

**Minutes of the Annual Meeting of the Stockholders of Puregold Price Club, Inc.
Held on August 18, 2020, 9:00 am, via remote communication**

Directors Present:

Lucio L. Co	Chairman of the Board of Directors
Susan P. Co	Vice-Chairman of the Board of Directors
Ferdinand Vincent P. Co	President
Leonardo B. Dayao	Director
Pamela Justine P. Co	Director
Jack E. Huang	Director
Edgardo G. Lacson	Lead Independent Director
Marilyn V. Pardo	Independent Director
Jaime S. Dela Rosa	Independent Director

Also Present:

Levi Labra	Board Consultant
Antonio Delos Santos	Operations – National Head
Anthony Sy	S&R President
Maricel Cambe	Senior Finance Manager
Kenneth Tiu	Senior Finance Manager
Gisela Altura	S&R Comptroller
Baby Gerlie Sacro	Corporate Secretary
Candy H. Dacanay-Datuon	Assistant Corporate Secretary & Compliance Officer
Maria Teresa Lontoc	Internal Auditor
John Hao	Investor Relations Officer
Dindo Dioso	Handling Partner, RG Manabat & Company External Auditor

Stockholders Present in Person, proxy, by voting in absentia	2,306,566,229 out of 2,884,232,615 or 80% of the outstanding capital stock
---	---

Call to Order:

The Chairman, Mr. Lucio L. Co, welcomed the stockholders, employees, officers, and guests of the Company and thanked them for joining the Company's virtual stockholders' meeting.

The Chairman called the meeting to order. The Assistant Corporate Secretary, Atty. Candy H. Dacanay-Datuon, recorded the minutes of the meeting.

Certification of Notice and Quorum:

The Chairman requested the Assistant Corporate Secretary to certify if there is proper notice to stockholders and the existence of a quorum.

In compliance with Memorandum Circular No. 6, Series of 2020 of the Securities and Exchange Commission dated March 12, 2020, the Assistant Corporate Secretary certified that the notice of the meeting and information statements were posted on the Company's website and uploaded via PSE Edge on July 20, 2020.

The Assistant Corporate Secretary also certified that the meeting's notice was published in the business section of the following newspapers of general circulation: Philippine Daily Inquirer and Philippine Star on July 26 and 27, 2020.

The Assistant Corporate Secretary also certified that based on the record of attendance, stockholders attending in person, by proxy, or in absentia represent 2,306,566,229 common shares or 80% of the outstanding capital stock of the Company as of record date August 8, 2020.

She then certified that a quorum existed to transact business by the stockholders.

Approval of Minutes and Ratification of All Acts of the Board of Directors and Management:

The Chairman proceeded to the next item on the Agenda of the meeting, which is the approval of the minutes of the last stockholders' meeting held on May 14, 2019.

A motion to approve the minutes of the previous stockholders' meeting together with all acts, proceedings, contracts or deeds performed, entered into, or executed by the the Company's Board of Directors and officers were made and duly seconded.

The said motion gathered the following votes:

In Favor	Against	Abstain
2,306,566,228	0	0

The motion was carried, and the following resolution was approved:

"RESOLVED, that the minutes of the previous stockholders' meeting together with all acts, proceedings, contracts or deeds performed, entered into, or executed by the Company's Board of Directors and officers are hereby approved and duly ratified."

Approval of the 2019 Annual Report and Audited Financial Statements:

Through a recorded video, the office of Mr. Vincent Co, President, delivered the following message to the stockholders:

"Puregold is the Philippines' second-largest supermarket chain, with over 400 stores nationwide—378 Puregold, 18 S&R, and 38 QSRs. In 2019, we opened 28 new Puregold branches, two S&R and one quick service restaurant in various locations all over the country.

Nationwide expansion is definitely a priority for us. And as we look towards our goal of 500 branches, we continue to strengthen the ties within the Puregold community as we work hard towards our goal.

As we continue to branch out and expand, we recognize the importance of looking forward and staying future-ready. On an operations basis, we've begun a more efficient "clusterized" approach in servicing our store branches. From our old approach of servicing our branches on a per store basis, we've started to visit groups of stores in close proximity to each other simultaneously. This proved to

be very beneficial in terms of manpower efficiency and delivery of services.

At the consumer level, we've partnered with Globe Fintech and introduced the country's first barcode-based mobile payments solution via Globe GCash. Since it launched in June 2019, we now have 367 Puregold stores that accept GCash as a more convenient way of payment."

Immediately after that, Senior Finance Manager Ms. Maricel Cambe presented the 2019 Audited Financial Statements of the Company. The presentation materials are attached as Annex "A".

A motion to approve the Annual Report and the Audited Financial Statements was made and duly seconded. The votes gathered were as follows:

In Favor	Against	Abstain
2,305,433,928	0	1,132,300

Considering such votes, the following resolution was duly approved:

"RESOLVED, that the 2019 Annual Report and 2019 Audited Financial Statements are approved."

Election of Directors:

Mr. Lucio Co informed the stockholders of the mandatory requirement of electing independent directors, and that the Corporate Governance Committee pre-screened the qualifications of all nominees and prepared a final list of all candidates for directors, and, finally, that such final list of candidates was made available to all stockholders through the information statements released to the public.

The Assistant Corporate Secretary announced the following nominees for directors:

1. Mr. Lucio Co
2. Ms. Susan Co
3. Mr. Ferdinand Vincent Co
4. Mr. Leonardo Dayao
5. Ms. Pamela Justine Co
6. Mr. Jack Huang
7. Mr. Edgardo Lacson as Independent Director
8. Ms. Marilyn Pardo as Independent Director
9. Mr. Jaime Dela Rosa as Independent Director

The votes gathered were as follows:

	In favor	Against	Abstain	Total Votes
(a) Lucio L. Co	2,178,210,205	52,564,933	75,791,090	2,306,566,228
(b) Susan P. Co	1,948,822,973	52,316,533	305,426,722	2,306,566,228
(c) Ferdinand Vincent P. Co	2,260,411,218	6,195,610	39,959,400	2,306,566,228

(d) Pamela Justine P. Co	1,981,458,976	23,811,130	301,296,122	2,306,566,228
(e) Leonardo B. Dayao	1,948,822,973	52,316,533	305,426,722	2,306,566,228
(f) Jack E. Huang	1,948,049,168	52,316,533	306,200,527	2,306,566,228
(g) Edgardo G. Lacson (ID)	1,973,377,973	32,298,733	300,889,522	2,306,566,228
(h) Marilyn V. Pardo (ID)	1,968,145,343	32,298,733	306,122,152	2,306,566,228
(i) Jaime S. Dela Rosa (ID)	2,005,795,706	0	300,770,522	2,306,566,228

The Chairman declared the nominees as elected for directorships in 2020-2021 until their successors have been duly qualified and elected.

The following resolution was therefore passed:

"RESOLVED, that the following are elected to the Board of Directors of Puregold Price Club, Inc. for 2020 – 2021 to serve as such directors until their successors have been duly qualified and elected:

1. Mr. Lucio Co
2. Ms. Susan Co
3. Mr. Ferdinand Vincent Co
4. Mr. Leonardo Dayao
5. Ms. Pamela Justine Co
6. Mr. Jack Huang
7. Mr. Edgardo Lacson as Independent Director
8. Ms. Marilyn Pardo as Independent Director
9. Mr. Jaime Dela Rosa as Independent Director."

Appointment of External Auditor:

The next item on the Agenda is the re-appointment of the Company's External Auditor for the year 2020. The Chairman informed the stockholders that the Audit Committee recommended the re-appointment of the external auditor, RG Manabat & Company, KPMG.

The re-appointment of RG Manabat & Company gathered the following votes:

In Favor	Against	Abstain
2,306,566,228	0	0

Considering such votes, the re-appointment of RG Manabat & Company as External Auditor for the year 2020 was approved.

The following resolution was therefore passed:

"RESOLVED, that the re-appointment of RG Manabat & Company as External Auditor for 2020 is approved."

Amendment of Articles of Incorporation:

The Chairman called upon the Assistant Corporate Secretary to discuss the proposed amendments in the Company's Articles of Incorporation.

The Assistant Corporate Secretary quoted the first amendment, which is the additional secondary purpose under Article II of the Articles of Incorporation:

"8. To act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies and other corporations."

She also stated that the amendment would enable the Company to provide its subsidiaries with credit security, which is usually required by banks and other financial institutions when our subsidiaries and affiliates are availing financial services.

The motion gathered the following votes:

In Favor	Against	Abstain
2,306,566,228	0	0

The motion was duly approved, and the following resolution was approved:

"RESOLVED, that Article II of the Articles of Incorporation is hereby amended by adding a purpose to read as follows: "8. To act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies, and other corporations."

The second proposed amendment of articles of incorporation refers to increasing the authorized capital stock from P3 billion to P5 billion. The Assistant Corporate Secretary read Article VII of the Articles of Incorporation:

"SEVENTH. That the authorized capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00), in lawful money of the Philippines, divided into Five Billion (5,000,0000,000) shares with a par value of One Peso (P1.00) per share."

The Assistant Corporate Secretary added that considering the limited number of unissued shares of the Company after the recent top-up placement on January 16, 2019, wherein the Company issued 104,300,000 new shares, the Board of Directors resolved to increase the authorized capital stock from P3 billion to P5 billion. The increase would allow the Company to offer and sell more shares in the future if it needs to raise additional funds.

The Company also submitted for stockholders' approval the increase of authorized capital stock from P3 billion to P5 billion and the subsequent listing of shares in the Philippine Stock Exchange corresponding to the minimum subscription of 25% of the increase of capital stock. The motion gathered the following votes:

In Favor	Against	Abstain
2,303,922,905	2,643,323	0

The motion was carried, and the following resolution was approved:

"RESOLVED, that Article VII of the Articles of Incorporation is hereby amended to read as follows: "SEVENTH. That the authorized capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00), in lawful money of the Philippines, divided into Five Billion (5,000,0000,000) shares with a par value of One Peso (P1.00) per share.

RESOLVED, FURTHER, that the subsequent listing of shares in the Philippine Stock Exchange corresponding to the minimum subscription of 25% of the increase of capital stock is approved."

Open Forum:

The Chairman proceeded to the Question and Answer portion of the meeting. However, none of the stockholders present in the meeting raised a question.

Adjournment:

The Chairman inquired if there were other matters that stockholders wanted to discuss in the meeting. He heard none, so he proceeded to entertain a motion to adjourn the meeting. Upon a motion duly seconded, the meeting was adjourned.

Certified Correct:

Baby Gerlie I. Sacro
Corporate Secretary

Lucio L. Co
Chairman



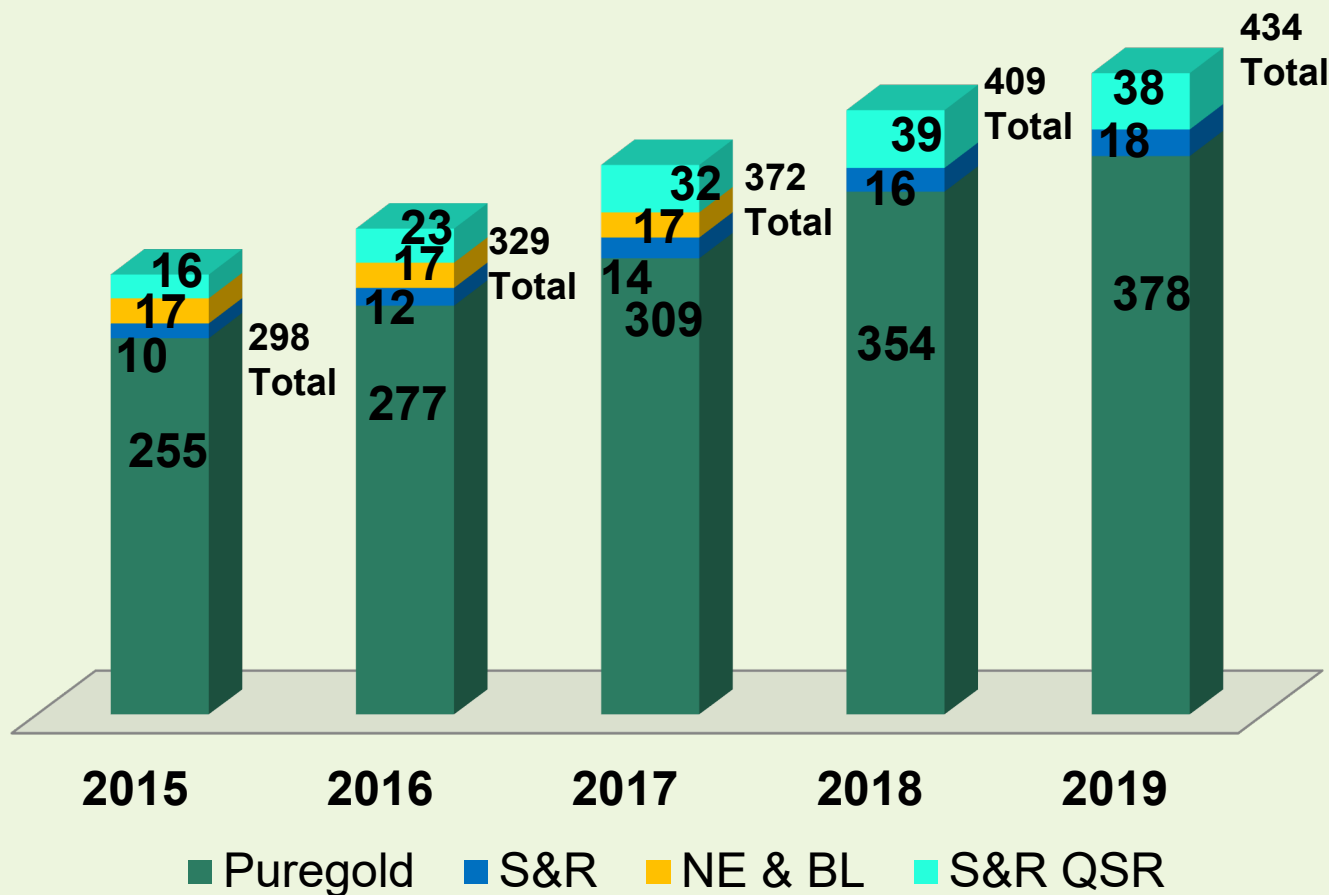
Sa  PUREGOLD , Always Panalo!

- **2019 ANNUAL STOCKHOLDERS' MEETING**

- Sustained Stores Roll-out
- Audited Financial Statements - Financial Performance
- Audited Financial Statements - Financial Position
- Audited Financial Statements – Cash Flows

- Opened 28 new PGOLD organic stores; 2 S&R Warehouse Club, 1 S&R New York Style Pizza (QSR) in CY 2019
- Operating 434 stores in CY 2019

Sustained Stores Roll-out



* NE & BL was merged to Puregold in 2018



Financial Performance

<i>Php in thousands</i>	2019	%	2018 <i>(as restated)</i>	%	Change	%
Net Sales	P154,490,309	100.0%	P141,139,261	100.0%	P13,351,048	9.5%
Cost of Sales	128,539,759	83.2%	117,210,684	83.0%	11,329,075	9.7%
Gross Profit	25,950,550	16.8%	23,928,577	17.0%	2,021,973	8.5%
Other Operating Income	3,262,853	2.1%	2,941,091	2.1%	321,762	10.9%
Gross Income	29,213,403	18.9%	26,869,668	19.0%	2,343,735	8.7%
Operating Expenses	17,829,772	11.5%	16,638,893	11.8%	1,190,879	7.2%
Income from Operations	11,383,631	7.4%	10,230,775	7.2%	1,152,856	11.3%
Others-net	(1,803,810)	-1.2%	(1,528,090)	-1.1%	(275,720)	18.0%
Income Before Tax	9,579,821	6.2%	8,702,685	6.2%	877,136	10.1%
Income Tax Expense	2,807,033	1.8%	2,503,185	1.8%	303,849	12.1%
Income After Tax	P6,772,788	4.4%	P6,199,500	4.4%	P573,287	9.2%

EPS	P2.37	P2.24
------------	--------------	--------------



Financial Position

<i>Php in thousands</i>	2019		2018 (as restated)		Change	%
Total Current Assets	P40,040,355	36.9%	P36,065,930	35.8%	P3,974,425	11.0%
Total Noncurrent Assets	68,594,443	63.1%	64,783,925	61.1%	3,810,518	5.9%
Total Assets	P108,634,798	100.00%	P100,849,855	100.00%	P7,784,943	7.7%
Total Current Liabilities	P15,490,809	14.3%	P18,247,249	18.1%	(P2,756,441)	-15.1%
Total Noncurrent Liabilities	31,244,639	28.8%	29,590,783	29.3%	1,653,856	5.6%
Total Liabilities	46,735,448	43.0%	47,838,033	47.4%	(1,102,585)	-2.3%
Total Equity	61,899,350	57.0%	53,011,822	52.6%	8,887,528	16.8%
Total Liabilities and Equity	P108,634,798	100.0%	P100,849,855	100.0%	P7,784,943	7.7%

Cash Flows

<i>Php in thousands</i>	2019	2018 <i>(as restated)</i>	Change	%
Net cash provided by operating activities	P15,072,887	P9,614,724	P5,458,163	56.77%
Net cash used in investing activities	(3,772,907)	(3,395,382)	(377,525)	11.12%
Net cash used in financing activities	(4,903,880)	(3,597,629)	(1,306,251)	36.31%
NET INCREASE IN CASH AND CASH EQUIVALENTS	6,396,100	2,621,713	3,774,387	143.97%
CASH AND CASH EQUIVALENTS, BEGINNING	10,687,359	8,065,646	2,621,713	32.50%
CASH AND CASH EQUIVALENTS, END	P17,083,459	P10,687,359	P6,396,100	59.85%

Thank You!