

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS**

OF

IPM HOLDINGS, INC.
(the "Corporation")

Held at Columbus Room, 42nd Floor, Discovery Suites,
25 ADB Avenue, Ortigas Center, Pasig City
on May 25, 2016 at 2:30 P.M.

PRESENT

Stockholders Present in Person	2,981,795
Stockholders Present by Proxy	545,744,437
Total No. of Shares Present/Represented	548,726,232
Total No. of Shares Outstanding	690,000,000

1. **Call to Order**

The Chairman, Ms. Isabelita P. Mercado, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Ana Maria A. Katigbak recorded the minutes of the proceedings.

2. **Proof of Notice**

The Corporate Secretary reported that the Definitive Information Statement and Notice of the meeting were transmitted by personal delivery or by mail to the stockholders of record at their respective addresses indicated in the corporate records at least fifteen (15) business days before the meeting.

3. **Certification of Quorum**

The Corporate Secretary reported that based on the certification by the Corporation's stock and transfer agent, at least 548,726,232 shares were present or represented by proxy at the meeting out of the total of 690,000,000 outstanding shares. This constitutes 79.53% of the Corporation's outstanding capital stock. She then certified that a quorum existed for the valid transaction of business.

4. **Approval of Minutes of Previous Meetings**

The Corporate Secretary reported that each stockholder was given a copy of the Minutes of the Annual Meeting of the Stockholders held on May 27, 2015 and the Special Meeting of the Stockholders held on October 21, 2015. Upon motion made and duly seconded, the following resolution was approved:

“RESOLVED, that the minutes of the Annual Stockholders’ Meeting of IPM Holdings Inc. (the ‘Corporation’) held on May 27, 2015 be, as it is hereby, approved.

RESOLVED FURTHER, that the minutes of the Special Stockholders’ Meeting of the Corporation held on October 21, 2015 be, as it is hereby, approved.”

The Corporate Secretary noted that the Corporation received proxies representing at least 2/3 of the outstanding capital stock, instructing the proxy holder or the President of the Corporation to vote in favor of the approval of the Minutes of the Annual Meeting of the Stockholders held on May 27, 2015 and the Special Meeting of the Stockholders held on October 21, 2015.

5. Management Report & Audited Financial Statements for the Year Ended December 31, 2015

Atty. Dwight Ramos (“Atty. Ramos”), the Senior Vice President of Basic Environmental Systems and Technologies, Inc. (“BEST”), presented the consolidated financial report for the year 2015 and 1st quarter of 2016 and the highlights of the Corporation’s business operations and prospects. Atty. Ramos reported that the Corporation’s total revenue increased by 12.7% in 2015 while its general and administrative expenses and interest expenses decreased by 15.87% and 3.68%, respectively. Atty. Ramos noted that the Corporation’s net income for the year 2015 amounted to Php77,716,006.00 or 26.86% more than its income in 2014. For the 1st quarter of 2016, he reported that the Corporation’s revenue amounted to Php91,568,668.00 as of March 2016, which amount is 39.56% higher than the revenue computed as of the 1st quarter of 2015.

Thereafter, Atty. Ramos gave a short presentation on the business of the Corporation and the different waste industries that it intends to pursue. He explained that the Corporation is currently engaged in the business of collection, transfer, transport, and disposal of waste, including resource recovery and treatment of waste matter.

Atty. Ramos stated that the Corporation’s principal sources of revenue include the (a) operation and site management of the sanitary landfills in Quezon City and Morong, Rizal; (b) post-closure care of the Payatas Controlled Disposal Facility (“CDF”); (c) off-site composting cities such as Pasig and Pasay; (d) production of Refuse Derived Fuel (“RDF”); (e) RDF hauling; (f) earnings from investments in Metro Clark Waste Management Corporation and Ecoedge Resources Corporation; (g) equipment rental; (h) and private waste collection and disposal.

According to Atty. Ramos, the Corporation currently collects waste from a number of companies including the Manila International Airport Authority, Philippine Long Distance Telephone Company, Unilever Ice Cream Inc. Philippines, Asian Development Bank, the Philippine Senate, the Cultural Center of the Philippines, among others.

For the Corporation’s future plans, Atty. Ramos reported that the Corporation intends to pursue a service mix expansion for an integrated waste management facility in Morong, Rizal. Further, the Corporation intends to pursue a Waste to Energy

Development Program that will utilize biomedical waste. Apart from this, he noted that the Corporation also intends to acquire, develop and operate clustered sanitary landfills in the provinces, expand its RDF plant operation, and continue its marketing campaigns for company services.

After the presentation, a stockholder asked about the competition faced by the Corporation. The Chairman, while acknowledging that there are competing companies in the industry, confirmed the Corporation's position as industry leader. When asked about the Corporation's projected income for the year 2016, the Chairman said the Corporation is expecting an increase of about 25% in its revenues and profits.

Thereafter, the question and answer portion was concluded and, upon motion made and duly seconded the following resolution was approved:

"RESOLVED, that the annual Management Report as presented by the President and the Corporation's audited financial statements for the year ended December 31, 2015 and the first quarter interim financial report, be, as it is hereby approved."

The Corporate Secretary noted that the Corporation received proxies representing at least 2/3 of the outstanding capital stock, instructing the proxy holder or the President of the Corporation to vote in favor of including the Management Report and the Corporation's Audited Financial Statements as of December 31, 2015 and the 1st quarter 2016 interim financial report as part of the records of the Corporation.

6. **Ratification of Acts of the Board of Directors and Management**

The Chairman announced that the next item on the Agenda was the ratification of the acts of the Officers and the Board of Directors of the Corporation performed or undertaken from the date of the last Annual Stockholders' Meeting up to the present. After some discussion and upon motion made and duly seconded, the following resolution was approved by the stockholders:

"RESOLVED, that all acts, contracts, resolutions and actions of the Board of Directors and Management of the Corporation from the date of the last annual stockholder's meeting up to the present be, as they are hereby, approved, ratified and confirmed."

The Corporate Secretary noted that the Corporation received proxies representing at least 2/3 of the outstanding capital stock, instructing the proxy holder or the President of the Corporation to vote in favor of the ratification of acts of the Board of Directors and Management.

7. **Approval of the Increase in Authorized Capital Stock of Up to Php7.5 Billion Consisting of Common and/or Preferred Shares as May be Determined by the Board of Directors**

The Chairman announced that the next item on the Agenda was the proposal to amend the Articles of Incorporation to increase the Corporation's authorized capital

stock to an amount of up to Php7.5 Billion consisting of common and/or preferred shares as may be determined by the Board of Directors.

At the request of the Chairman, the Corporate Secretary explained that the proposed increase in the Corporation's authorized capital stock is necessary for the Corporation's future capital raising activities for the expansion of its business, considering that the existing authorized capital stock is almost fully subscribed. It was also proposed that the Board of Directors be granted the authority to implement the increase in the Corporation's authorized capital stock, through the creation of additional common shares and/or preferred shares, with such features, preferences, rights, benefits and restrictions attaching thereto and to accept subscriptions of stockholders and/or third parties to the proposed increase payable in the form of cash and/or assets, under such terms and conditions that it may determine.

After some discussion and upon motion made and duly seconded, the following resolution was approved by the stockholders:

"RESOLVED, that the Stockholders of IPM HOLDINGS, INC. (the 'Corporation') authorize, as it hereby authorizes, the amendment of the Articles of Incorporation of the Corporation to increase the authorized capital stock to an amount of up to Php7.5 Billion consisting of common and/or preferred shares as may be determined by the Board of Directors.

RESOLVED FURTHER, that the Board of Directors be, as it is hereby, authorized to determine the amount, par value, issue price and features of the common shares and/or preferred shares constituting such increase, and to accept subscriptions of the stockholders or third parties to the proposed increase in the form of cash and/or assets, all under such terms and conditions as the Board may deem proper.

RESOLVED, FINALLY, that the Directors and Officers of the Corporation be, as they are hereby, authorized to sign, execute and file with the Securities and Exchange Commission such documents and papers which may be required to give effect to the foregoing."

The Corporate Secretary noted that the Corporation received proxies representing at least 2/3 of the outstanding capital stock, instructing the proxy holder or the President of the Corporation to vote in favor of the proposal to increase the Corporation's authorized capital stock.

8. **Amendment of the Articles of Incorporation to Include in the Purpose Clause the Authority to Issue Sureties and Guarantees**

The Chairman announced that the next item on the agenda is the proposal to amend the Articles of Incorporation of the Corporation to include in the purpose clause the authority to issue sureties and guarantees.

The Corporate Secretary explained that the purpose of the proposed amendment is to give the Corporation flexibility in the event the Corporation obtains loans or other forms of borrowing. As a condition to loans or other forms of borrowing by its parent company, subsidiaries, affiliates and related parties, the Corporation could be required to offer the issuance of a guarantee or surety in favor of the lender.

After some discussion and upon motion made and duly seconded, the following resolution was approved by the stockholders:

“RESOLVED, that the Stockholders of IPM Holdings, Inc. (the ‘Corporation’) authorize, as it hereby authorizes, the amendment of the Primary Purpose Clause of the Corporation’s Articles of Incorporation to include the authority to issue corporate guarantees and sureties, thereby amending the Second Article.

RESOLVED, FURTHER, that the directors and officers of the Corporation are authorized to sign, execute and file with the Securities and Exchange Commission such documents and papers which may be required to give effect to the foregoing.”

The Corporate Secretary noted that the Corporation received proxies representing at least 2/3 of the outstanding capital stock, instructing the proxy holder or the President of the Corporation to vote in favor of the proposed amendment.

9. Amendment of the By-Laws to Create the Offices of the Chief Executive Officer and Chief Operating Officer

The Chairman announced that the next item on the agenda is the proposal to amend the By-Laws to create the Office of the Chief Executive Officer (“CEO”) whose function will be part of the functions of the Chairman, and the Office of the Chief Operating Officer (“COO”) whose function will be part of the functions of the President.

The Corporate Secretary explained that creating the offices of the CEO and COO is intended to further streamline the functions of the officers of the Corporation.

After some discussion and upon motion made and duly seconded, the following resolution was approved by the stockholders:

“RESOLVED, that the Stockholders of IPM Holdings, Inc. (the ‘Corporation’) authorize, as it hereby authorizes, the amendment of the Corporation’s By-Laws to create the offices of the Chief Executive Officer whose function will be part of the functions of the Chairman, and of the Chief Operating Officer whose function will be part of the functions of the President.

RESOLVED, FURTHER, that the following provisions of Article 4 of the By-Laws be read as follows:

‘Sec. 2. Chairman of the Board - The Chairman of the Board of Directors shall preside at meetings of the directors and the stockholders. He shall be the Chief Executive Officer of the corporation and have general supervision and management of the business affairs and properties of the corporation. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Sec. 3. President - The President, who shall be a director, shall be the Chief Operating Officer of the corporation and shall also have

administration and direction of the operational aspects of the Corporation. He shall also perform such duties and responsibilities that shall be assigned to him by the Board Directors from time to time.'

RESOLVED, FINALLY, that the Board of Directors be authorized to approve the final language of the By-Law provisions describing the positions and functions of the Chief Executive Officer and Chief Operating Officer."

The Corporate Secretary noted that the Corporation received proxies representing at least 2/3 of the outstanding capital stock, instructing the proxy holder or the President of the Corporation to vote in favor of the proposed amendment.

10. Delegation of Authority to Amend the By-Laws

The Chairman announced that the next item on the agenda is the proposal to delegate to the Board of Directors the authority to amend the By-Laws of the Corporation.

The Corporate Secretary explained that the intended delegation is necessary to ensure ease of business and to better facilitate the Corporation's day-to-day operations.

After some discussion and upon motion made and duly seconded, the following resolution was approved:

"RESOLVED, that the Stockholders of IPM Holdings, Inc. (the 'Corporation') authorize, as it hereby authorizes, the delegation to the Board of Directors of the authority to amend the By-Laws of the Corporation."

The Corporate Secretary noted that the Corporation received proxies representing at least 2/3 of the outstanding capital stock, instructing the proxy holder or the President of the Corporation to vote in favor of the proposal.

11. Election of Directors

The meeting then proceeded with the election of directors for the current year. The Corporate Secretary stated that under Article VI of the Amended Articles of Incorporation, there are seven (7) seats in the Board of Directors. Under SRC Rule 38, public companies are required to have at least two (2) independent directors. It was noted that under SRC Rule 38, only those nominees appearing on the final list of candidates shall be eligible for election as independent director, and no other nominations for independent director shall be entertained or allowed on the floor during the actual stockholders' meeting. The Corporation received nominations for five (5) nominees for regular directors and two (2) nominees for independent directors, namely:

For Regular Directors:

ISABELITA P. MERCADO

GENER T. MENDOZA

ANTONIO VICTORIANO F. GREGORIO III

FRANCIS-NEIL P. MERCADO

RHODORA G. UY

For Independent Directors:

ALFREDO P. JAVELLANA II

DAVID L. KHO

On motion made and duly seconded, the above nominees were unanimously elected as directors of the Corporation for the current year to serve as such for a period of one year and until their successors are duly elected and qualified.

The Corporate Secretary noted that the Corporation received proxies representing at least 2/3 of the outstanding capital stock, instructing the proxy holder or the President of the Corporation to vote in favor of the election of all the nominated directors.

12. Appointment of External Auditors

The Chairman announced that the next item on the agenda is the proposal to reappoint the audit firm of Sycip Gorres Velayo & Co. as the Corporation's external auditor for the current year 2016-2017. Upon motion made and duly seconded, the following resolution was approved by the stockholders:

"RESOLVED, that the audit firm Sycip Gorres Velayo & Co. be, as it is hereby, appointed as the Corporation's external auditor for the current year 2016-2017."

The Corporate Secretary noted that the Corporation received proxies representing at least 2/3 of the outstanding capital stock, instructing the proxy holder or the President of the Corporation to vote in favor of the appointment of Sycip Gorres Velayo & Co. as the Corporation's external auditor for the current year 2016-2017.

13. Adjournment

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

ATTEST:


ISABELITA P. MERCADO

Chairman of the Stockholders' Meeting


ANA MARIA A. KATIGBAK

Secretary of the Stockholders' Meeting