

**PLDT Inc.**  
**STOCKHOLDER PROXY**

**(Proxy solicitation is being made by and on behalf of the Company)**

The undersigned hereby appoints the Chairman of the Board of PLDT Inc. (the "Company"), with full power of substitution and delegation, as the proxy of the undersigned, to represent and vote all of the shares of the undersigned at the Annual Meeting of Stockholders of the Company to be held on June 13, 2017 (the "Annual Meeting") and at any and all adjournments or postponements thereof, for the purpose of acting on the proposals enumerated below.

In case of absence of the Chairman of the Board and any substitute proxy designated by him at the Annual Meeting, the undersigned hereby grants the President of the Company or, in case of his absence, the Chairman of the Annual Meeting chosen in accordance with the Company's By-Laws, full power and authority to act as alternate proxy of the undersigned, for the same purposes specified in the preceding paragraph.

The proxy/substitute proxy/alternate proxy, as the case may be, shall vote subject to the instructions indicated below and the proxy/substitute proxy/alternate proxy, as the case may be, is authorized to vote in his discretion upon other business as may properly come before the Annual Meeting and any adjournments or postponements thereof. Where no specific instruction is clearly indicated below, the proxy/substitute proxy/alternate proxy, as the case may be, shall vote and shall be deemed authorized to vote "FOR" with respect to Proposal 1 and "FOR ALL" with respect to Proposal 2.

**PROPOSALS AND VOTING INSTRUCTIONS**

Management recommends a "FOR" vote for Proposal 1 and a "FOR ALL" vote for Proposal 2.

1. Approval of the audited financial statements for the fiscal year ending December 31, 2016 contained in the Company's 2016 Annual Report.

FOR                       AGAINST                       ABSTAIN

2. Election of 13 directors including 3 independent directors.

The nominees for election as directors/independent directors are:

- |  |                                  |                                      |
|--|----------------------------------|--------------------------------------|
| 1. Mr. Bernido H. Liu<br>(Independent Director)                        | 4. Ms. Helen Y. Dee              | 10. Ambassador Albert F. del Rosario |
| 2. Chief Justice Artemio V. Panganiban (Ret)<br>(Independent Director) | 5. Atty. Ray C. Espinosa         | 11. Mr. Atsuhisa Shirai              |
| 3. Mr. Pedro E. Roxas<br>(Independent Director)                        | 6. Mr. James L. Go               | 12. Mr. Amado D. Valdez              |
|  | 7. Mr. Hideaki Ozaki             | 13. Ms. Marife B. Zamora             |
|  | 8. Mr. Manuel V. Pangilinan      |                                      |
|  | 9. Ms. Ma. Lourdes C. Rausa-Chan |                                      |

FOR ALL                       WITHHOLD FOR ALL                       EXCEPTIONS

Exceptions \_\_\_\_\_

1. _____	5. _____	9. _____
2. _____	6. _____	10. _____
3. _____	7. _____	11. _____
4. _____	8. _____	12. _____
		13. _____

Instructions:

- A stockholder may withhold authority to vote for any or some nominee(s), by marking the exception box and writing the name(s) of such nominee(s) on the space provided above. If a stockholder designates exception(s), the number of shares to be distributed to each of the remaining nominees must be indicated on the spaces provided above.
- A stockholder can either (a) vote for all of the nominees, in which case the said stockholder's total votes will be split and cast equally among the nominee(s); (b) withhold his/her/its vote for all of the nominees; or (c) vote only for some and not all of the nominees, in which case said stockholder's total votes will be distributed and cast as indicated by the said stockholder in the spaces provided above. If a stockholder does not indicate the number of shares to be distributed among the remaining nominees who are not named on the space for exceptions above, then the said stockholder's total votes will be split and cast equally among the remaining nominees. The total number of votes which a stockholder may cast is equal to thirteen (13) times the number of shares of common stock and voting preferred stock held as of the Record Date.

\_\_\_\_\_  
(Signature Over Printed Name)

Stockholder  
 Authorized Representative of Stockholder  
Date: \_\_\_\_\_, 2017

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PLEASE SEE REVERSE SIDE FOR ADDITIONAL INFORMATION AND INSTRUCTIONS

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**RECEIPT**

- Received from PLDT one (1) envelope containing the following:
- ✓ Notice of Annual Meeting of Stockholders on June 13, 2017 and Information Statement with accompanying 2016 Annual Report of PLDT (in CD)
  - ✓ Proxy Form
  - ✓ Reply Envelope

Received by: \_\_\_\_\_  
(Signature Over Printed Name)  
Date: \_\_\_\_\_, 2017

(Reverse Side of Stockholder Proxy)

## GENERAL INFORMATION AND INSTRUCTIONS

### 1. Solicitation Information

Solicitation of proxies for the Annual Meeting is being made by and on behalf of the Company.

Solicitation of proxies in the Philippines will be undertaken mainly by mail and, in person or by telephone, by certain employees of the Company. Solicitation will be done also through the proxy solicitation firm, Morrow Sodali LLC with respect to stockholders residing in the United States.

Officers and employees who will make the proxy solicitation on behalf of the Company will not be paid any additional compensation for proxy solicitation, except for reimbursement of reasonable transportation and representation expenses incurred in connection therewith which is estimated to be in the aggregate amount of P30,000. Morrow Sodali LLC will be paid approximately US\$ 30,000 inclusive of out-of-pocket expenses incurred by them in the course of solicitation.

The cost and expenditures incidental to the proxy solicitation will be borne by the Company.

### 2. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

No director/independent director or officer of the Company or nominee for election as director/independent director or officer of the Company and, to the best knowledge of the Company, no associate of a director/independent director or officer or nominee for election as a director/independent director or officer of the Company has any substantial interest, direct and indirect, by security holdings or otherwise, in any matter to be acted upon at the Annual Meeting, other than election to office.

No director/independent director has informed the Company in writing that he intends to oppose any action to be taken at the Annual Meeting.

### 3. Submission of Proxy

- (a) The proxy form must be completed, signed and dated by the stockholder or his duly authorized representative, and received at the principal office and mailing address of the Company not later than 5:00 p.m. on June 6, 2017. The proxy form need not be notarized.
- (b) If the shares of stock are owned by two or more joint owners, the proxy form must be signed by all of the joint owners.
- (c) If the shares of stock are owned in an "and/or" capacity, the proxy form must be signed by either one of the owners.
- (d) If the shares of stock are owned by a corporation, association, partnership or unincorporated entity, the proxy form must be accompanied by a certification, signed by a duly authorized officer, partner or representative of such corporation, association, partnership or unincorporated entity, to the effect that the person signing the proxy form has been authorized by the governing body or has the power pursuant to the By-Laws, constitutive documents or duly approved policies of such corporation, association, partnership or unincorporated entity, for such purpose.
- (e) A proxy form given by a broker or dealer in respect of shares of stock carried by such broker or dealer for the account of a customer must be supported by a sworn certification that the same is given with the express prior authorization of such customer.
- (f) If any customer of a broker or dealer who is the beneficial owner of shares of stock executes a sub-proxy, the broker or dealer shall certify that the signature on the sub-proxy is the true and genuine signature of its customer.
- (g) If the proxy is undated, the postmark or, if not mailed, its actual date of presentation shall be considered. If the Company receives more than one (1) proxy form from the same stockholder and they are all undated, the postmark dates shall be considered. If the proxy forms are mailed on the same date, the one bearing the latest time of day of postmark shall be recognized. If the proxy forms are not mailed, then the time of their actual presentation shall be considered and that which is presented last shall be recognized.
- (h) If the same stockholder gives two (2) or more proxy forms for the same number of shares owned by him, the latest one given shall be deemed to revoke all proxy forms priorly given by said stockholder.

### 4. Period of Validity of Proxy

A proxy given by a stockholder shall be valid and effective only for the Annual Meeting on June 13, 2017 and any adjournments or postponements thereof, except if the stockholder shall have indicated in the proxy form that it is valid and effective for use in other meetings of stockholders of the Company. However, in no case shall any proxy given by a stockholder be valid and effective for a period longer than five (5) years.

### 5. Revocation of Proxy

A stockholder who has given a proxy has the power to revoke it by a written instrument duly signed and dated, which must be received at the Company's principal office and mailing address or at the office of the Company's transfer agent for common and voting preferred shares at BDO Unibank, Inc., Stock Transfer Department, 15<sup>th</sup> Floor South Tower BDO Corporate Center, 7899 Makati Avenue, Makati City, not later than 5:00 p.m. on June 10, 2017. A proxy is also considered revoked if an individual stockholder attends the meeting in person and expresses his intention to vote in person.

### 6. Validation of Proxies

The last day for validation of proxies will be on June 8, 2017. Validation of proxies will be done by the Corporate Secretary and persons designated by the Corporate Secretary who shall be under her supervision and control, in accordance with the procedure and guidelines set out in the Company's By-Laws and Rule 20.11.2 of the Amended Implementing Rules and Regulations of the SRC. Pursuant to the Company's By-Laws, all issues relative to proxies, including the validity and effectivity of proxies, shall be decided by the Corporate Secretary and any decision of the Corporate Secretary thereon shall be final and binding unless set aside by a court of competent jurisdiction.