

**MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS
OF EMPERADOR INC.**

held on 17 May 2017

Conducted virtually via <https://www.emperadorbrandy.com/asm2021/>

I. CALL TO ORDER

The President, Mr. Winston S. Co, acted as Presiding Officer and called the Annual Stockholders' Meeting (the "Annual Meeting") to order at 9:13 a.m. The Corporate Secretary, Atty. Anna Michelle T. Llovido, recorded the proceedings of the Annual Meeting.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that all stockholders as of April 16, 2021, the record date of the Annual Meeting, have been notified pursuant to the Corporation's By-Laws and applicable Securities and Exchange Commission (SEC) Circulars. Copies of the Notice of the Annual Meeting, the Agenda, and the Definitive Information Statement were made available through the Corporation's website and the Philippine Stock Exchange (PSE) Electronic Disclosure Generation Technology or PSE EDGE. Notices of the Annual Meeting were also published in The Philippine Star and The Manila Times on April 25 and 26, 2021, both in print and online. She further certified that there existed a quorum for the transaction of business for the Annual Meeting, there being present in person or represented by proxy, stockholders holding 94.13% of the entire subscribed and outstanding capital stock of the Corporation.

The Corporate Secretary stated that only stockholders who have successfully registered may participate in the Annual Meeting. Moreover, she explained the Procedures for Registration, Voting and Participation in the Annual Meeting which were contained in the Definitive Information Statement and implemented as follows: (i) stockholders signifying their intention to participate by remote communication have registered by submitting the requirements by email to the Corporate Secretary; (ii) stockholders who have registered have sent their questions and/or comments prior to the Annual Meeting through email at corporatesecretary@emperadorinc.com until 5:00 p.m. of May 07, 2021, which would be taken up after the election of directors; (iii) the resolutions proposed to be adopted at the Annual Meeting will be shown on the screen; (iv) stockholders who have duly registered to participate by remote communication have casted their votes by proxy or in absentia by sending their accomplished ballots by email to the Corporate Secretary until 5:00 p.m. of May 07, 2021; and (v) the Office of the Corporate Secretary has tabulated all valid and confirmed votes cast through electronic voting, together with the votes through proxies, and the voting results will be announced during the Annual Meeting and reflected in the minutes of the meeting.

III. APPROVAL OF MINUTES OF THE PREVIOUS ANNUAL MEETING OF STOCKHOLDERS HELD ON 20 AUGUST 2020

The Presiding Officer informed the stockholders that the next item on the agenda is the reading and approval of the Minutes of the Annual Meeting of the Stockholders held on August 20, 2020, and informed the stockholders that the copy of the Minutes of the 2020 Annual Meeting have been made available through the Corporation's website.

The Corporate Secretary announced that 100% of the voting shares represented in the Annual Meeting have voted in favor of the approval of the Minutes. Therefore, the Presiding Officer declared that the following resolution has been approved:

***"RESOLVED, to approve the Minutes of the Annual Stockholders'
Meeting held on 20 August 2020."***

IV. REPORT OF MANAGEMENT

The Presiding Officer then turned the floor over to the Chairman, Dr. Andrew L. Tan, who delivered the following message:

Good morning, ladies and gentlemen.

Our dear stockholders,

2020 was a very challenging year. The global pandemic has caused massive disruption in our lives, business, and the economy. From the very beginning, we were clear on our corporate and social responsibilities. We have to do our part to keep people safe and keep the business resilient.

As part of the community, we were among the first to take an active role in responding to protect the people. Your company donated one million liters of disinfectant alcohol, donated personal protective equipment (PPEs) to the front liners, and supported feeding programs, among other activities, as part of a group-wide response led by our parent company Alliance Global Group, Inc. (AGI).

The past year required tremendous efforts and sacrifices from everyone in the Emperador organization across the world. We were able to fulfill our social obligations and, at the same time, successfully navigate the business through the challenges. Indeed, Emperador has been resilient, bouncing back from every challenge thrown its way in an otherwise difficult year.

The company has responded well to the crisis. Thanks to our global presence in 100 countries, the company is in a unique position to overcome the tribulations of 2020. The company achieved an all-time high net profit performance of PHP8 billion, an 18% increase year-on-year from both the whisky and brandy segments, with revenues posting a 2% growth amid the challenges, which translates to PHP52.8 billion.

We attribute this performance to the strength and success of our Emperador brands, with Scotch whisky powerhouse Whyte and Mackay experiencing robust growth across its malt and blended products. In 2020, three of our single malt whiskies joined the list of Top 25 Global Single Malt brands. Our whisky brands are growing in Europe, the United Kingdom, United States, Canada, and Asia.

Fundador brandy continues to enjoy success in their key markets, adapting to the consumption trends of 2020. Fundador continues to build a stronger brand presence in the Asian, North American, Latin American, and Spanish markets.

In the Philippines, our local brands, led by Emperador brandy, demonstrates the strength of its brand loyalty and tenacity, finishing the year with stunning results despite the challenges brought upon by the liquor tax hike, lockdowns and travel restrictions, closing of commercial establishments, and liquor bans in many parts of the Philippines.

Indeed, 2020 was an extraordinary year. I would like to express my deepest gratitude to our stakeholders, employees, and partners for their continued trust and support. At Emperador, we have done our duty and thrived amid the uncertainty and rapidly shifting landscape of 2020. With will and imagination, we have accomplished much. The company has emerged stronger and better.

A whole new world awaits on the horizon. We will strive to keep the momentum of growth forging forward. Our focus will be on global expansion. The future will be brighter than today.

Thank you.

After the Chairman's Message, the Presiding Officer turned over the floor to Mr. Kenneth Nerecina, Investor Relations Director, for a presentation of the highlights for 2020 of the Corporation.

V. APPOINTMENT OF INDEPENDENT AUDITORS

The Presiding Officer informed the stockholders that the Board of Directors, upon recommendation of the Audit Committee, has approved the engagement of Punongbayan and Araullo as independent auditors of the Corporation for the audit of the Corporation's financial statements for the year ending December 31, 2021, and that this is now being submitted for approval by the stockholders.

The Corporate Secretary certified that 100% of the voting shares represented in the Annual Meeting have voted in favor of the engagement of Punongbayan and Araullo as independent auditors for the fiscal year ending December 31, 2021. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, to approve the appointment of PunongBayan & Araullo as the independent auditor of the Corporation for the audit of the Corporation’s financial statements for the year ending 31 December 2021.”

VI. RATIFICATION OF ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES, AND OFFICERS

The Presiding Officer informed the stockholders that the next item on the agenda is the ratification of all acts and resolutions of the Board of Directors, Board Committees and Management of the Corporation since the annual stockholders' meeting on August 20, 2020 until May 16, 2021.

The Corporate Secretary certified that 99.99% of the voting shares represented in the Annual Meeting have voted in favor of the ratification of all acts and resolutions of the Board of Directors, Board Committees and Management of the Corporation since the annual stockholders' meeting on August 20, 2020 until May 16, 2021. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, to ratify each and every act and resolution taken since the annual stockholders’ meeting on 20 August 2020 until 16 May 2021 (the “Period”), of the Board of Directors (the “Board”), the Board Committees exercising powers delegated by the Board, and each and every act, during the Period, of the Management of the Corporation performed in accordance with the resolutions of the Board, the Board Committees as well as with the By-laws of the Corporation.”

VII. ELECTION OF DIRECTORS

The Presiding Officer informed the stockholders that, for the current year 2021, the Corporation will be electing seven directors, at least two of whom shall be independent directors, pursuant to the Securities and Regulation Code and the Corporation's Revised Manual of Corporate Governance.

Ms. Marianne Roca, on behalf of the Corporate Governance Committee, and in accordance with the Corporation's By-Laws and the Revised Manual of Corporate Governance, presented the Final List of Nominees for election as members of the Board of Directors, as follows: Andrew L. Tan, Winston S. Co, Katherine L. Tan, Kendrick Andrew L. Tan, and Kevin Andrew L. Tan as regular directors, and Jesli A. Lapus and Enrique M. Soriano III as the independent directors. Ms. Roca likewise reported that the nominees for election as directors of the Corporation possess all the qualifications and none of the disqualifications to hold office as directors of the Corporation.

The Corporate Secretary certified that each of the nominees have garnered at least 99.77% of the voting shares represented in the Annual Meeting. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, to elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

- 1. Andrew L. Tan***
- 2. Winston S. Co***

3. *Katherine L. Tan*
4. *Kendrick Andrew L. Tan*
5. *Kevin Andrew L. Tan*
6. *Jesli A. Lapus – Independent Director*
7. *Enrique M. Soriano III – Independent Director.*”

VIII. OTHER MATTERS

The Presiding Officer proceeded with the discussion of the questions raised by the stockholders via email prior to the Annual Meeting. Below is a summary of the questions and the answers that were given:

Q (Kevin Cosca): What new consumer trends is Emperador seeing as a result of the pandemic and how is Emperador adapting to changes in consumer behavior?

A (President): Thank you, Kevin, for this very intelligent question. What we are seeing is that consumers react differently by region. What we are seeing is that countries in the West particularly in North America and in Europe, there is an up consumption on liquor because it is perceived as an essential product. Therefore, our sales in this particular area are doing exceedingly well. In U.K., we grew more than 30% and in the U.S. we grew more than 20%. China as well is doing exceedingly well – we more than doubled ourselves. However, in the Philippines, we do experience some liquor restrictions in certain areas over extended period of time. So as a company with global presence, we react differently to the environment, to consumer preferences, and trends. We believe that as a company, we are able to capitalize on opportunities that have been presented to us. But what we are seeing in general is that the e-commerce has played and will continue to play a critical role as the economy moves forward. So the answer would be, we are reacting, maximizing the potential and opportunity for each market depending on the consumer movement and preferences.

Q (Antonette Guilange): What is your outlook this year and do you see your international business still growing faster and stronger than the brandy business in the Philippines?

A (President): We live in challenging times. We never expected to experience a crisis like this in our lifetime. But we all share this experience today. Thank you, Antonette, for this interesting question. We have grown last year by 18% versus 2019 amidst the global pandemic. Some segment of our market is impacted like travel retail and on-trade, but our e-commerce and off-trade businesses perform quite well and as I said, you know, there are certain parts of the world that we are doing exceedingly well, and adapting well, I would say. In the Philippines, we are adapting very well and our business across the world is growing and as you have seen from the financial presentation earlier, we had a record year in 2020. We continue to push ahead, but we believe that the pandemic is going to ease with the global vaccination that is happening. We expect, hopefully, this year to be better than the last. We are doing our extreme best.

Q (Desiree Barredo): What are your CAPEX plans this year?

A (President): Thank you, Desiree for the question. Last year, at the height of the pandemic, we held back our capital expenditure. We spent roughly around 1 billion pesos in CAPEX. But as I said earlier, we expect the pandemic to ease with the global vaccination program that is happening, so we expect people to be travelling again, by 2022, economic activities to return to some sort of normalcy. So we have decided this year to invest ahead, so that our growth plan can be sustained. This year, we are looking at 1.5 billion pesos CAPEX.

Q (Kevin Kyle Hao): Which of your liquor products are you most excited about this year and in the next two years?

A (President): Thank you, Kevin, for that question. Globally, we are excited about our single malt products and as of last year, we have three single malt brands that belong to the top 25 single malts in the world. Our single malt whiskies are doing exceedingly well. On the brandies side, our Fundador Brandy is growing in the US, UK, and in Canada. The Fundador is growing in a lot of places. In the Philippines, our Emperador Brandy continues to be the dominant brandy brand. We are excited in our portfolio because our portfolio carries a lot of iconic brands. In the Philippines, it is Emperador and Fundador. Globally, it will be our single malt whisky and Fundador also. There is no one particular brand that we are excited about. We are excited about our range of prestigious and iconic brands that is available across the world. Thank you. I hope I answered your question.

IX. ADJOURNMENT

The Presiding Officer inquired if there were any other matter in the agenda. The Corporate Secretary replied there were none. Thus, the Annual Meeting was adjourned at 9:49 a.m.

CERTIFIED CORRECT:

(SGD.) ANNA MICHELLE T. LLOVIDO
Corporate Secretary

NOTED:

(SGD.) ANDREW L. TAN
Chairman