

BENGUET CORPORATION
MINUTES
OF THE ANNUAL STOCKHOLDERS' MEETING
01 JUNE 2016

The annual stockholders' meeting of Benguet Corporation (the "Company") was held at the Big Function Room, Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City, on Wednesday, 01 June 2016.

I. Call to Order

Mr. Daniel G. Romualdez, Chairman of the Board, presided over the meeting. The meeting was called to order at 3:05 in the afternoon. Atty. Hermogene H. Real, the Corporate Secretary, recorded the minutes of the meeting.

II. Proof of Notice of the Meeting

Upon query of the Chairman if notice of the meeting had been sent to the stockholders of the Company, the Corporate Secretary certified that written notices of the meeting, together with the Proxy Statement, were sent either by mail or through messenger services at the respective addresses indicated in the books of the Company to each stockholder of record as of April 18, 2016, at least thirty (30) days before the annual meeting date in compliance with the Company's Amended By-Laws. The same notices were also published in People's Tonight on May 28, 2016 and in The Standard Today on May 30, 2016, both newspapers of general circulation, and the corresponding Affidavits of Publication have been executed by the representatives of the said newspapers. [The Sworn Affidavit of Service/Mailing of the Notice to resident and non-resident stockholders, and a complete set of the notice and proxy materials are attached to the original of the Minutes of this meeting.¹]

III. Determination of Quorum

The Chairman requested the Corporate Secretary to confirm the presence of a quorum at the meeting. The Corporate Secretary certified that a quorum existed for the transaction of business, there being present in person or represented by proxy a total of 136,086,326 shares or 69.53% of the Company's outstanding capital stock of 205,038,022 shares. [Appended to the original of the Minutes is the report dated June 01, 2016 of SGV & Co., the Company's external auditors, showing the results of tabulation of the number of shares present at the meeting.²]

¹Annex "A" - Affidavit, Notice and proxy Materials

²Annex "B" - Quorum Tabulation

There being a quorum present, the Chairman declared that the meeting was ready to proceed with the transaction of business.

IV. Approval of the Minutes of the Last Regular Annual Stockholders' Meeting

The Chairman requested the Corporate Secretary to read the Minutes of the Annual Stockholders' Meeting held on May 28, 2015.³ Considering that copies of the Minutes of said meeting had earlier been furnished to the stockholders, upon motion duly made and seconded, the reading of said Minutes of the last Annual Stockholders' Meeting was dispensed with, and the stockholders unanimously adopted the following resolution:

"RESOLVED, as it is hereby resolved, that the Minutes of the Stockholders' Meeting held on May 28, 2015 be, as they are hereby, approved as presented."

V. Presentation of Management's Report

The Chairman announced that the next order of business was the review of the Company's operations for the years 2015 – 2016. He stated that copies of the Annual Report as well as SEC 17-A with the 2015 Audited Financial Statements were distributed in advance to the stockholders together with the Proxy Statement prior to the meeting, thus any questions on the report will be entertained after the presentation. The Chairman then called on Mr. Benjamin Philip Romualdez to present the highlights of the operations for the calendar year 2015 and interim report for 2016.

The President and CEO, Mr. Benjamin Philip Romualdez, presented the highlights of the Company's performance on its operations for the calendar year 2015 and first quarter report for 2016, as follows:

"Today, we are a renewed democratic nation. The Filipinos have just elected a new leader who will occupy the highest seat in the land. This President will steer this ship we call the Philippines into the next frontier. We can only hope that the mining industry is given its proper seat in the journey.

2015 was a year beset with some highs and a lot of lows for mining. As global economies wound down, metal prices started to decline during the middle of the year and continued its downward trajectory throughout the year.

Benguet Corporation buckled down to work and intensified its cost management strategies in the face of volatile metal prices for both Gold and

³Annex "C" – Minutes of the Annual Stockholders Meeting held on May 28, 2014

Nickel. It implemented streamlining activities in all its areas of operations to secure marginal gains wherever and whenever possible.

Our consolidated revenues reached P 3.257 billion for this year, P 240 million or 8% higher than revenues in 2014 of P 3.018 billion.

Gross revenues from the mining businesses amounted to P 3.138 billion, up 9.4% or P 270 million from last year's revenues of P 2.868 billion.

The non-mining businesses contributed an additional P 954 million in gross revenues which is 9% higher than previous year's revenues of P 877 million.

As a result, Net Income likewise rose significantly by 106.5% closing at P 201 million compared to the 2014 income of P 97 million. This is largely driven by the gains in the nickel business with better negotiated nickel ore prices amidst its continued descent and also by bigger volumes shipped.

Total Equity rose to P 3.813 billion, 9% higher than Total Equity in 2014 of P 3.501 billion.

Consistent with management's thrust to sustain a healthy bottomline in a challenging environment, the Company was able to promptly retire bank loans resulting in the Consolidated Assets settling lower at P 6.650 billion versus its P 7.128 billion level in 2014, down 7%.

Both the Gold and the Nickel businesses successfully implemented effective least cost operations, focusing on creating lean organizations and streamlined value chains in order to enhance their contribution margins.

Benguet Corporation spent a total of P 51 million in programs aimed at preserving the environment both in the Cordilleras and in Zambales. Another P 24 million has been spent for our host communities as their partners for economic development as we strive to be in the service of the people we work with.

We will continue to engage in creative strategic partnerships to develop the other properties of the company to add to the pipeline and strengthen the mining portfolio. Our non-mining businesses have started looking at strategic expansion of market and service offerings.

As we continue delivering on our thrust of responsible mining, we are pleased to inform you that the Gold and Nickel operations of Benguet Corporation were awarded the Certificate of Environmental Managements Systems or the ISO 14001: 2015 last March 17, 2016, the first mining operations in the country to be certified in the 2015 version. We are now compliant with the mandate of the DENR to be EMS certified.

The small victories in 2015 are our guide to staying the course and forging on even as 2016 is proving to be another formidable year for the mining industry. The improvements we have established in our operations and the discipline we have developed will see us through.

We look forward with renewed hope and passion of working together to build a sustainable and profitable future for your Company. As one family, we will celebrate the triumphs that only our teamwork and collective excellence can bring.

The President continued with his report and made a commitment that the Company's management will continue to derive enhanced margins from more efficient mining operation and will reinforce partnerships with stakeholders in the communities, industry and government.

The President mentioned that all these were made possible by the exceptional efforts of the Company's management team. He thanked the shareholders for their unending confidence and acknowledged the dedicated performance of the Board of Directors, officers, managers, and rank and file workers for their dedicated performance.

After a brief review of the highlights of the Company's operations for the year 2015, as well as the interim report in 2016, the Chairman then declared the table open for questions concerning the Management's Statement, the Annual Report for the year 2015, the first quarter report for the year 2016, and the 2015 Audited Financial Statements.

There being no further comments or questions, upon motion duly made and seconded, said reports were noted and approved by the stockholders through the following resolution:

"RESOLVED, as it is hereby resolved, that the Annual Report containing the Management Report in SEC Form 17-A, together with the consolidated financial statements for the calendar year ended 2015 be, as they are hereby, approved as presented."

VI. Approval, confirmation and ratification of all Acts, Contracts, Resolutions, Investments and Proceedings made and entered into by Management and/or the Board of Directors during the period from May 28, 2015 to June 01, 2016

The Chairman took up the next item in the Agenda which was the approval, confirmation and ratification of all acts, contracts, resolutions, investments and proceedings of the Board of Directors and its Corporate Officers for the period from May 28, 2015 to June 01, 2016.

On motion duly made and seconded, there being no objections, the stockholders unanimously adopted the following resolution:

"RESOLVED, as it is hereby resolved that all acts, resolutions, contracts, investments and proceedings made by Management and/or the Board of Directors for the period from May 28, 2015 to June 01, 2016, be as they are hereby confirmed, ratified and approved ."

VII. Re-appointment of Sycip Gorres Velayo and Company (SGV) as the Company's independent external auditor

The Chairman took up the next item in the Agenda which was the re-appointment of the Company's external auditor, Sycip Gorres Velayo and Company.

There being no objections, a stockholder stood up and moved for the re-appointment of the Company's existing external auditor, SGV & Company, which was duly seconded by another stockholder. Thus, the following resolution was adopted:

"RESOLVED, as it is hereby resolved that Sycip Gorres Velayo and Company (SGV & Co.) be re-appointed as the Company's external auditors for the year or until their successor has been duly appointed by the Stockholders."

VIII. ELECTION OF DIRECTORS

The Chairman proceeded to the next item in the Agenda which is the election of the Board of Directors of the Company for the years 2016-2017. He informed the stockholders that there are no other nominees for independent directors submitted to the Corporate Secretary and, as indicated in the Company's Proxy Statement, no further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting since the period for nominations of independent directors has lapsed which is not later than forty five (45) days prior to the stockholders' meeting. As disclosed in the Proxy Statement, the election of directors is still enjoined under the Temporary Restraining Order (TRO) issued by the Supreme Court.

At this point, the Corporate Secretary referred the stockholders to the Notice of Annual Meeting of Stockholders and Information Statement, particularly on page 6 thereof labelled as *Status of the TRO*, where it was stated that "as of the date of this statement, the election of directors is still enjoined under the Temporary Restraining Order (TRO) issued by the Philippine Supreme Court. Unless such TRO is set aside to allow an election, no election can be held."

She then informed the body that as of the date and time of this meeting, no order lifting the TRO has been received by the Company. Hence, no election of directors could be held.

The Chairman declared and announced that the incumbent members of the Board of Directors of the Company shall continue to hold office on a hold-over capacity until such time that their successors shall have been duly elected and qualified, as follows:

- (1) To represent Common Class "B" Stock:
Benjamin Philip G. Romualdez
Andres G. Gatmaitan
Isidro C. Alcantara, Jr.
Bernardo M. Villegas, as independent director
- (2) To represent the Convertible Preferred Class "A" and Common Class "A" Stocks:

Daniel Andrew G. Romualdez
Maria Remedios R. Pompidou
Alberto C. Agra, as independent director
Macario U. Te
Luis Juan L. Virata
Cesar C. Zalamea

IX. Other Business

A. Conversion Premium for Convertible Preferred "A" shares

The Chairman informed the shareholders that for the year 2016, the conversion premium for converting Convertible Preferred "A" shares into Common Class "A" shares is P18.62 per share.

XV. Adjournment

The Chairman inquired from the stockholders if there are other matters that they would like to take up.

There being no other question and no other business to discuss, upon motion duly made and seconded, the meeting was adjourned at 3:40 p.m.

Prior to the adjournment, the Chairman informed the body that since the TRO has not been lifted as of the date of this meeting, the 2016 annual stockholders' meeting will be adjourned for up to ninety (90) days or until September 01, 2016 to allow the election of directors in the event that the TRO is lifted anytime during the said 90-day period; and that the proxies for the June 01, 2016 Annual Stockholders' Meeting will still be valid for ninety (90) days from the date of the said meeting.


HERMOGENE H. REAL
Corporate Secretary

ATTEST:

DANIEL ANDREW G. ROMUALDEZ
Chairman