, and its portfolio operating at full capacity.

Mr. Jalandoni expressed his thanks and appreciation to Management for their hard work and commitment, as well as to the Corporation’s tenants, partners, and stakeholders for their continued trust and support.

The Chairman inquired whether any stockholder/s had any questions on the annual report. There being none, the Chairman proceeded to the next matter on the agenda.

V. RATIFICATION OF ALL ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS

The next item was the ratification of all acts and proceedings of the Board of Directors and corporate officers for the year 2023 until 29 May 2024. A detailed description of the matters resolved by the Board of Directors was contained in the Definitive Information Statement circulated to the stockholders in respect of the 2024 annual meeting of stockholders.

The Chairman inquired whether any stockholder/s had any questions on the matter presented for approval. There being none, the Chairman informed the stockholders that their votes may be cast via a link to be provided after the last item for approval has been presented.

VI. ELECTION OF DIRECTORS

The Corporate Secretary informed the Chairman and the stockholders that the following individuals have been nominated and qualified for election as Directors:

1. John Carlos Uy
2. Jose S. Jalandoni
3. William L. Ang
4. Jose Ma. S. Lopez
5. Philip S. Huang (independent director)
6. David Ng (independent director)

One seat in the Board of Directors remained vacant following Mr. William Carlos Uy's withdrawal as nominee.

The Chairman inquired whether any stockholder/s had any questions on the matter presented for approval. There being none, the Chairman informed the stockholders that their votes may be cast via a link to be provided after the last item for approval has been presented.

VII. AMENDMENT TO ARTICLE SIXTH OF THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF DIRECTORS FROM SEVEN (7) TO NINE (9)

The Chairman informed the stockholders that the next item in the agenda was the amendment to the Corporation's Articles of Incorporation to increase the number of Directors from seven (7) to nine (9).

The Chairman inquired whether any stockholder/s had any questions on the matter presented for approval. There being none, the Chairman informed the stockholders that their votes may be cast via a link to be provided after the last item for approval has been presented.

VIII. AMENDMENT TO THE ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED CAPITAL STOCK TO ONE BILLION SEVEN HUNDRED MILLION PESOS (PHP1,700,000,000.00) AND CREATE ONE MILLION (1,000,000) PREFERRED SHARES WITH A PAR VALUE OF ONE THOUSAND PESOS (PHP1,000.00) SUBJECT TO APPROVAL OF THE SECURITIES AND EXCHANGE COMMISSION OF THE PENDING APPLICATION TO INCREASE THE CORPORATION'S AUTHORIZED CAPITAL STOCK TO SEVEN HUNDRED MILLION PESOS (PHP700,000,000.00)

DIVIDED INTO SEVENTY BILLION (70,000,000,000) COMMON SHARES WITH A PAR VALUE OF ONE CENTAVO (PHP0.01) PER COMMON SHARE

The next item in the agenda was the amendment to the Corporation's Articles of Incorporation to increase the Corporation's authorized capital stock to One Billion Seven Hundred Million Pesos (Php1,700,000,000.00) and create One Million (1,000,000) preferred shares with a par value of One Thousand Pesos (Php1,000.00). This amendment is subject to the approval by the Securities and Exchange Commission of the Corporation's pending application to increase its authorized capital stock from Four Hundred Million Pesos (Php400,000,000.00) to Seven Hundred Million Pesos (Php700,000,000.00) divided into 70,000,000,000 common shares with a par value of Php0.01 per common share.

The Chairman inquired whether any stockholder/s had any questions on the matter presented for approval. There being none, the Chairman informed the stockholders that their votes may be cast via a link to be provided after the last item for approval has been presented.

IX. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman informed the stockholders that SyCip Gorres Velayo & Co. has been nominated for appointment as external auditor of the Corporation for the ensuing fiscal year.

The Chairman inquired whether any stockholder/s had any questions on the matter presented for approval. There being none, the Chairman informed the stockholders that their votes may be cast via a link to be provided after the last item for approval has been presented.

X. VOTING RESULTS

Upon instructions of the Corporate Secretary, a QR code was flashed in the meeting screen and a URL/link was provided in the meeting chat box. The stockholders were instructed to click on such QR code or URL/link to access the voting portal and to cast their respective votes on the matters presented for approval. The stockholders were given a period of ten (10) minutes to cast their votes, after which period the voting shall be deemed closed and the votes cast shall be tallied.

The Corporate Secretary tallied the votes following the lapse of the ten (10)-minute period.

The Corporate Secretary thereafter certified that:

1. in respect of the approval of the minutes of the annual stockholders' meeting for the year 2023, stockholders owning or representing at least majority of the outstanding capital stock of the Corporation have cast affirmative votes;
2. in respect of the ratification of all acts and proceedings of the Board of Directors and corporate officers for the year 2023 and until 29 May 2024, stockholders owning or representing at least 66 2/3% of the outstanding capital stock of the Corporation have cast affirmative votes;
3. in respect of the election of Directors, stockholders owning or representing at least majority of the outstanding capital stock of the Corporation have cast affirmative votes in favor of each nominee;


4. in respect of the amendment of the Articles of Incorporation to increase the number of Directors from seven (7) to nine (9), stockholders owning or representing at least 66 2/3% of the outstanding capital stock of the Corporation have cast affirmative votes;
5. in respect of the amendment of the Articles of Incorporation to increase the authorized capital stock of the Corporation (subject to the approval of the Securities and Exchange Commission of the Corporation's pending application to increase its authorized capital stock to Seven Hundred Million Pesos (Php700,000,000.00), stockholders owning or representing at least 66 2/3% of the outstanding capital stock of the Corporation have cast affirmative votes; and
6. in respect of the appointment of SGV & Co. as external auditors, stockholders owning or representing at least majority of the outstanding capital stock of the Corporation have cast affirmative votes.

Based on these results, at least the minimum vote required for approval and/or ratification by the stockholders under the Revised Corporation Code of the Philippines has been achieved in respect of each matter presented to the stockholders for approval and/or ratification.

XI. ADJOURNMENT

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

Certified Correct:


MA. ADELINA S. GATDULA
Corporate Secretary

Attested by:

JOSE S. JALANDONI
Chairman of the Meeting