

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
May 19, 2022
2. SEC Identification Number
147669
3. BIR Tax Identification No.
000-432-378
4. Exact name of issuer as specified in its charter
Cosco Capital, Inc.
5. Province, country or other jurisdiction of incorporation
Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
No. 900 Romualdez St., Paco, Manila
Postal Code
1007
8. Issuer's telephone number, including area code
09178612459
9. Former name or former address, if changed since last report
None
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common shares	7,187,529,764

11. Indicate the item numbers reported herein
Other Matters

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Cosco Capital, Inc. COSCO

PSE Disclosure Form 4-4 - Amendments to By-Laws *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendments to By-Laws of Cosco Capital, Inc.

Background/Description of the Disclosure

Amendments to By-Laws of Cosco Capital, Inc.

Date of Approval by Board of Directors	May 19, 2022
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Article II Section 2	Please see attached	Please see attached
Article III Section 1	Please see attached	Please see attached
Article III Section 2	Please see attached	Please see attached
Article III Section 3	Please see attached	Please see attached
Article III Section 6	Please see attached	Please see attached
Article III Section 7	Please see attached	Please see attached
Article IV Section 7	Please see attached	Please see attached
Article IV Section 8	Please see attached	Please see attached
Article IV Section 9	Please see attached	Please see attached

Rationale for the amendment(s)

To improve corporate governance practices of the company and for the board to have flexibility in holding stockholders and board meetings.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None

Other Relevant Information

None

Filed on behalf by:

Name	Candy Dacanay-Datuon
Designation	Assistant Corporate Secretary / Compliance Officer



May 19, 2022

Securities and Exchange Commission
PICC Complex, Roxas Boulevard, Pasay City

Attention: Mr. Vicente Graciano P. Felizmenio, Jr.
Director, Markets and Securities and Regulation Department

Philippine Stocks Exchange
6/F, PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: Ms. Alex D. Tom Wong
OIC, Disclosure Department

Re: Result of Cosco Capital Board Meeting dated May 19, 2022

Gentlemen:

The Board of Directors of Cosco Capital, Inc., at its special meeting today, approved the following:

A. Agenda for the 2022 Annual Stockholders Meeting

- (a) Call to Order
- (b) Certification of Notice and Quorum
- (c) Approval of Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2021
- (d) Annual Report and Approval of the 2021 Audited Financial Statements
- (e) Election of Regular and Independent Directors
- (f) Amendment of Bylaws
- (g) Re-appointment of External Auditor and fixing its remuneration
- (h) Other Matters
- (i) Adjournment

B. Amendment of Bylaws

The proposed amendments in the bylaws are presented in the table below:

<i>From</i>	<i>To</i>
Section 2 Article 11 Shares of stock shall be transferred by delivery of the certificate endorsed by the owner or his attorney-in-fact or other person legally authorized to make the transfer, but no transfer shall be valid effective insofar as the corporation is concerned until duly registered upon the books of the company, and before a new certificate is issued, the old certificate must be entered for	Section 2 Article II Shares of stock shall be transferred by delivery of the certificate endorsed by the owner or his attorney-in-fact or another person legally authorized to make the transfer. But no transfer shall be effective insofar as the corporation is concerned until it is duly registered in the corporation's books and before the new

<p>cancellation upon the face thereof, and the Secretary shall keep the canceled certificate as proof of substitution.</p> <p>The stock book of corporation shall be closed for transfers ten (10) days next preceding general elections of directors and officers and during ten (10) days next preceding date upon which dividend are declared payable and during each additional time as the Board of Directors may from time to time determine and fix.</p>	<p>certificate is issued. The old certificate must be entered for cancellation upon the face thereof, and the Secretary shall keep the canceled certificate as proof of substitution.</p> <p><u>The stock and transfer book shall be closed for transfer at least twenty (20) days for regular meetings and seven (7) days for special meetings before the scheduled date of the stockholders meeting.</u></p> <p><u>The Board of Directors shall fix a record date to determine the stockholders entitled to notice of or vote at any meeting of stockholders or any adjournment thereof.</u></p>
<p>Section 1 Article III</p> <p>The annual meetings of the stockholders of this corporation shall be held in Metro Manila on the last Friday of June of each year at such hour as stated in the notice of meetings which the Board of Directors may determine.</p>	<p>Section 1 Article III</p> <p>The annual meeting of the stockholders of this corporation shall be held in Metro Manila on the last Friday of June of each year at such time as may be fixed by the Board of Directors.</p> <p><u>The corporation may conduct physical or entirely virtual meetings subject to the applicable guidelines of the Securities and Exchange Commission.</u></p>
<p>Section 2 Article III</p> <p>The special meetings of the stockholders may be called at the principal office of the corporation at any time by resolution of the Board of Directors or by order of the President.</p>	<p>Section 2 Article III</p> <p>The special meetings of the stockholders may be called at the principal office of the corporation at any time by resolution of the Board of Directors or by order of the President.</p> <p><u>The corporation may conduct physical or entirely virtual special meetings subject to the applicable guidelines of the Securities and Exchange Commission.</u></p>
<p>Section 3 Article III</p> <p>Notice of meeting written or printed for every regular or special meetings of the stockholder shall be prepared and mailed to the registered post office address of each stockholder or personally served upon each of them at least thirty (30) days prior to the date set for such meeting, and if for a special meeting, such notice shall state the</p>	<p>Section 3 Article III</p> <p>Notices <u>and information statements</u> for regular or special meetings of stockholders shall be sent to stockholders by <u>electronic transmission</u> or by other means the Securities and Exchange Commission shall allow under its guidelines. <u>The notice shall be sent to stockholders on record twenty-one (21) days before the regular</u></p>

<p>object or objects of the same. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding threat when the stockholders thereof voted without protest. No publication of notice of meeting in the public newspapers shall be required. Such written notice, however, may be waived in writing by the stockholders.</p>	<p><u>meeting and seven (7) days before the special meeting.</u></p> <p>The notice shall state the date, hour, place, and purposes for which the meeting is called.</p> <p><u>Electronic transmission means the delivery or transfer of data, information, or document by electronic email, posting on the company website and the Philippine Stock Exchange disclosure system, or other means of electronic transfer of data or information.</u></p> <p>No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding threat when the stockholders thereof voted without protest. No publication of notice of meeting in the public newspapers shall be required. Such written notice, however, may be waived in writing by the stockholders.</p>
<p>Section 6 Article III</p> <p>At each meeting of the stockholders, every stockholder shall be entitled to vote in person or by proxy, and he shall have one vote for each share of stock standing in his name on the books of the corporation at the time of the closing of the transfer books on the day preceding the meeting; provided, however, that all meetings for the election of directors the shares of stocks will be voted as provided in Section 24 of the Corporation Code.</p>	<p>Section 6 Article III</p> <p><u>A stockholder may vote in person, by proxy, through remote communication, or in absentia subject to the applicable guidelines of the Securities and Exchange Commission. He shall have one vote for each share of stock standing in his name on the corporation's books at the record date fixed in the bylaws or by the Board of Directors. Provided, however, that in all meetings for the election of directors, the shares of stocks shall be voted following Section 23 of the Revised Corporation Code.</u></p>
<p>Section 7 Article III</p> <p>Election of the directors shall be held at the annual meeting of stockholders to be held on the LAST FRIDAY OF JUNE of every year as herein provided and shall be done by a majority of stock represented in the meeting and shall be conducted in the manner provided by the Corporation Law of the Philippines, as and with such a formality and in such manners as the officer presiding at the meeting shall then and there determine and provide. ALL NOMINATIONS</p>	<p>Section 7 Article III</p> <p>Election of the directors shall be held at the annual meeting of stockholders every last Friday of June of every year and shall be done in the manner provided by the Revised Corporation Code.</p> <p>All nominations for the position of Director must be received by the Corporate Governance Committee of the corporation on or before the record date fixed by the</p>

FOR THE POSITION OF DIRECTOR MUST BE RECEIVED BY THE CORPORATE SECRETARY AT LEAST FIVE (5) BUSINESS DAYS PRIOR TO SUBMISSION OF THE DISCLOSURE TO THE SES AS PROVIDED IN THE SECURITIES REGULATION CODE. Any stockholder having at least five million (5,000,000) shares registered in his name in the books of the corporation may be elected director, provided however that no person shall qualify or be eligible for nomination or election as director if such person (i) is an antagonistic-competitor of the Corporation, or (ii) is engaged in the distribution or trading of securities listed in the Philippine Stock Exchanges. Without limiting the generality of the foregoing, a person shall be deemed to be an antagonistic-competitor to the Corporation or engaged in the distribution or trading securities:

(a) if such person, directly or indirectly, either by himself or through persons known to be associated with him, under his influence or control, has done or caused to be done acts deemed inimical to the interest, business or goodwill of the Corporation;

(b) if he is a director, officer, manager or controlling person of, or the owner (either of rector or beneficially) of 10% or more of any outstanding class of shares of a corporation or partnership engaged in the distribution or trading of securities listed in Philippine Stock Exchanges; or

(c) if he is an agent, trustee, partner, nominee, director, officer or employees of or if he is a spouse or relative within the 4th civil degree, either by consanguinity or affinity of, or a person controlling, controlled by or under common control with any person set forth above.

The determination of whether a person is disqualified to become a director under this Section shall be made by a Committee of three (3) disinterested persons, who may or may not be stockholders of the Corporation, to be appointed by the Board of Directors. The decision of the Committee shall be binding on the Corporation if concurred in by at least two (2) members and such decisions

Board of Directors for attending the annual stockholders meeting.

Any stockholder having at least five million (5,000,000) shares registered in his name in the books of the corporation may be elected director, provided however that no person shall qualify or be eligible for nomination or election as director if such person (i) is an antagonistic-competitor of the Corporation, or (ii) is engaged in the distribution or trading of securities listed in the Philippine Stock Exchange. Without limiting the generality of the foregoing, a person shall be deemed to be an antagonistic-competitor to the Corporation or engaged in the distribution or trading securities:

(a) if such person, directly or indirectly, either by himself or through persons known to be associated with him, under his influence or control, has done or caused to be done acts deemed inimical to the interest, business or goodwill of the Corporation;

(b) if he is a director, officer, manager or controlling person of, or the owner (either of rector or beneficially) of 10% or more of any outstanding class of shares of a corporation or partnership engaged in the distribution or trading of securities listed in Philippine Stock Exchanges; or

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The determination of whether a person is disqualified to become a director under this Section shall be made by the Corporate Governance Committee.

There shall be elected to the Board of Directors, the number of independent directors as required by laws by law or regulation as of the date of election. The nomination and election of the

<p>shall be divulged to the stockholders during the relevant Annual Meeting.</p> <p>There shall be elected to the Board of Directors, the number of independent directors as required by laws by law or regulation as of the date of election. The nomination and election of the qualified directors shall be governed by the provisions of Section 38 of the Securities Regulations Code and its implementing rules and regulations. The chairman of meeting shall inform all Stockholders in attendance of the mandatory requirement of electing independent director/s. In case of failure of election for independent director/s, the Chairman of the meeting shall call a separate election during the same meeting to fill up the vacancy.</p>	<p>independent directors shall be governed by the provisions of Section 38 of the Securities Regulations Code and its implementing rules and regulations. The chairman of meeting shall inform all Stockholders in attendance of the mandatory requirement of electing independent director/s. In case of failure of election for independent director/s, the Chairman of the meeting shall call a separate election during the same meeting to fill up the vacancy.</p>
<p>Section 7 Article IV</p> <p>The regular annual meeting of the Board of Directors shall be held at the principal office of the corporation at such other place in or outside the Philippines, as the majority of the majority of the directors may designate from time to time, immediately after the annual meeting of the stockholders, or as soon as possible thereof, for the purpose of electing the officers of the corporation for the ensuing year and transacting any other business that may properly come before the meeting.</p>	<p>Section 7 Article IV</p> <p><u>The Board of Directors shall meet at least six (6) times per calendar year. The dates of which shall be set at the beginning of the year.</u></p> <p><u>Regular meetings of the Board of Directors shall be presided over by the Chairman or, in his absence, by any other director chosen by the Board.</u></p> <p><u>Regular meetings of the Board of Directors may be conducted in person or through remote communications such as videoconferencing, teleconferencing, or other alternative modes of communication allowed by the Securities and Exchange Commission.</u></p>
<p>Section 8 Article IV</p> <p>Special meeting of the Board of directors shall be held in the principal office of the corporation or at such other place in or outside the Philippines, as may be designated in the call, and may be called by the President at any time; or by the majority of the Board of such special meetings may be held at any time and place without notice by unanimous written consent of all members of the Board, or with the presence</p>	<p>Section 8 Article IV</p> <p><u>The Board of Directors may hold special meetings upon the request of the Chairman, President, or majority of the Directors.</u></p> <p><u>Special meetings of the Board of Directors shall be presided over by the Chairman or, in his absence, by any other director chosen by the Board. It may be conducted in person or through remote communications such as videoconferencing, teleconferencing, or</u></p>

and participation of all members of the Board.	<u>other alternative modes of communication allowed by the Securities and Exchange Commission.</u>
Section 9 Article IV Notices of special meeting shall be mailed or personally serves by the Secretary to each member of the Board not less than ten (10) days before any such meeting, and such notices shall state the objects and purposes thereof. No publication of the notice of any meeting in the public newspapers shall be required.	Section 9 Article IV <u>Notice of the regular or special meetings of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, by electronic mail, or any other suitable means of sending notice. A director may waive this requirement, either expressly or impliedly.</u> No publication of the notice of any meeting in the public newspapers shall be required.

C. Nomination of the Candidates for 2022 Election of Directors

As regular directors:

- (a) Mr. Lucio L. Co
- (b) Mrs. Susan P. Co
- (c) Mr. Leonardo B. Dayao
- (d) Mr. Roberto Juanchito T. Dispo
- (e) Mr. Levi B. Labra
- (f) Mr. Jaime J. Bautista

As independent directors:

- (a) Mr. Robert Y. Cokeng
- (b) Mr. Oscar S. Reyes
- (c) Mr. Bienvenido E. Laguesma

On June 25, 2021, the stockholders approved the independent directors' eligibility—Mr. Robert Y. Cokeng and Mr. Oscar S. Reyes—to be nominated and elected as independent directors for 2022 – 2023 despite the lapse of their 9-year term as independent directors.

D. Guidelines to Participate in the Annual Stockholders Meeting

The Guidelines will be attached to the Information Statements.

Please see attached SEC 17-C Report of the Company.

Thank you,

Very truly yours,


Candy H. Dacanay -Datuon
Assistant Corporate Secretary

COVER SHEET

0 0 0 0 0 1 4 7 6 6 9

SEC Registration Number

C O S C O C A P I T A L , I N C .

(Company's Full Name)

N O . 9 0 0 R O M U A L D E Z S T . , P A C O ,
M A N I L A

(Business Address: No. Street City/Town/Province)

CANDY H. DACANAY-DATUON

(632) 8522-8801 to 04

(Company Telephone Number)

1 2

Month

3 1

Day

SEC FORM 17-C

(Form Type)

0 6

Month

2 4

Day

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowing

Domestic

Foreign

SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please sure BLACK ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES
REGULATIONS CODE AND SRC RULE 17.2 (C) THEREUNDER

Date of Report	May 19, 2022
SEC Identification Number	147669
BIR Tax Identification Number	000-432-378
Name of Issuer as specified in its charter	Cosco Capital, Inc.
Address of principal office and postal code	No. 900 Romualdez St., Paco, Manila, 1007
Industry Classification Code	
Issuer's Telephone Number	(632) 522-8801
Former Name	None
Securities registered pursuant to Section 8 and 12 of the SRC or Sections 4 and 8 of the RSA	Number of Common Shares – 7,187,529,764 Treasury Shares – 217,733,800
Indicate the item numbers reported therein	Other Matters/Event

Other Event:

Result of Cosco Capital Board Meeting dated May 19, 2022

The Board of Directors of Cosco Capital, Inc., at its special meeting today, approved the following:

A. Agenda for the 2022 Annual Stockholders Meeting

- (a) Call to Order
- (b) Certification of Notice and Quorum
- (c) Approval of Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2021
- (d) Annual Report and Approval of the 2021 Audited Financial Statements
- (e) Election of Regular and Independent Directors
- (f) Amendment of Bylaws
- (g) Re-appointment of External Auditor and fixing its remuneration
- (h) Other Matters
- (i) Adjournment

B. Amendment of Bylaws

The proposed amendments in the bylaws are presented in the table below:

<i>From</i>	<i>To</i>
<p>Section 2 Article 11</p> <p>Shares of stock shall be transferred by delivery of the certificate endorsed by the owner or his attorney-in-fact or other person legally authorized to make the transfer, but no transfer shall be valid effective insofar as the corporation is concerned until duly registered upon the books of the company, and before a new certificate is issued, the old certificate must be entered for cancellation upon the face thereof, and the Secretary shall keep the canceled certificate as proof of substitution.</p> <p>The stock book of corporation shall be closed for transfers ten (10) days next preceding general elections of directors and officers and during ten (10) days next preceding date upon which dividend are declared payable and during each additional time as the Board of Directors may from time to time determine and fix.</p>	<p>Section 2 Article II</p> <p>Shares of stock shall be transferred by delivery of the certificate endorsed by the owner or his attorney-in-fact or another person legally authorized to make the transfer. But no transfer shall be effective insofar as the corporation is concerned until it is duly registered in the corporation's books and before the new certificate is issued. The old certificate must be entered for cancellation upon the face thereof, and the Secretary shall keep the canceled certificate as proof of substitution.</p> <p><u>The stock and transfer book shall be closed for transfer at least twenty (20) days for regular meetings and seven (7) days for special meetings before the scheduled date of the stockholders meeting.</u></p> <p><u>The Board of Directors shall fix a record date to determine the stockholders entitled</u></p>

	<p><u>to notice of or vote at any meeting of stockholders or any adjournment thereof.</u></p>
<p>Section 1 Article III</p> <p>The annual meetings of the stockholders of this corporation shall be held in Metro Manila on the last Friday of June of each year at such hour as stated in the notice of meetings which the Board of Directors may determine.</p>	<p>Section 1 Article III</p> <p>The annual meeting of the stockholders of this corporation shall be held in Metro Manila on the last Friday of June of each year at such time as may be fixed by the Board of Directors.</p> <p><u>The corporation may conduct physical or entirely virtual meetings subject to the applicable guidelines of the Securities and Exchange Commission.</u></p>
<p>Section 2 Article III</p> <p>The special meetings of the stockholders may be called at the principal office of the corporation at any time by resolution of the Board of Directors or by order of the President.</p>	<p>Section 2 Article III</p> <p>The special meetings of the stockholders may be called at the principal office of the corporation at any time by resolution of the Board of Directors or by order of the President.</p> <p><u>The corporation may conduct physical or entirely virtual special meetings subject to the applicable guidelines of the Securities and Exchange Commission.</u></p>
<p>Section 3 Article III</p> <p>Notice of meeting written or printed for every regular or special meetings of the stockholder shall be prepared and mailed to the registered post office address of each stockholder or personally served upon each of them at least thirty (30) days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding threat when the stockholders thereof voted without protest. No publication of notice of meeting in the public newspapers shall be required. Such written notice, however, may be waived in writing by the stockholders.</p>	<p>Section 3 Article III</p> <p>Notices <u>and information statements</u> for regular or special meetings of stockholders shall be sent to stockholders by <u>electronic transmission</u> or by other means the Securities and Exchange Commission shall allow under its guidelines. <u>The notice shall be sent to stockholders on record twenty-one (21) days before the regular meeting and seven (7) days before the special meeting.</u></p> <p>The notice shall state the date, hour, place, and purposes for which the meeting is called.</p> <p><u>Electronic transmission means the delivery or transfer of data, information, or document by electronic email, posting on the company website and the Philippine Stock Exchange disclosure system, or other</u></p>

	<p><u>means of electronic transfer of data or information.</u></p> <p>No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding threat when the stockholders thereof voted without protest. No publication of notice of meeting in the public newspapers shall be required. Such written notice, however, may be waived in writing by the stockholders.</p>
<p>Section 6 Article III</p> <p>At each meeting of the stockholders, every stockholder shall be entitled to vote in person or by proxy, and he shall have one vote for each share of stock standing in his name on the books of the corporation at the time of the closing of the transfer books on the day preceding the meeting; provided, however, that all meetings for the election of directors the shares of stocks will be voted as provided in Section 24 of the Corporation Code.</p>	<p>Section 6 Article III</p> <p><u>A stockholder may vote in person, by proxy, through remote communication, or in absentia subject to the applicable guidelines of the Securities and Exchange Commission. He shall have one vote for each share of stock standing in his name on the corporation's books at the record date fixed in the bylaws or by the Board of Directors. Provided, however, that in all meetings for the election of directors, the shares of stocks shall be voted following Section 23 of the Revised Corporation Code.</u></p>
<p>Section 7 Article III</p> <p>Election of the directors shall be held at the annual meeting of stockholders to be held on the LAST FRIDAY OF JUNE of every year as herein provided and shall be done by a majority of stock represented in the meeting and shall be conducted in the manner provided by the Corporation Law of the Philippines, as and with such a formality and in such manners as the officer presiding at the meeting shall then and there determine and provide. ALL NOMINATIONS FOR THE POSITION OF DIRECTOR MUST BE RECEIVED BY THE CORPORATE SECRETARY AT LEAST FIVE (5) BUSINESS DAYS PRIOR TO SUBMISSION OF THE DISCLOSURE TO THE SES AS PROVIDED IN THE SECURITIES REGULATION CODE. Any stockholder having at least five million (5,000,000) shares registered in his name in</p>	<p>Section 7 Article III</p> <p>Election of the directors shall be held at the annual meeting of stockholders every last Friday of June of every year and shall be done in the manner provided by the Revised Corporation Code.</p> <p>All nominations for the position of Director must be received by the Corporate Governance Committee of the corporation on or before the record date fixed by the Board of Directors for attending the annual stockholders meeting.</p> <p>Any stockholder having at least five million (5,000,000) shares registered in his name in the books of the corporation may be elected director, provided however that no person shall qualify or be eligible for nomination or election as director if such</p>

the books of the corporation may be elected director, provided however that no person shall qualify or be eligible for nomination or election as director if such person (I) is an antagonistic-competitor of the Corporation, or (ii) is engaged in the distribution or trading of securities listed in the Philippine Stock Exchanges. Without limiting the generality of the foregoing, a person shall be deemed to be an antagonistic-competitor to the Corporation or engaged in the distribution or trading securities:

(a) if such person, directly or indirectly, either by himself or through persons known to be associated with him, under his influence or control, has done or caused to be done acts deemed inimical to the interest, business or goodwill of the Corporation;

(b) if he is a director, officer, manager or controlling person of, or the owner (either of rector or beneficially) of 10% or more of any outstanding class of shares of a corporation or partnership engaged in the distribution or trading of securities listed in Philippine Stock Exchanges; or

(c) if he is an agent, trustee, partner, nominee, director, officer or employees of or if he is a spouse or relative within the 4th civil degree, either by consanguinity or affinity of, or a person controlling, controlled by or under common control with any person set forth above.

The determination of whether a person is disqualified to become a director under this Section shall be made by a Committee of three (3) disinterested persons, who may or may not be stockholders of the Corporation, to be appointed by the Board of Directors. The decision of the Committee shall be binding on the Corporation if concurred in by at least two (2) members and such decisions shall be divulged to the stockholders during the relevant Annual Meeting.

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There shall be elected to the Board of Directors, the number of independent directors as required by laws by law or regulation as of the date of election. The nomination and election of the independent directors shall be governed by the provisions of Section 38 of the Securities Regulations Code and its implementing rules and regulations. The chairman of meeting shall inform all Stockholders in attendance of the mandatory requirement

<p>There shall be elected to the Board of Directors, the number of independent directors as required by laws by law or regulation as of the date of election. The nomination and election of the qualified directors shall be governed by the provisions of Section 38 of the Securities Regulations Code and its implementing rules and regulations. The chairman of meeting shall inform all Stockholders in attendance of the mandatory requirement of electing independent director/s. In case of failure of election for independent director/s, the Chairman of the meeting shall call a separate election during the same meeting to fill up the vacancy.</p>	<p>of electing independent director/s. In case of failure of election for independent director/s, the Chairman of the meeting shall call a separate election during the same meeting to fill up the vacancy.</p>
<p>Section 7 Article IV</p> <p>The regular annual meeting of the Board of Directors shall be held at the principal office of the corporation at such other place in or outside the Philippines, as the majority of the majority of the directors may designate from time to time, immediately after the annual meeting of the stockholders, or as soon as possible thereof, for the purpose of electing the officers of the corporation for the ensuing year and transacting any other business that may properly come before the meeting.</p>	<p>Section 7 Article IV</p> <p><u>The Board of Directors shall meet at least six (6) times per calendar year. The dates of which shall be set at the beginning of the year.</u></p> <p><u>Regular meetings of the Board of Directors shall be presided over by the Chairman or, in his absence, by any other director chosen by the Board.</u></p> <p><u>Regular meetings of the Board of Directors may be conducted in person or through remote communications such as videoconferencing, teleconferencing, or other alternative modes of communication allowed by the Securities and Exchange Commission.</u></p>
<p>Section 8 Article IV</p> <p>Special meeting of the Board of directors shall be held in the principal office of the corporation or at such other place in or outside the Philippines, as may be designated in the call, and may be called by the President at any time; or by the majority of the Board of such special meetings may be held at any time and place without notice by unanimous written consent of all members of</p>	<p>Section 8 Article IV</p> <p><u>The Board of Directors may hold special meetings upon the request of the Chairman, President, or majority of the Directors.</u></p> <p><u>Special meetings of the Board of Directors shall be presided over by the Chairman or, in his absence, by any other director chosen by the Board. It may be conducted in person or through remote communications such as videoconferencing, teleconferencing, or</u></p>

the Board, or with the presence and participation of all members of the Board.	<u>other alternative modes of communication allowed by the Securities and Exchange Commission.</u>
Section 9 Article IV Notices of special meeting shall be mailed or personally serves by the Secretary to each member of the Board not less than ten (10) days before any such meeting, and such notices shall state the objects and purposes thereof. No publication of the notice of any meeting in the public newspapers shall be required.	Section 9 Article IV <u>Notice of the regular or special meetings of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, by electronic mail, or any other suitable means of sending notice. A director may waive this requirement, either expressly or impliedly.</u> No publication of the notice of any meeting in the public newspapers shall be required.

C. Nomination of the Candidates for 2022 Election of Directors

As regular directors:

- (a) Mr. Lucio L. Co
- (b) Mrs. Susan P. Co
- (c) Mr. Leonardo B. Dayao
- (d) Mr. Roberto Juanchito T. Dispo
- (e) Mr. Levi B. Labra
- (f) Mr. Jaime J. Bautista

As independent directors:

- (a) Mr. Robert Y. Cokeng
- (b) Mr. Oscar S. Reyes
- (c) Mr. Bienvenido E. Laguesma

On June 25, 2021, the stockholders approved the independent directors' eligibility—Mr. Robert Y. Cokeng and Mr. Oscar S. Reyes—to be nominated and elected as independent directors for 2022 – 2023 despite the lapse of their 9-year term as independent directors.

D. Guidelines to Participate in the Annual Stockholders Meeting

The Guidelines will be attached to the Information Statements.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COSCO CAPITAL, INC.



CANDY H. DACANAY-DATUON
Assistant Corporate Secretary & Compliance Officer