UNIVERSAL ROBINA CORPORATION

MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS MAY 30, 2018, 3:00 p.m.

Ruby Ballroom, Crowne Plaza Manila Galleria, Quezon City, Metro Manila, Philippines

Directors Present

1. John L. Gokongwei, Jr. - Director, Chairman Emeritus and Founder

2. James L. Go - Director and Chairman Emeritus

3. Lance Y. Gokongwei
4. Patrick Henry C. Go
Director and Chairman
Director and Vice President

5. Johnson Robert G. Go, Jr.-6. Robert G. Coyiuto, Jr. -Director

7. Irwin C. Lee - Director, President and Chief Executive Officer

8. Wilfrido E. Sanchez - Independent Director

9. Cesar V. Purisima - Nominee for Independent Director

Also Present

1. Pascual S. Guerzon - Nominee for Advisory Board Member

2. Rosalinda F. Rivera - Corporate Secretary

1. PROOF OF NOTICE OF THE MEETING AND EXISTENCE OF A QUORUM

The Corporate Secretary, Atty. Rosalinda F. Rivera, certified that notice of the meeting was sent by the Transfer Agent, BDO Unibank, Inc. – Trust and Investments Group, to the stockholders of record as of April 25, 2018 at their addresses as appearing on their records and that a quorum was present by the presence, in person or by proxy, of shareholders entitled to vote which represent 79.14% of the total outstanding capital stock of the Corporation. The meeting was called to order at 4:00 p.m. by Mr. Lance Y. Gokongwei, Chairman of the Board of Directors of the Corporation, who presided thereat as Chairman of the meeting and Atty. Rosalinda F. Rivera, Corporate Secretary, recorded the minutes of the proceedings as Secretary of the meeting.

2. READING AND APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON JUNE 28, 2017

Copies of the minutes of the annual meeting of the stockholders held on June 28, 2017 were distributed together with the Annual Report to the stockholders present. Upon a duly seconded motion, the reading of the minutes was waived and there being no corrections, the minutes were approved by stockholders holding 1,743,956,451 common shares which represent 79.12% of the total outstanding capital stock of the Corporation. No stockholder voted against this agenda item. Stockholders holding 320,000 common shares which represent 0.01% of the total outstanding capital stock of the Corporation abstained from voting on this agenda item.

3. PRESENTATION OF ANNUAL REPORT AND APPROVAL OF FINANCIAL STATEMENTS FOR THE PRECEDING YEAR

Mr. Lance Y. Gokongwei presented a report on the results of operations of the Corporation and financial performance as reflected in the audited financial statements for the fiscal year ended December 31, 2017.

The report can be found in Annex "A" which is attached and made an integral part hereof.

After the report, a stockholder asked about the definition of the acronym EBITDA. In response, Mr. Lance Gokongwei explained that EBITDA means earnings before income tax, depreciation and amortization and is basically a measure of cash flow. The same stockholder

also inquired about the Corporation's investment in automation. Mr. Lance Gokongwei said that the Corporation continues to invest in automation and its approximately eight billion peso capital expenditure program this year is mostly focused on expanding capacity to increase productivity. In reply to a question on research and development (R&D) costs, Mr. Lance Gokongwei said that R&D is booked under operating expenses and that the Corporation has R&D centers in all regions in the Philippines.

Another stockholder inquired about the effect of the TRAIN law and increase in foreign exchange rates and oil prices on the Corporation's products. Mr. Lance Gokongwei replied that the Corporation sees a significant increase in input costs primarily driven by the oil price increases. In order to address these, the Corporation has to increase productivity of its operations by managing costs wisely. In terms of revenue, there has to be some slight price increases on the aggregate of about two percent and the Corporation also has to look into its product portfolio in order to push for higher margin products. The same stockholder also asked about the impact of the petroleum prices on the Corporation's bioethanol. In reply, Mr. Lance Gokongwei explained that bioethanol is now protected by the petroleum tax because it is considered as a more environmentally friendly and sustainable fuel. The same stockholder also commented that he has tried some Griffins and Calbee products and found them to be very good. He also observed that the Corporation made an excellent choice in investing in these two companies. Mr. Lance Gokongwei thanked him for the comment.

There being no other questions from the floor, on motion duly made and seconded, the report was noted and the audited financial statements for the same year were approved by stockholders holding 1,741,043,012 common shares which represent 78.99% of the total outstanding capital stock of the Corporation. No stockholder voted against this agenda item. Stockholders holding 3,233,439 common shares which represent 0.15% of the total outstanding capital stock of the Corporation abstained from voting on this agenda item.

4. ELECTION OF BOARD OF DIRECTORS

The names of the nominees for election as members of the Board of Directors are as follows:

- 1. John L. Gokongwei, Jr.
- 2. James L. Go
- 3. Lance Y. Gokongwei
- 4. Patrick Henry C. Go
- 5. Johnson Robert G. Go, Jr.
- 6. Robert G. Coviuto, Jr.
- 7. Irwin C. Lee
- 8. Wilfrido E. Sanchez Independent Director
- 9. Cesar V. Purisima Independent Director

The Chairman declared the table open for the nomination of the members of the Board of Directors. The following were nominated for election as members of the Board of Directors:

- 1. John L. Gokongwei, Jr.
- 2. James L. Go
- 3. Lance Y. Gokongwei
- 4. Patrick Henry C. Go
- 5. Johnson Robert G. Go, Jr.
- 6. Robert G. Coyiuto, Jr.
- 7. Irwin C. Lee
- 8. Wilfrido E. Sanchez Independent Director
- 9. Cesar V. Purisima Independent Director

The nominees for election as members of the Board of Directors of the Corporation received the following number of votes:

	Votes In Favor		Votes Against		Votes Abstaining	
	Number of	% to	Number of	% to	Number of	% to
Nominee	shares	Outstanding	shares	Outstanding	shares	Outstanding
1. John L. Gokongwei, Jr.	1,680,792,794	76.26	63,483,657	2.88	0	0.00
2. James L. Go	1,475,174,739	66.93	269,101,712	12.21	0	0.00
3. Lance Y. Gokongwei	1,680,521,494	76.24	63,754,957	2.89	0	0.00
4. Patrick Henry C. Go	1,488,488,030	67.53	255,788,421	11.60	0	0.00
5. Johnson Robert G. Go, Jr.	1,475,246,460	66.93	269,029,991	12.21	0	0.00
6. Robert G. Coyiuto, Jr.	1,488,820,416	67.55	255,456,035	11.59	0	0.00
7. Irwin C. Lee	1,731,226,172	78.54	12,818,409	0.58	231,870	0.01
8. Wilfrido E. Sanchez	1,674,936,307	75.99	30,563,904	1.39	38,776,240	1.76
9. Cesar V. Purisima	1,735,574,861	78.74	8,701,590	0.39	0	0.00

Thereafter, upon motion duly made and seconded, the nominations for the members of the Board of Directors were closed. There being no other nominations, the Chairman directed the Secretary to cast all the affirmative votes in favor of all the directors nominated who are hereby elected as directors for the ensuing year and until their successors are elected and qualified, namely:

- 1. John L. Gokongwei, Jr.
- 2. James L. Go
- 3. Lance Y. Gokongwei
- 4. Patrick Henry C. Go
- 5. Johnson Robert G. Go, Jr.
- 6. Robert G. Coyiuto, Jr.
- 7. Irwin C. Lee
- 8. Wilfrido E. Sanchez Independent Director
- 9. Cesar V. Purisima Independent Director

5. APPOINTMENT OF EXTERNAL AUDITOR

Upon motion duly made and seconded, stockholders holding 1,736,876,201 common shares which represent 78.80% of the total outstanding capital stock of the Corporation approved the appointment of the auditing firm of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the current fiscal year. Stockholders holding 405,170 common shares which represent 0.02% of the total outstanding capital stock of the Corporation voted against such appointment. Stockholders holding 6,995,080 common shares which represent 0.32% of the total outstanding capital stock of the Corporation abstained from voting on this agenda item.

6. RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES, OFFICERS AND MANAGEMENT

Upon motion duly made and seconded, the acts of the Board of Directors and its committees, officers and management of the Corporation for the period beginning from the last annual meeting of the stockholders up to the current annual meeting of the stockholders, as duly recorded in the corporate books and records of the Corporation were confirmed and ratified by stockholders holding 1,740,712,480 common shares which represent 78.97% of the total outstanding capital stock of the Corporation. Stockholders holding 10,532 common shares which represent 0.00% of the total outstanding capital stock of the Corporation voted against this agenda item. Stockholders holding 3,553,439 common shares which represent 0.16% of the total outstanding capital stock of the Corporation abstained from voting on this agenda item.

UNIVERSAL ROBINA CORPORATION Minutes of the Annual Meeting of Stockholders May 30, 2018 Page 4 of 4

7. CONSIDERATION OF SUCH OTHER MATTERS AS MAY PROPERLY COME DURING THE MEETING

The Chairman inquired if there are other matters to be taken up.

At this juncture, a stockholder mentioned about the Department of Trade and Industry's (DTI) proposal for manufacturers to transact directly with the owner of stores so that prices may be reduced and asked what the Corporation might think about such proposal. In reply, Mr. Lance Gokongwei said that he thinks that such proposal is a good step taken by the DTI as it is taking advantage of the new digitalization to enable closer access between the smaller stores and the larger manufacturers. He also said that there is still a very traditional trade system composed of wholesalers and distributors but such proposal will be something that the Corporation will support over time.

Another stockholder provided a comment on probably having a lady member of the Board of Directors next year for gender diversity. Mr. Lance Gokongwei mentioned that it was a good observation and thanked the stockholder for his comment.

Before calling for adjournment, the Chairman announced that on February 5, 2018, three months before this shareholders' meeting, the Board declared cash dividends in the amount of Three Pesos and Fifteen Centavos (\$\mathbb{P}\$3.15) per share consisting of a regular cash dividend in the amount of One Peso and Sixty Five Centavos (\$\mathbb{P}\$1.65) per share and a special cash dividend in the amount of One Peso and Fifty Centavos (\$\mathbb{P}\$1.50) per share to stockholders of record as of February 26, 2018 and which was paid on March 22, 2018. This dividend payout is in line with the Corporation's policy to declare cash dividends equivalent to at least 50% of its consolidated net income for the previous year.

8. ADJOURNMENT

There being no further business to transact, the meeting was thereupon adjourned.

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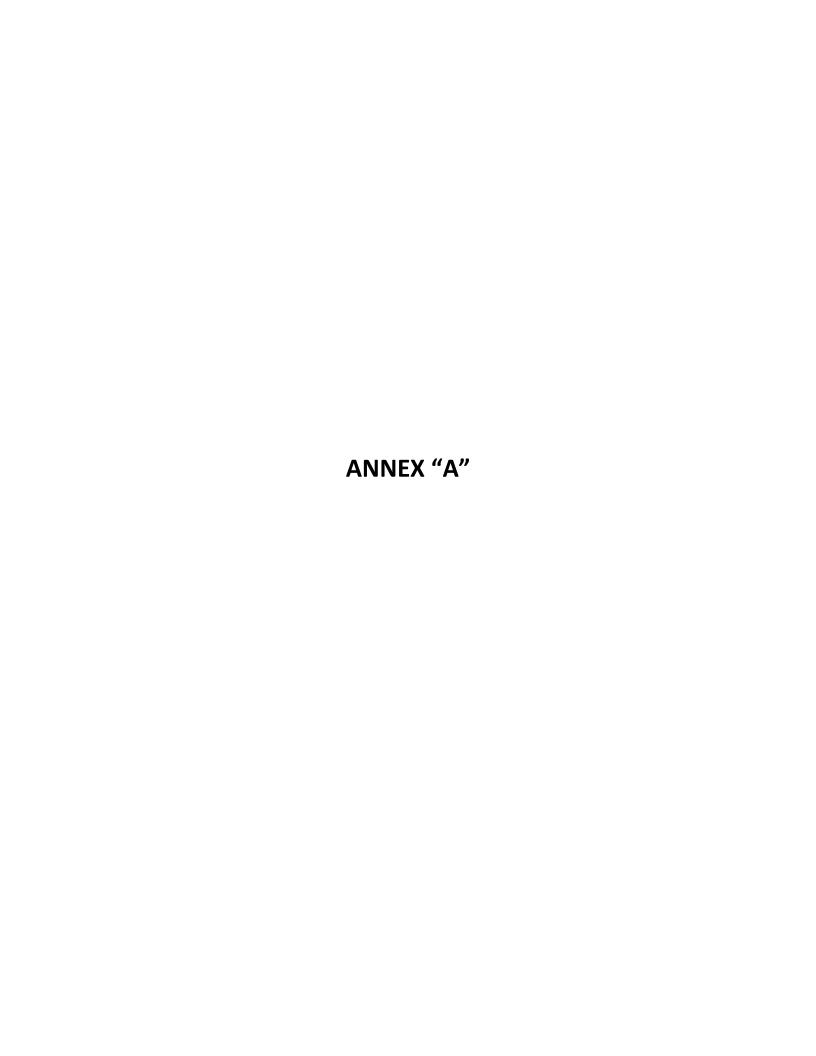
ROSALINDA F. RIVERA

Corporate Secretary

ATTEST:

(original signed) **LANCE Y. GOKONGWEI**Chairman

/mhd

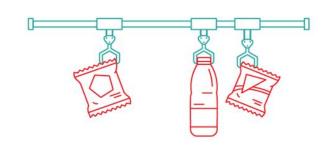




2018 Annual Stockholders' Meeting May 30, 2018

Lance Y. Gokongwei

AGENDA





- 1 URC Today
- 2 Business Highlights
- **3** CY2017 Financial Performance
- 4 Strategy Refresh
- 5 1Q 2018 Financial Performance
- 6 Key Plans and Expectations for 2018





BUSINESS OVERVIEW

WE HAVE THE PASSION FOR PRODUCING



ONE OF THE LARGEST

Agro Industrial & Commodity Foods in the Philippines

11% **SNACKFOODS** 4yr Revenue CAGR with

Company

in the Philippines

and New Zealand

₱125B (\$2.5B)

in CY2017

MARKETS in ASEAN and Oceania

regions

BIGGEST

STRATEGIC

Joint Ventures

international snackfoods

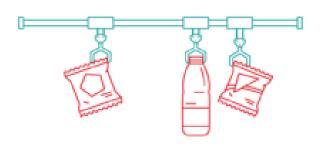
sugar milling company in the Philippines in terms of capacity

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STRONG BRANDS

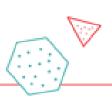
with leading position in key markets

> **BRANDED PRODUCT CATEGORIES**



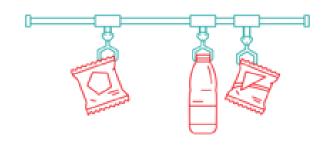
CY 2017 Business Highlights







2017 BUSINESS HIGHLIGHTS





VITASOY LAUNCH



BETTER STAKEHOLDER ENGAGEMENT RESULTED TO THE RECOVERY OF VIETNAM



URC OCEANIA: POSTED GOOD RESULTS DRIVEN BY SYNERGIES BETWEEN SBA & GRIFFIN'S



URC ADAPTS SUSTAINABILITY AS PART OF ITS CORE STRATEGY

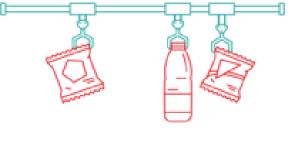


INNOVATION and NEW PRODUCTS

VITASOY LAUNCH

URC entered the plant-based milk beverage category to address trends in health and functionality.





- Highlighted the authenticity of the product by using "Real soy" in all communications
- Vitasoy is positioned as a lifestyle brand for millennials



Vitasoy PH now has 15% in volume, 13% in value market share





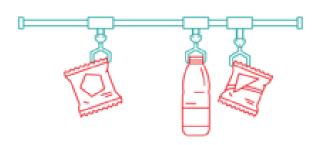








BETTER STAKEHOLDER ENGAGEMENT RESULTED TO THE RECOVERY OF VIETNAM





Recovery of our RTD Tea and energy drinks categories plus growing snackfoods business contributed to topline





recovery with positive EBIT in Q4.



IN CY2017, WE STARTED STRENGTHENING OUR SUPPORT GROUPS



Energizing employee engagement



Corporate Affairs Driving external

stakeholder engagement



Information Security

Tighter IT security & more robust business processing protocols

WE ALSO STARTED TO TRANSFORM OUR VALUE DELIVERY SYSTEM

Marketing

Changing the game with innovation

Manufacturing & QA

Driving world class quality & safety culture

Research & Development

Faster project mgt. & better development analytics

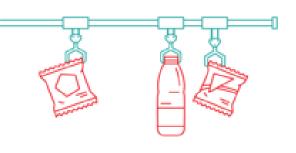
Procurement & Supply Chain

Sustaining performance & responsiveness to changing business dynamics

Sales & Export

Driving pervasive availability & visibility for URC brands, in both domestic and international markets

URC OCEANIA: POSTED GOOD RESULTS DRIVEN BY SYNERGISTIC ALIGNMENT **BETWEEN SBA & GRIFFIN'S**



Structure

Operational Synergies





Post acquisition integration of Snack Brands and the realignment of total Oceania management resulted to overall gain for the region



Griffin's core profitability posted improvements from synergies with SBA

Integration of Nice & Natural Wrapped Snacks into SBA





Successful first year in establishing productive ways of working across Oceania with a leaner organization



Renegotiated terms













Reduction in logistics costs by bringing warehousing into SBA network







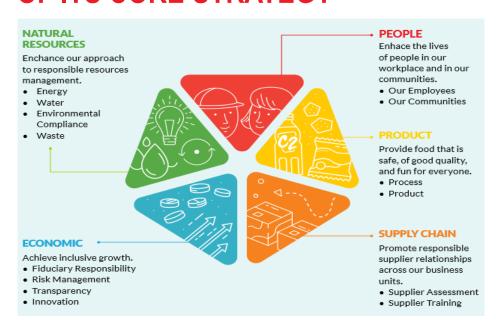
Transformed culture in NZ







URC ADAPTS SUSTAINABILITY AS PART OF ITS CORE STRATEGY



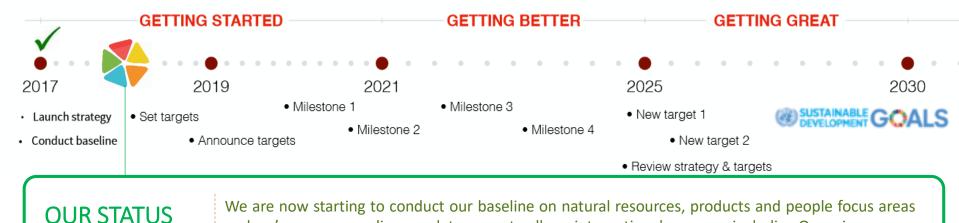


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2016 URC Sustainability Report



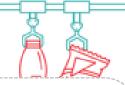
OUR STRATEGIC ROADMAP TOWARDS A SUSTAINABLE URC



and we're now expanding our data scope to all our international presence including Oceania

INNOVATION AND NEW PRODUCTS







Jack n' Jill Calbee **Honey Butter Potato Chips**

Thinly sliced potato chips flavored with rich honey and delectable butter that re-excited the market





OCEANIA





Huntley & Palmers Flatbread Minis extension aims to continue higher value innovation in this segment









Nice & Natural Chewy Muesli bars serves as our entry to the muesli value space

Nice & Natural Whole Seed bars drive higher value innovation in this segment



Great Taste Muscovado

A different brown coffee experience with Muscovado Sugar



MALAYSIA

Roller Coaster **Honey Butter**





INDONESIA

Fun Bites











El Real Yakap Sarap

A bundled pack of El Real pasta with El Real Spaghetti Sauce

PHILIPPINES



Roller Coaster

Mini Cheese

Fun-O Vanilla

Fun-O Cookies and Cream



Tivoli Twin Jumbo Milk





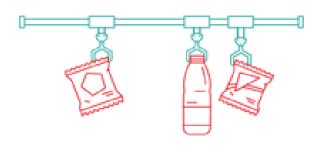












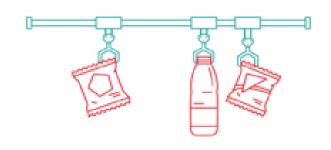
CY 2017 FINANCIAL RESULTS







URC: CHALLENGES IN 2017 LED TO WEAKER PROFITABILITY

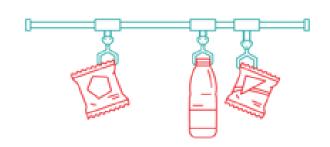


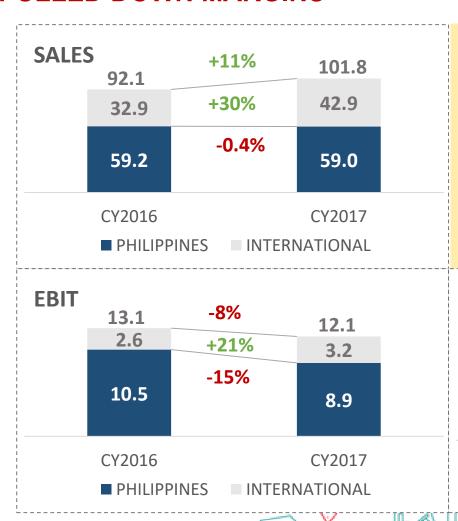
	CY17	CY16	vs SPLY
SALES	125.0	112.6	+11%
EBIT	15.0	15.8	-5%
EBIT Margin	12.0%	14.0%	-203 bps
EBITDA	21.1	21.4	-2%
Core Earnings*	13.7	14.9	-10%
Net Income	11.2	13.1	-15%

- ➤ Double-digit topline growth driven by full year consolidation of Snack Brands Australia (SBA) and growth of Thailand, Agro-Industrial Group (AIG) and Sugar & Renewables (SURE)
- Margins were depressed due to unfavorable forex, higher input cost and challenges in coffee in the Philippines (PH) and Vietnam (VN)
- Core earnings and net income declined as a result of higher net finance costs and equity losses in joint ventures, and lower unrealized forex gains

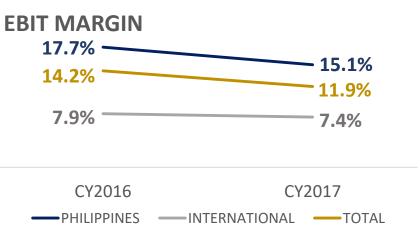


BCF: COFFEE IN THE PHILIPPINES & SLOWER THAN EXPECTED RECOVERY IN VIETNAM PULLED DOWN MARGINS

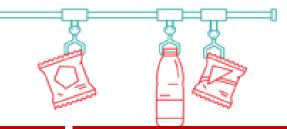


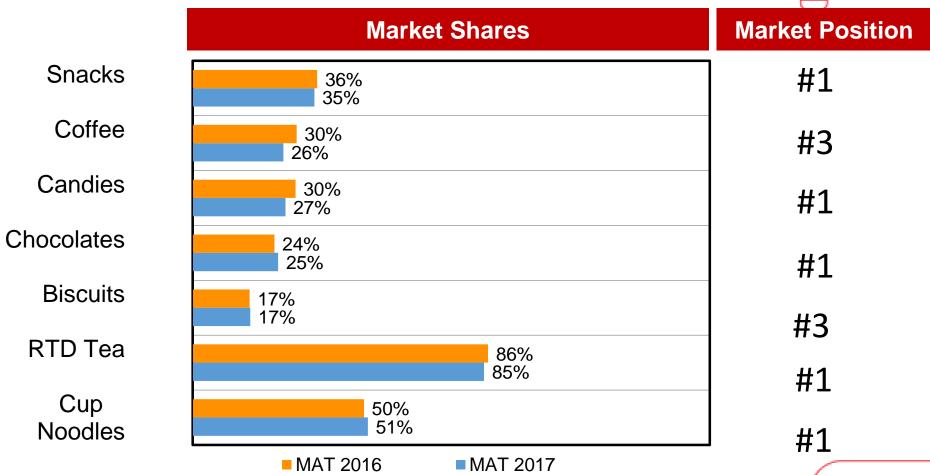


- ➤ Sales growth attributable to consistent performance of core snacking in the PH, Thailand (TH) and SBA
- Operating income declined due to higher input cost, forex devaluation, lower volumes & unfavorable mix driven by coffee in the PH and the slower than expected recovery in VN



BCF PH: INTENSE COMPETITION CONTINUES TO CHALLENGE OUR MARKET SHARES

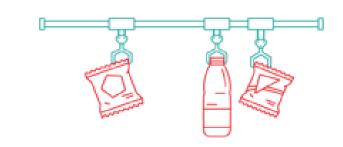




Source: AC Nielsen; MAT Market Shares Snacks Dec 17 | Biscuits Dec 17 | Candies Dec 17 | Chocolates Dec 17 | Coffee Dec 17 | RTD Tea Dec 17 | Cup Noodles Dec 17

NON-BCF: TOPLINE GROWTH DRIVEN BY AGRO INDUSTRIAL GROUP AND SUGAR & RENEWABLES (SURE) BUSINESSES

	CY17	CY16	vs SPLY
SALES	21.9	19.4	+13%
AIG	10.1	9.2	+10%
CFG	11.8	10.2	+16%
EBIT	4.7	4.3	+9%
AIG	1.8	0.9	+91%
CFG	2.9	3.4	-13%



AGRO- INDUSTRIAL GROUP (AIG)

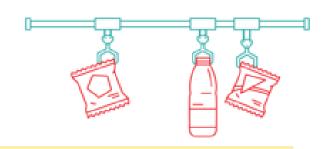
- ➤ Better Feeds sales on the back of higher volumes
- Farms grew driven by the increase in volumes of value added products coupled with favorable selling price

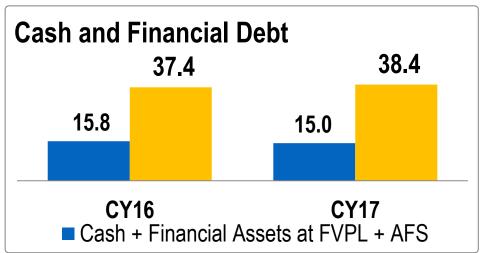
COMMODITY FOODS GROUP (CFG)

- ➤ Flour sales declined due to lower volumes and selling prices
- Sugar sales increased as a result of higher sales volumes

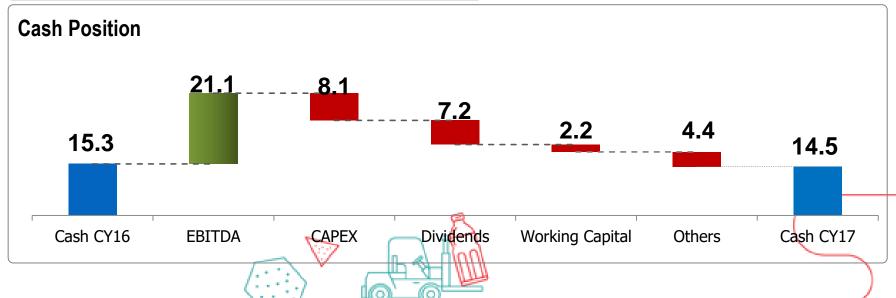


DESPITE THE CHALLENGES, THE BUSINESS MANAGED TO MAINTAIN A HEALTHY BALANCE SHEET



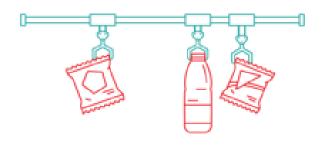


- ➤ Net debt of Php 23.4B due to long term debt of AUD 484M used for SBA's acquisition
- Gearing ratio of 0.47
- Major cash disbursements for CAPEX and Dividends payment



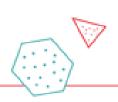
In billion pesos

16



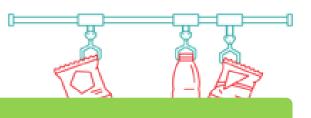
STRATEGY REFRESH







NEW EXTERNAL REALITIES



OPPORTUNITIES

Global Snacking Trends

INDULGENCE

PLAY

Delightful snacking experience that satisfies consumer cravings



NUTRITION

Healthy options that enhance the well-being of consumers



AUTHENTICITY

Fun and exciting novelty treats for sense kids to enjoy origin.



Trusted food with of heritage and



Growing middle class consumers, GDP per capita increasing

Continuous growth of convenience stores

ON - THE - GO Portable and convenient snacks whenever wherever





THREATS



Raw material cost pressures



FOREX devaluation

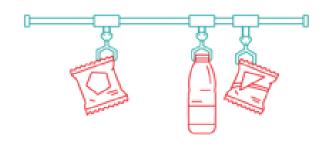


Inflation

Tougher competitive dynamics across all markets



BRING THE BUSINESS BACK ON TRACK



URC STRATEGIC PILLARS



FOCUS ON VALUE CREATION



UNLOCK NEW PATHS TO GROWTH



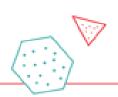


BUILD STRONG CULTURE OF QUALITY & SAFETY

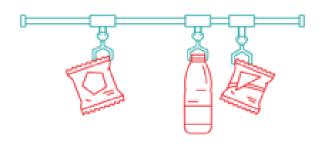


HARNESS SUSTAINABILITY AGENDA



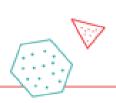






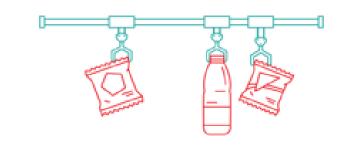
Q1 CY 2018 Financial Results







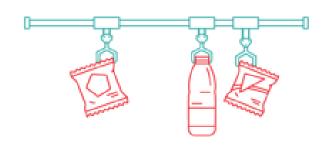
TOPLINE SLIGHTLY GREW WHILE MARGIN PRESSURE CONTINUES

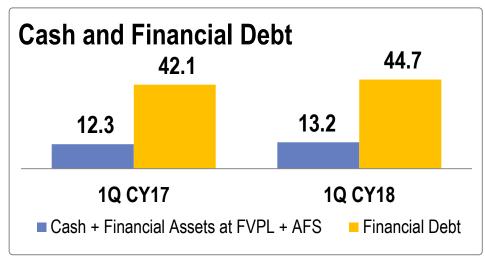


	1Q CY18	1Q CY17	Vs. SPLY
SALES	31.2	30.7	+2%
EBIT	3.5	4.0	-14%
EBIT MARGIN	11.1%	13.1%	-205 bps
CORE EARNINGS*	2.9	3.9	-25%
NET INCOME	3.0	3.4	-12%
EBITDA	5.0	5.6	-10%

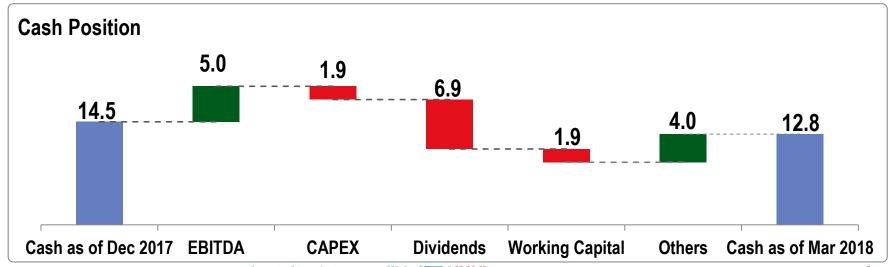
- ☐ Topline growth driven by recovery in Vietnam and good performance of Agro-Industrial Group (AIG)
- Margins significantly declined due to the continuing challenges in the Philippines compounded by inflation and forex devaluation
- Core earnings before tax decreased further due to lower operating income and higher other expenses

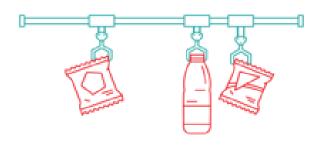
STRONG BALANCE SHEET AND CASH POSITION





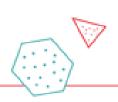
- Net debt of Php 31.5B due to long term debt of AUD 484M used for SBA's acquisition
- Gearing ratio of 0.59
- Major cash disbursements for CAPEX,
 Dividends payment and working capital





KEY PLANS & EXPECTATIONS FOR 2018





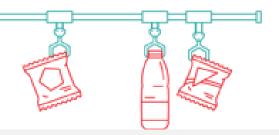


Official Announcement

Irwin C. Lee

President and CEO, URC

(Effective May 14,2018)





Key Career highlights in Retail & Corporate Strategy

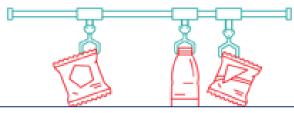
- Global Strategic Advisor, McKinsey & Co.
- Board of Director & Remuneration Committee Chairman, Wm Morisson Supermarkets Plc.
- ✓ CEO, Rustan Supercenters, Inc.
- Board Director, Rose Pharmacy under Jardine Matheson's

Key Career Highlights in FMCG

- ✓ As Regional VP in P&G Europe in 2014-2015, Irwin headed P&G's \$4.7 billion commercial operations across UK, Ireland, Sweden, Denmark, Norway and Finland which is P&G's 2nd largest regional cluster
- ✓ Delivered profitable growth through recession, and led P&G London's 2012 Olympics program when he was VP/MD of P&G UK & Ireland
- Irwin doubled the business within 3 years and restructured its entities, JVs, and partnership buyouts. He became a member of Global Finance leadership team in P&G when he was Finance VP in P&G Greater China
- ✓ He led P&G China's laundry detergent business to market leadership and profitability while streamlining 400 workforce operation across commercial teams as VP/MD for P&G greater China with dual roles as CMO and GM for laundry detergent business

Graduated Summa Cum Laude with a degree in BS in Commerce Major in Accounting from De La Salle University-Manila in 1984 and was 3rd place in the Philippine CPA Licensure Examinations in 1985

PLANS & EXPECTATIONS - 2018



EXTERNAL PRESSURES

- Macroeconomic environment will continue to remain challenging with inflation and forex devaluation a lingering concern
- Competitive intensity on coffee will drive further commoditization of the category
- Increasing volatility in soft commodities and packaging materials

We plan to bring the business back on track by growing topline high single digit and operating income growing slightly faster than sales for the year

DRIVE PORTFOLIO OPTIMIZATION AND BETTER ROUTE TO MARKET EXECUTION

- Drive portfolio optimization and focus on core categories/brands
- Review route to market execution and supply chain to further improve numeric distribution, stock weights and service levels
- Renovate key brands across the portfolio to improve equity
- · Realign our budgets to focus on performance driven promotions programs
- · Implement Price Increase to offset volatility
- Continue to scale up JV with Danone and Vitasoy

REVITALIZED LEADERSHIP

Major reorganization with key talents joining the organization

- Deputy CFO for Branded Foods Group
- VP Marketing for Beverages
- VP Sales for BCF PHL
- GM for Indonesia

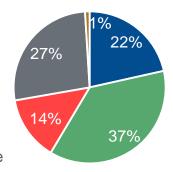
CY18 APPROVED CAPEX BUDGET Php 8BN

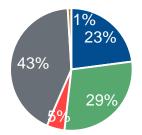




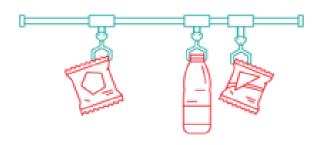
CFG

Corporate





Php 1.9BN CAPEX disbursed for 1Q2018



THANK YOU



