MINUTES OF THE 2020 ANNUAL MEETING
OF THE STOCKHOLDERS OF
RFM CORPORATION

The Annual Meeting of the Stockholders of RFM CORPORATION ("RFM") was held virtually on 29 July 2020 at 11:00 A.M. pursuant to the By-laws of the Corporation and in accordance with the notice of the meeting to all stockholders. Shareholders who were able to successfully register online have submitted their votes and were given access to the digital meeting.

On behalf of the Chairman of the Board of Directors, Mr. Felicisimo M. Nacino, Jr. presided and called the meeting to order after an invocation by Ms. Rona Ingrid Defensor. Atty. Mitchie Vanessa T. Magomnang, the Corporate Secretary, recorded the minutes of the meeting.

I. NOTICE OF MEETING

The Corporate Secretary confirmed that notice of the meeting was published in the Business Section of The Philippine Star and Manila Times which are both newspapers of general circulation, on July 4, 2020 and July 5, 2020, in accordance with the By-laws of the Corporation. The notice was likewise published online in the websites of both The Philippine Star and Manila Times, on the same dates.

Furthermore, the Corporate Secretary explained that in accordance with existing rules and regulations issued by the Securities and Exchange Commission in relation to the conduct of the Annual Stockholders' Meeting of publicly-listed companies, electronic copies of the Notice and Agenda, Information Statement, 2019 Annual Report and other pertinent documents were made available for viewing or inspection by any shareholder in RFM's website. The Corporate Secretary added that these materials have also been previously submitted to and are now available in the website of the Philippine Stock Exchange via its Electronic Disclosure Generation Technology platform or the so-called PSE EDGE.

II. CERTIFICATION ON THE PRESENCE OF A QUORUM

The Corporate Secretary certified that of the total outstanding shares of the Corporation, there were present at the meeting, virtually in person and by proxy, at least 2,943,539,153 (85.17%) percent of the outstanding capital stock.

III. APPROVAL OF PREVIOUS MINUTES

A copy of the minutes of the Annual Stockholders' Meeting held on 24 July 2019 was made available to the stockholders in the Company's website.

The reading of the minutes of the Annual Stockholders' Meeting held on 24 July 2019 was, upon motion duly made and seconded, and unanimously approved, dispensed with.

Thereafter, and upon motion duly made, seconded and unanimously approved, it was:

RESOLUTION ASM NO. 2020-07-01

RESOLVED, that the minutes of the Annual Stockholders' Meeting held on 24 July 2019 be, as it is hereby approved and ordered filed.

The shareholders were then informed by the Presiding Officer that the next item in the agenda is the presentation of the President's Report for 2019. They were likewise advised that those who wish to ask questions may do so by submitting the same through the Question and Answer box, by clicking the Q&A icon that they can find in the lower portion of their individual screens. The questions, if any, will be answered after presenting the President's Report.

IV. PRESENTATION OF THE PRESIDENT'S 2019 ANNUAL REPORT/2019 AUDITED FINANCIAL STATEMENTS

The President's 2019 Annual Report was presented by Mr. Enrique Oliver I. Rey-Matias, Vice-President and Chief Finance Officer of the Corporation. *(A copy of the slide presentation is hereto attached).*

The highlights of the President's Report are as follows:

Last year, 2019, RFM Corporation was able to sustain its net income growth and posted a Php1.230B income on the back of Php15.33B in net sales. Net sales essentially grew by 9% while net income increased by 11% increase as compared to the 2018 results.

Behind the Company's robust financial performance in 2019 are the solid brands of the company which are composed of the Selecta Ice Cream joint venture (Unilever RFM Ice Cream, Inc.), Royal and Fiesta Pasta products and its Selecta Milk segment.

According to Nielsen data, the Selecta Ice Cream business still dominated the Philippine total ice cream market as it remains to be Number 1 the country, with a 78% market share as of April 2019. In the ready to drink white milk category, the Selecta Fortified Milk is the fastest growing milk in the country.

Additionally, in order to sustain RFM's growth momentum in milk and pasta, the Company has invested part of its funds in additional production capacity by providing new milk and spaghetti sauce facilities in the total amount of Php400M in 2019. For its supply chain, the Company has installed a new racking system in its Diezmo warehouse to support the growing consumer needs of its products.

The Company's cash position remained strong, with Php4B at the end of 2019. RFM parent company also remains debt-free as of today and continues to use its liquidity for its share buy-back program, with around 49million bought-back listed treasury shares held as of June 2020.

This steady growth of RFM income has seen the Company's Return of Equity improved in 2019 to 10.15% from 9.48% in 2018 and 9.37 in 2017. While Return on Asset for 2019 was 6.58% from 6.59% in 2018 and 6.56% in 2017.

Mr. Rey-Matias also explained that the Company's 2020 first half Net Income has reached Php611M on Php7.09B of Net Sales amidst the challenges being faced during this pandemic and economic slowdown. Total sales from January to June 2020 has increased by 2% while income for the same period has improved by 5%. All of these were achieved notwithstanding that the Company's production facilities and its workforce were running below capacity during the lockdown period in March. The demand for pasta, milk and hotcakes remained strong, however, as these are essential goods. And to keep production capacity flowing, the Company has provided transportation, lodging, food and extra allowances to its workers during the lockdown.

Furthermore, RFM has donated to communities around its manufacturing facilities some antibody rapid testing kits. It has likewise allowed a work-from-home arrangements for its personnel to continue servicing its collection, payables and other corporate tasks.

Mr. Rey-Matias also reported that RFM's Balance Sheet for the second half of 2020 showed a big cash position which in turn helps in regularly paying the Company's suppliers. The Company remains to have an optimistic outlook in terms of growth rate for the remainder

of the year. On top of the healthy cash position, the Board of Directors has recently declared the second tranche of cash dividends from the 2019 income in the amount of Php366M or Php0.1060 per share. He further mentioned that an additional Php500M budget for RFM's share buyback program has just been approved, increasing said budget to Php1.4B.

The President and CEO, Mr. Jose Ma. A. Concepcion III, added that for this year, RFM's performance has been quite good despite the current health situation. And one of the best news is that Selecta Fortified Milk is now the market leader in the country in the ready-to-drink milk classification. He said that while most of the food manufacturers have benefited from the imposition of the "enhanced community quarantine" (ECQ) in the National Capital Region mainly due to panic-buying of essential goods, food products included, the greater concern however should be the macro environment, the pandemic having incapacitated most of the Small and Medium Sized Enterprises (SMEs). The supply of products in many of these SMEs, for example the sari-sari stores which sell Selecta ice cream, was greatly disrupted during the ECQ. There was also the challenge of how to keep the company workers safe from Covid-19 while they are working.

Moving forward, Mr. Concepcion is bullish that RFM will remain strong as it is in the essential sector. He also expects that the following months will generate more sales as Filipinos will start stocking up with their groceries in preparation for the Christmas season.

On the questions raised by the shareholders as to how the Company responded to the Covid-19 outbreak and what is the likely impact of the "new normal" on RFM's businesses, Mr. Concepcion explained that the company is a big supporter of Go Negosyo which is taking the lead in giving assistance to the micro businesses. He also cited that being the Presidential

Adviser on Entrepreneurship, his role is to see it that the SMEs be spared from this pandemic, but since this not possible, then to help in easing the burden of these small and medium establishments as well as the large enterprises. As a representative of the private sector, he said that he constantly coordinates with the government in trying to create a pathway of a roadmap on how businesses and the people can co-exist with the virus, pending discovery of a cure.

After which, the President's Annual Report, the Audited Financial Statements for the year 2019 as prepared by RFM's Management and the Auditor's Report issued by SGV & Co., the Company's External Auditor, were presented to the stockholders for approval.

Upon motion duly made, seconded and unanimously approved, it was:

RESOLUTION ASM NO. 2020-07-02

RESOLVED, that the Annual Report of the President of the Corporation for the period starting 01 January 2019 to 31 December 2019 be and the same is hereby noted and a hard copy of the same be appended to the minutes of this meeting.

RESOLUTION ASM NO. 2020-07-03

RESOLVED, that the Audited Financial Statements for 2019 of RFM Corporation prepared by the Management as well as the Auditor's Report issued by SGV & Co., be as they hereby are noted and approved.

V. RATIFICATION OF ACTS OF MANAGEMENT

The Presiding Officer then presented to the stockholders the matter of the confirmation of the acts of the Corporation's Board of Directors and corporate officers for the period between the 2019 Annual Stockholders' Meeting until the current meeting. After due discussion, and upon motion made, seconded and unanimously approved, it was:

RESOLUTION ASM NO. 2020-07-04

RESOLVED, that the minutes of all meetings of the Board of Directors of the Corporation covering the period between the 2019 Annual Stockholders' Meeting until the current meeting, be, and the same are hereby ratified, approved and confirmed.

RESOLVED FURTHER, that all resolutions adopted by the Board of Directors at the said meetings be ratified and adopted by the stockholders and that any and all acts and proceedings of the Corporation's Board of Directors and Corporate Officers since the 2019 Annual Stockholders' Meeting until the current meeting, pursuant to and in conformity with such resolutions, be and the same are hereby ratified, approved and confirmed.

VI. ELECTION OF DIRECTORS

The meeting proceeded with the election of the members of the Board of Directors of the Corporation for the year 2020-2021. The Chairman called for nominations for the eleven (11) seats available at the Board. Pursuant thereto, the following were nominated and elected:

Jose S. Concepcion Jr.
Jose Ma. A. Concepcion III
John Marie A. Concepcion
Ma. Victoria Herminia C. Young

Ernest Fritz Server
Joseph D. Server, Jr.
Francisco A. Segovia
Raissa Hechanova Posadas
Jose Ma. Christian O. Concepcion IV
Romeo L. Bernardo as Independent Director
Lilia R. Bautista as Independent Director

No other nominations having been made, the Presiding Officer thereupon announced that the foregoing nominees were unanimously elected directors of the Corporation for the year 2020-2021 effective upon their qualification and until their successors are duly elected and qualified.

Upon motion duly made, seconded and unanimously approved, it was:

RESOLUTION ASM NO. 2020-07-05

RESOLVED, that the following:

Jose S. Concepcion Jr.
Jose Ma. A. Concepcion III
John Marie A. Concepcion
Ma. Victoria Herminia C. Young
Ernest Fritz Server
Joseph D. Server, Jr.
Francisco A. Segovia
Raissa Hechanova Posadas
Jose Ma. Christian O. Concepcion IV
Romeo L. Bernardo as Independent Director
Lilia R. Bautista as Independent Director

are elected directors of the Corporation for the year 2020-2021 effective upon their qualification and until their successors are duly elected and qualified.

VII. APPOINTMENT OF EXTERNAL AUDITOR

The Presiding Officer then opened the table for the appointment of the Company's External Auditor for the year 2020-2021. Upon motion duly made, seconded and unanimously approved, it was:

RESOLUTION ASM NO. 2020-07-06

RESOLVED, that the appointment of the External Auditor of the Corporation for the year 2020-2021 be delegated to the Board of Directors.

VIII. AMENDMENTS TO RFM CORPORATION'S BY-LAWS TO COMPLY WITH THE APPLICABLE PROVISIONS OF THE REVISED CORPORATION CODE OF THE PHILIPPINES

The meeting then proceeded with the presentation to the stockholders of the proposed amendment to the Corporation's By-laws in order to conform to the provisions of Republic Act No. 11232, otherwise known as the Revised Corporation Code of the Philippines. The revisions mainly pertain to the inclusion of remote communication, such as videoconferencing and the like, as a mode of holding meetings of the Board of Directors and the conduct of the Company's Annual Shareholders' Meeting.

The reading of the abovestated proposed amendments to the Company By-laws was, upon motion duly made and seconded, and unanimously approved, dispensed with since the said proposed amendments were previously uploaded to and made available for viewing and inspection in RFM's website.

Thereafter, and upon motion duly made, seconded and unanimously approved, it was:

RESOLUTION ASM NO. 2020-07-07

"RESOLVED, as it is hereby RESOLVED, that the amendments to the Corporation's By-laws in order to conform to the provisions of Republic Act No. 11232, otherwise known as the Revised Corporation Code of the Philippines, are hereby approved and ratified."

A copy of the By-Laws of RFM Corporation containing the foregoing amendments is attached hereto.

IX. ADJOURNMENT

Before adjournment, Mr. Jose Ma. A. Concepcion III took the opportunity to thank the Presiding Officer, Mr. Felicisimo M. Nacino, Jr., for the latter's service as one of RFM's Board members. According to the President and CEO, Mr. Nacino has been a long-time officer before becoming a director, whose contributions greatly helped in making the Company to where it is today. Mr. Nacino likewise expressed his gratitude to the Company's management and its people for the support he has received all throughout his tenure in RFM.

There being no further matters to discuss, the meeting thereupon adjourned.

ATTY. MITCHIE VANESSA T. MAGOMNANG
Corporate Secretary

ATTEST:

JOSE S. CONCEPCION, JR.
Chairman