

**MINUTES OF THE SPECIAL MEETING
OF THE STOCKHOLDERS
OF**

SOUTH LUZON TOLLWAY CORPORATION

Held via remote communications through video conference
on 8 February 2021 at 10:00 a.m.

<u>PRESENT:</u>	<u>No. of Shares</u>
Ramon S. Ang	
for himself	1
and as proxy for:	
MTD Manila Expressways, Inc.	2,899,999,991
Antonette C. Tionko	
for herself	1
and as proxy for:	
The Republic of the Philippines	724,999,998
Lorenzo G. Formoso III	1
Mario K. Surio	1
Jose P. de Jesus	1
Jose Portugal Perez	1
Consuelo Ynares-Santiago	1
Paola Sherina A. Alvarez	1
Ferdinand K. Constantino	1
Aurora T. Calderon	1
Joseph N. Pineda	1
Total number of shares present	3,625,000,000
Total number of shares issued and outstanding	3,625,000,000
Percentage attendance of stockholders	100%

ALSO PRESENT:

Raoul Eduardo C. Romulo
Jose C. Laureta
Noellie R. Majarucon
Shaina Anella B. Ramirez
Patrick Philip L. Capulong
Carlo Magno C. Caballa
Rea Samantha G. Torres

1) Call to order and certification of notice and quorum

The Chairman, Mr. Ramon Ang, called the meeting to order and presided over the same. In compliance with SEC Memorandum Circular No. 6, series of 2020, the Corporate Secretary, Atty. Jose Laureta confirmed the attendance, location and device of the stockholders through a roll call. The Corporate Secretary recorded the minutes of the proceedings and certified to the presence of a quorum for the valid transaction of business by the Corporation, there being present in person and by proxy

stockholders representing 100% of the issued and outstanding capital stock of the Corporation.

For each Agenda Item, a motion shall be made by any stockholder and when duly seconded by another shareholder (there being no objections from any stockholder) shall be declared as duly approved and carried by the all the stockholders present in the meeting. Should there be any objection from a stockholder, such objection shall be registered as a dissent to and a vote against the passage of the subject resolution. For purposes of election of the members of the Board of Directors, a stockholder may vote the number of common shares held in his name in the stock and transfer book of the Corporation and may vote such number of common shares for as many persons as there are directors to be elected. or he may cumulate said common shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his common shares shall equal, or he may distribute them on the same principle as among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the number of common shares owned by him as shown in the books of the Corporation multiplied by the total number of directors to be elected, as set forth in the Information Statement.

3) Election of Directors

The meeting proceeded to the election of directors for the current year. Director Consuelo Ynares-Santiago, the Chairperson of the Corporate Governance Committee, manifested that the committee had screened and confirmed the nominees during the committee meeting held last 14 January 2021 and are endorsing their nomination to the board.

Upon nominations duly made and seconded, there being no objections, the following were elected to the Board of Directors of the Corporation, to serve as such for the current year until their successors are duly elected and qualified:

Chairman:	Ramon S. Ang
Members:	Lorenzo G. Formoso III
	Mario K. Surio
	Jose P. De Jesus, Jr.
	Antonette C. Tionko
	Paola Sherina A. Alvarez
	Consuelo Ynares-Santiago
	Jose Portugal Perez
	Aurora T. Calderon
	Ferdinand K. Constantino
	Joseph N. Pineda

3) Approval of the amendment of the Articles of Incorporation and By-laws

The Corporate Secretary, Atty. Jose Laureta presented to the Stockholders the proposal to amend the articles of incorporation and by-laws of the Corporation to change the corporate name and the place of principal office.

As holder of the proxy from which owns 100% equity ownership of the Corporation, Atty. Formoso voted to approve the proposed amendment of the articles

of incorporation and by-laws of the Corporation to change the corporate name and place of principal office.

Upon motion duly made and seconded, and there being no objections, the Stockholders unanimously approved the amendment to the articles of incorporation and by-laws of the Corporation to change the corporate name and place of principal office of the Corporation as follows:

(a) change in the name of the Corporation to “SMC SLEX HOLDINGS COMPANY INC.”;

(b) amendment of the First Article of the Articles of Incorporation of the Corporation, which shall read as follows:

“**FIRST** - The name of said corporation shall be:

SMC SLEX INC.

(As amended on December 10, 2020 and February 8, 2021)”

(c) amendment of the By-Laws of the Corporation to reflect the new corporate name.

(d) change in the place of principal office of the Corporation **to** 11/F San Miguel Properties Centre, 7 St. Francis St. Mandaluyong City;

(e) amendment of the Third Article of the Articles of Incorporation of the Corporation, which shall read as follows:

“**THIRD** - The place where the principal office of the corporation is to be established is at 11/F San Miguel Properties Centre, 7 St. Francis St. Mandaluyong City. *(As amended on December 10, 2020 and February 8, 2021)”*

Having obtained a unanimous approval by the stockholders of the proposed amendments, which proposal requires approval of 2/3 of the stockholders of the Corporation, the Corporate Secretary certified that the proposed amendments to the articles of incorporation and by-laws of the Corporation to change the corporate name and place of principal office are approved.

4) **Adjournment**

There being no other matters to discuss, the meeting was adjourned. The voting results for each Agenda Item is set out in the attached Annex “A” hereof.

ATTEST:

RAMON S. ANG
Chairman

JOSE C. LAURETA
Corporate Secretary

Annex “A”

Voting Results of each Agenda Item of the
Special Meeting of the Stockholders of
South Luzon Tollway Corporation held on 8 February 2021

Agenda Item	Percentage of Outstanding Shares Voted For the Approval of the Agenda Item
Election of the Board of Directors For each of Ramon S. Ang, Jose P. de Jesus, Mario K. Surio, Lorenzo G. Formoso III, Aurora T. Calderon, Ferdinand K. Constantino, Joseph N. Pineda, Antonette C. Tionko, Paola Sherina A. Alvarez, Consuelo M. Ynares-Santiago, and Jose Portugal Perez	100%
Amendment of the Articles of Incorporation and By-Laws	100%