

**Upson International Corp.**

**Minutes of**

**2025 Annual Stockholders' Meeting**

held virtually via Zoom  
on May 26, 2025, 3:00 P.M.

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**Directors and Officers Present:**

Lawrence O. Lee, Chairman  
Arlene Louisa T. Sy, Chief Executive Officer and President  
Rolando O. Raval, Jr., Director, Chief Operations Officer, and Moderator of the Meeting  
Marcos A. Legaspi, Director and Chief Finance Officer  
Anthony Thomas C. Roxas, Jr., Director, Investor Relations Officer  
Jose Vicente C. Bengzon III, Independent Director  
Ricardo A. Lee, Director  
Raul M. Leopando, Director  
William Lim, Director  
Chun Bing G. Uy, Independent Director  
Dennis F. Uy, Corporate Secretary  
Darwin L. Mendoza, Compliance Officer

**Also Present:**

Representatives from Reyes Tacandong & Co., External Auditor  
Representatives from PNB Trust Banking Group, Transfer Agent

**Other Stockholders Present/Represented:**

Anita Lim  
Jendres Holdings, Inc.  
Virdura Holdings, Inc.  
Unitrust Investments Corporation

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The 2025 Annual Stockholders' Meeting (ASM) of Upson International Corp. (the "Corporation") opened with an invocation followed by the Philippine National Anthem.

Mr. Raval introduced the members of the Board of Directors and the Management who were present at the ASM. Mr. Raval also acknowledged the presence of the representatives of the Corporation's External Auditor and Transfer Agent before he turned over the Meeting to Mr. Lawrence Lee to preside the ASM.

**I. Call to Order**

Mr. Lawrence Lee, the Chairman of the ASM, welcomed the Corporation's stockholders, Board of Directors, Management team, and stakeholders to the ASM then called the Meeting to order.

**II. Certification of Notice and Quorum**

Before proceeding, the Corporate Secretary, Mr. Dennis Uy, was requested to certify the posting and publication of the Notice and Quorum for the ASM.

Mr. Uy certified that in compliance with the rules issued by the Securities and Exchange Commission, the Notice of the Meeting with relevant information was uploaded and posted on the Philippine Stock Exchange, Inc.'s Edge Portal and the Corporation's website beginning March 21, 2025.

Further, Mr. Uy also stated that the same Notice was published in the business sections of Manila Bulletin and the Philippine Star, two newspapers of general circulation, in both print and online formats for two consecutive days, at least 21 days prior the Meeting.

Based on records, stockholders who registered and are participating in the Meeting, personally or by proxy, represent 2,437,499,600 common shares or 78% of the Corporation's total outstanding capital stock as of May 6, 2025, the Record Date of the ASM, as tabulated by the Corporation's Transfer Agent. The Corporate Secretary therefore certified that a quorum was present for the Meeting.

Mr. Uy also informed the attendees that Reyes Tacandong & Co. was the third-party tabulator of votes for the Meeting.

Lastly, he announced that the Meeting will be recorded.

### **III. Approval of the Minutes of the Previous Meeting held on May 27, 2024**

The Chairman then proceeded to the Approval of the Minutes of the Previous Annual Meeting of Stockholders.

The Corporate Secretary was asked if the copies of the said Minutes were provided to stockholders.

As confirmed by the Corporate Secretary, a copy of the Minutes of the Previous Annual Meeting of Stockholders was posted on the Corporation's website. The link of the said Minutes was also provided in the approved and published Definitive Information Statement for the Meeting (DIS), which was also uploaded and posted on the Philippine Stock Exchange, Inc.'s Edge Portal and the Corporation's website.

The Chairman then asked for the voting results.

Before presenting the voting results, the Corporate Secretary stated that registered shares with no voting instructions shall be voted "For" for the matter under consideration, as stated in the DIS.

The Corporate Secretary then presented that based on the tabulation of votes, 2,437,499,600 common shares or 100% of stockholders present or represented in the Meeting voted in favor of the approval.

For		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
2,437,499,600	100	78

Against		
Shares Voted	Percent of Shares	Percent of Outstanding

	Present/Represented	Capital Stock
-	-	-

Abstain		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
-	-	-

With the voting results, the motion was carried and the following resolution approving the minutes of the previous meeting of stockholders held on May 27, 2024 was approved:

*"Resolved, to approve the Minutes of the Previous Annual Stockholders' Meeting of Upson International Corp held on May 27, 2024."*

The Chairman then advised the Corporate Secretary to ensure that the Minutes of the Meeting reflect the resolutions adopted and approved, with corresponding tabulation of votes for each item.

#### **IV. Annual Report and Audited Financial Statements for the period ended December 31, 2024**

The Chairman proceeded to the next item in the Agenda. He requested Ms. Arlene Louisa Sy, Chief Executive Officer and President, to present the Corporation's Annual Report and Audited Financial Statements for the period ended December 31, 2024 as follows:

*"To our shareholders and stockholders, good afternoon and welcome. Today we do more than review 2024; we shall endeavor to unpack its momentum, its markers, and its meaning.*

*Before we delve into the numbers, let me walk you through the story we've prepared for today.*

*We begin with a clear-eyed look at where we are, our present standing, grounded in data and shaped by the choices we've made.*

*We then shift to recognition and awards - not for the sake of applause, but to reflect how external validation affirms internal conviction.*

*Next, we trace our growth trajectory, not as a line on a chart but as the building blocks we have laid down for 2024.*

*Along this path, we unpack the engine of our expansion, both the steady pulse of organic growth and the calculated leaps of inorganic gains.*

*Let me begin with reach. Our nationwide presence has grown to 245 branches, up from 232. Each location, a commitment. Each branch, a calculated bet on access. Our retail footprint now spans 30,302 square meters. That's 3 hectares of retail space. A 6.32% expansion that reflects our scale and readiness.*

*We now carry 15,125 stock keeping units in total inventory. This is growth not by volume alone but by relevance, up 16.34% and still sharpening.*

*In 2024, we added 10 new tech brands to our portfolio. That brings us to 125 globally respected names. This means more brands, more choices, more reasons for customers to walk in.*

*And we've closed the final gap. We now have presence in all 18 regions of the Philippines. No longer expanding toward full coverage, we are already there.*

*In 2024, our efforts were recognized by those who matter most in our supply chain. We received over 32 distinctions from global technology partners, a reflection of how consistency in retail execution builds trust across the industry.*

*To name a few, among the awards were citations from HP, Acer, ASUS, and Lenovo which are leading brands in personal computers category.*

*We also earned top accolades from Huawei and OPPO, affirming our performance in mobility and connected devices.*

*Additional recognition came from specialized tech leaders like Seagate in storage solutions and TP-Link in networking.*

*Each award is simply a token of past performance and a signal of deeper alignment. They are a testament that showcase how we carried their products and outperformed their benchmarks of market relevance and reach.*

*With 245 branches nationwide as of end 2024, we concluded with ₱11.4 billion in revenues, up from ₱10.01 billion in 2023. This is a 14.24 percent increase. This growth reflects wider market reach and improved channel performance.*

*Within such growth, ₱304 million came from iStudio, our new retail company focused on Apple products, which began operations only in the final four months of the year. The traction has been immediate and measurable.*

*Gross profit margin last year was at 21.03 percent when measured independently. However, at the consolidated level, the gross margin held steady at 20.73 percent. This is largely due to the contribution of iStudio, where Apple's pricing model naturally yields lower margins compared to our other core product lines.*

*Same store sales grew 6.78 percent. This is a significant improvement from the 1.01 percent reported in 2023. The foot traffic is back. The buying intent is stronger. The sales mix is smarter.*

*EBITDA increased to ₱1.2 billion, with EBITDA margin inching up to 10.45 percent from 10.16 percent in 2023. This result is despite the ongoing investments in infrastructure, the addition of 20 new selling space and two more warehouses. These are deliberate steps taken to support operational resilience and future scale.*

*Net income closed at ₱481.5 million, a slight increase year-on-year. However, net income margin also softened to 4.21 percent, a reflection of the expansion-related costs incurred throughout the year*

*We remain steadfast in our medium term goal for expansion.*

*In 2024, We opened 20 branches but closed 7 to yield a net of 13 branches. The said closures are primarily due to rezoning policies by landlords in malls. But we are now at 245 strong, bringing our total retail space to 3 hectares worth. \*click\* There were headwinds along the way such as*

regulatory compliances. A hurdle we have to prudently navigate. There is also the challenge of adequate space availability from mall operators. So we complement this with roadside expansion in areas ripe for business ahead of the malls. As of year end 2024, we have a total of 32 roadside outlets.

To reinforce this growth trajectory, we have expanded our infrastructure backbone with two newly established warehouses in Iloilo and Cabaatuan which are strategically placed to complement our existing network of six. These 2 warehouse additions enhance our logistical coverage and enable faster, more cost-efficient servicing of 15 branches each, within their respective zones. Each warehouse is equipped with upgraded logistics systems and supported by favorable delivery partnerships with key suppliers, designed to tighten our distribution cycle and manage transport costs. This helps us observe our uniform pricing of products in all our branches nationwide.

In a landscape crowded with choice, our strength lies in consistency. What defines us are the principles we commit to, not the numbers we report. Allow us to reiterate our core strengths:

*Accessibility.* With 245 branches in all 18 regions, we are present where others are absent. We are accessible not in theory, but in geography.

*Availability.* We maintain 15,125 SKUs supported by infrastructure designed for speed, scale, and certainty. The product is there when it's needed, where it's needed.

*Authenticity.* We are a certified retailer of original, untampered products. In an industry where shortcuts abound, we keep the line clear and the standards high.

*Support.* Our eight warehouses are not storage units. They are engines. They move volume, reduce logistic costs, and keep branches stocked and customers served.

These are our core strengths. This is our edge.

To grow strategically, we build organically from within and inorganically, by addition.

We established two new companies last year. The first is iStudio Technologies Philippines, focused on capturing the premium Apple segment. It is curated for a market that values nuance, precision, and identity. With its own theme, it stands as a distinct ecosystem. It requires concentration, and a deeper understanding of the premium choice. In the last four months of 2024, we have seen the traction take hold. Market entry is no longer theoretical. It is operational.

The second company, Upson Global, is in its pre-operational phase. It will begin with water purification technology, as the exclusive nationwide franchise holder of the trusted Philips brand. It is a full franchise structure, focused on deploying safe, certified, and accessible water solutions across the country. Other smart home technology may follow, but this is where it starts.

Both companies shall be self-sufficient and expansion shall not come from Upson's operational cashflows.

Strategic growth requires both timing and intent...

...Organic when the roots are ready,

...Inorganic when the soil is right.

*We know that both are present.*

*In closing, we spoke today of strategic growth. But growth, by itself, is not the goal. It must be sustained. It must be aligned with the value we owe to you, who invested, who believed, and who hold us to account.*

*Your continued support is not taken as given. It is acknowledged. And it strengthens our commitment to move with purpose, and to deliver with consistency.*

*We enter 2025 with more than plans. We enter with momentum shaped by our core strengths and strategy. This is how we continue to grow. This is how we continue to deliver.*

*Thank you once again for standing with us.*

*Until the next.*

*Good afternoon."*

The Chairman then thanked Ms. Sy for the presentation for stockholders' consideration and approval, then asked the Corporate Secretary to announce the following voting results:

For		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
2,437,499,600	100	78

Against		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
-	-	-

Abstain		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
-	-	-

With the voting results, the motion was carried and the following resolution approving the Annual Report and Audited Financial Statements for the period ended December 31, 2024 was approved:

*"Resolved, to note and approve the Annual Report and Audited Financial Statements of Upson International Corp. for the period ended December 31, 2024."*

#### **V. Ratification of Acts of the Board of Directors and the Management**

The next item in the Agenda was the Ratification of Acts of the Board of Directors and the Management made and adopted since the previous annual meeting of stockholders on May 27, 2024 until May 26, 2025.

The Chairman asked the Corporate Secretary briefly discuss the matter.

As discussed by the Corporate Secretary, the acts of the Board of Directors and the Management are reflected in the minutes of meetings, which includes acts and resolutions covered by publicly-

available disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange, Inc. The acts of the Board of Directors and the Management were taken in the general conduct of the Corporation's business.

The Chairman then asked for the following voting results:

For		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
2,437,499,600	100	78

Against		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
-	-	-

Abstain		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
-	-	-

With the voting results, the motion was carried and the following resolution ratifying the acts of the Board of Directors and the Management was approved:

*"Resolved, to ratify the acts made and adopted by the Board of Directors and the Management of Upson International Corp. from May 27, 2024 to May 26, 2025."*

#### VI. Election of Directors, including Independent Directors, for the ensuing year

The Chairman proceeded to the Election of Directors, including Independent Directors, for the ensuing year. He requested Ms. Arlene Louisa Sy, Chief Executive Officer, President, and member of the Nomination Committee, to present the following names of nominees to the Board of Directors:

Mr. Lawrence O. Lee,  
 Mr. Ricardo A. Lee,  
 Mr. William Lim,  
 Ms. Arlene Louisa T. Sy,  
 Mr. Rolando O. Raval, Jr.,  
 Mr. Marcos A. Legaspi,  
 Mr. Anthony Thomas C. Roxas, Jr.,  
 Mr. Raul M. Leopando,  
 Mr. Chun Bing G. Uy (as Independent), and  
 Mr. Jose Vicente C. Bengzon III (as Independent).

Ms. Sy also mentioned that that the profiles of the aforementioned nominees are also provided in the DIS.

The Corporate Secretary was then asked to announce the following voting results:

Lawrence O. Lee	For		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	2,437,499,600	100	78
Against			

	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	-	-	-
	Abstain		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
-	-	-	

Ricardo A. Lee	For		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	2,437,499,600	100	78
	Against		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	-	-	-
	Abstain		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
-	-	-	

William Lim	For		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	2,437,499,600	100	78
	Against		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	-	-	-
	Abstain		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
-	-	-	

Arlene Louisa T. Sy	For		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	2,437,499,600	100	78
	Against		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	-	-	-
	Abstain		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
-	-	-	

Rolando O. Raval, Jr.	For		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	2,437,499,600	100	78
	Against		
	Shares Voted	Percent of Shares Present/ Represented	Percent of Outstanding Capital Stock
	-	-	-
	Abstain		

	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	-	-	-

Marcos A. Legaspi	For		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	2,437,499,600	100	78
	Against		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	-	-	-
Abstain			
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock	
-	-	-	

Anthony Thomas C. Roxas, Jr.	For		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	2,437,499,600	100	78
	Against		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	-	-	-
Abstain			
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock	
-	-	-	

Raul M. Leopando	For		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	2,437,499,600	100	78
	Against		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	-	-	-
Abstain			
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock	
-	-	-	

Jose Vicente C. Bengzon III	For		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	2,437,499,600	100	78
	Against		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	-	-	-
Abstain			

	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	-	-	-

Chun Bing G. Uy	For		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	2,437,499,600	100	78
	Against		
	Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
	-	-	-
	Abstain		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock	
-	-	-	

Given the voting results, the Corporate Secretary confirmed that all nominees garnered sufficient votes to be elected. Subsequently, the motion was carried and the following resolution electing the aforementioned nominees as directors was adopted:

*“Resolved, to elect the following as directors of  
Upson International Corp. for 2025 to 2026:*

*Lawrence O. Lee  
Ricardo A. Lee  
William Lim  
Arlene Louisa T. Sy  
Rolando O. Raval, Jr.  
Marcos A. Legaspi  
Anthony Thomas C. Roxas, Jr.  
Raul M. Leopando  
Chun Bing G. Uy (as Independent)  
Jose Vicente C. Bengzon III (as Independent)”*

The Chairman congratulated the elected members of the Board of Directors.

## **VII. Appointment of External Auditor**

The next item in the Agenda was the Appointment of External Auditor. The Chairman turned over the floor to Mr. Jose Vicente Bengzon III, Independent Director and Chairman of the Audit Committee.

Mr. Bengzon presented that as pre-screened by the Audit Committee, and endorsed by the Board of Directors, Reyes Tacandong & Co. or RT&Co. is being endorsed for appointment as the Corporation’s External Auditor for the fiscal year ending December 31, 2025. Mr. Bengzon also added that a brief description of RT&Co. is provided in the DIS.

The Chairman thereafter thanked Mr. Bengzon then asked the Corporate Secretary on the following voting results:

For		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock

2,437,499,600	100	78
<b>Against</b>		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
-	-	-
<b>Abstain</b>		
Shares Voted	Percent of Shares Present/Represented	Percent of Outstanding Capital Stock
-	-	-

With the voting results, the motion was carried and the following resolution was approved:

*“Resolved, to appoint Reyes Tacandong & Co. as the External Auditor of Upson International Corp. for the fiscal year ending December 31, 2025.”*

**VIII. Other Matters/Question and Answer**

The Chairman proceeded to the Question and Answer portion. The Chairman then mentioned that “In line with the provisions of the Revised Corporation Code of the Philippines and the Code of Corporate Governance for Publicly-listed Companies, all stockholders of record as of May 6, 2025 are allowed to send questions to the office of the Corporate Secretary, and through the chat box of the virtual meeting. For those that will not be entertained due to time constraints, rest assured that we will respond to your questions after this Meeting.” He then requested the Moderator of the ASM to read the questions.

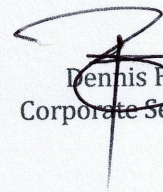
Upon checking, the Moderator informed the Chairman that no questions were received.

The Chairman then inquired if there are other matters. The Corporate Secretary responded that there are no other matters.

**IX. Adjournment**

The Chairman thereafter adjourned the ASM and thanked everyone who joined the Meeting.

Prepared by:

  
 Dennis F. Uy  
 Corporate Secretary