



**PLDT Inc.**

**2018**

**NOTICE AND AGENDA OF  
ANNUAL MEETING  
OF STOCKHOLDERS  
AND  
INFORMATION STATEMENT**

## PLDT Inc.

### NOTICE AND AGENDA OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that PLDT Inc. (the "**Company**") will hold its Annual Meeting of Stockholders (the "**Annual Meeting**") on Wednesday, June 13, 2018, at 3:00 p.m., at Rizal Ballroom AB, Makati Shangri-la, Ayala Avenue corner Makati Avenue, Makati City, Philippines.

The Agenda for the Annual Meeting is as follows:

1. Call to order
2. Certification of service of notice and quorum
3. President's Report
4. Approval of the audited financial statements for the fiscal year ended December 31, 2017 contained in the Company's 2017 Annual Report accompanying this Notice and Agenda
5. Election of 13 directors including 3 independent directors for the ensuing year, whose background information are contained in the Information Statement accompanying this Notice and Agenda
6. Other business as may properly come before the meeting and at any adjournments thereof

The Board of Directors has fixed April 16, 2018 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting. The holders of record of shares of Common Stock and Voting Preferred Stock as of the record date will be entitled to vote on the proposed corporate actions set out in Items 4 and 5 above. The stock and transfer books of the Company will not be closed.

IF YOU DO NOT EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE EXECUTE AND RETURN THE PROXY FORM IN THE ENVELOPE PROVIDED FOR THAT PURPOSE. THE LAST DAY FOR SUBMISSION OF PROXIES IS ON JUNE 6, 2018.

By order of the Board of Directors.



**MA. LOURDES C. RAUSA-CHAN**  
Corporate Secretary

May 7, 2018

## EXPLANATION OF AGENDA ITEMS

### 1. Call to order

The Chairman, Mr. Manuel V. Pangilinan will call to order the Annual Meeting of Stockholders of the Company (the “**Annual Meeting**”).

### 2. Certification of service of notice and quorum

The Corporate Secretary, Ms. Ma. Lourdes C. Rausa-Chan will certify that copies of the Notice and Agenda of the Annual Meeting together with the Information Statement, 2017 Annual Report and Proxy Form were delivered personally or by mail to Philippine residents and overseas holders of the Company’s shares of stock as of record date April 16, 2018. The Corporate Secretary will also certify, based on the number of shares owned by stockholders present or represented by proxy at the meeting, whether a quorum exists for the valid transaction of business at the Annual Meeting. The Corporate Secretary will also explain the rules for the orderly conduct of the Annual Meeting.

### 3. President’s Report

The President and Chief Executive Officer, Mr. Manuel V. Pangilinan will render a report on the financial and operating results of the Company for the year 2017 as well as the outlook for 2018, and respond to questions that may be raised by any stockholder.

### 4. Approval of the audited financial statements for the fiscal year ended December 31, 2017 contained in the Company’s 2017 Annual Report accompanying this Notice and Agenda

The Chairman, President and Chief Executive Officer, any member of the Audit Committee, or any representative of the Company’s external auditors, Sycip Gorres Velayo & Co. will respond to questions that may be raised by any stockholder regarding the Company’s audited financial statements for the fiscal year ended December 31, 2017 contained in the Company’s 2017 Annual Report. Thereafter, the Chairman will seek approval of said financial statements by holders of Common Stock and Voting Preferred Stock, and the Corporate Secretary will report on the votes cast for the approval of said financial statements.

### 5. Election of 13 directors including 3 independent directors for the ensuing year, whose background information are contained in the Information Statement accompanying this Notice and Agenda

The Corporate Secretary will announce the names of the persons nominated for election as directors/independent directors of the Company for the ensuing year. The Chairman will explain the screening criteria and process observed by the Governance and Nomination Committee (“**GNC**”) based on which the GNC recommended, and the Board of Directors approved, the final list of nominees qualified for election as directors/independent directors. The Corporate Secretary will report on the votes received by each nominee from holders of Common Stock and Voting Preferred Stock, and the Chairman will declare the thirteen (13) nominees who received the highest number of votes as the duly elected directors, including three (3) qualified independent directors.

### 6. Other business as may properly come before the meeting and at any adjournments thereof

The Corporate Secretary will inform the stockholders that Sycip Gorres Velayo & Co. has been appointed by the Audit Committee as independent auditors, for the audit of the 2018 financial statements. Pursuant to Article XII of the By-Laws of the Company, the Audit Committee has the authority to appoint the internal auditors and is directly responsible for the appointment, compensation, retention, removal or termination of engagement and oversight of the Company’s independent auditors.

Other business not specifically included in the Agenda may be raised by the stockholders. The Chairman will decide whether such business may be properly taken up in the meeting or in another stockholders’ meeting or other proper forum.

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PLDT Inc.  
SEC Identification Number PW55  
BIR Tax Identification Number 000-488-793  
Telephone Number (632) 816-8553

## INFORMATION STATEMENT

### GENERAL INFORMATION

PLDT Inc. (the “**Company**” or “**PLDT**”) is a corporation incorporated under the laws of the Philippines, with principal office and mailing address at Ramon Cojuangco Building, Makati Avenue, Makati City 1200.

The Company has issued a total of 218,779,886 shares of Common Stock (inclusive of 2,724,111 treasury shares), 150,000,000 shares of Voting Preferred Stock and 870 shares of Non-Voting Serial Preferred Stock, of which 216,055,775 shares of Common Stock (net of 2,724,111 treasury shares), 150,000,000 shares of Voting Preferred Stock and 870 shares of Non-Voting Serial Preferred Stock were outstanding as of the Record Date. In addition, there were 300,000,000 shares of Non-Voting Serial Preferred Stock subscribed, partially paid and outstanding as of the Record Date. Of the issued shares of Common Stock, 179,242,132 shares were registered and 39,537,754 shares were issued in transactions exempt from the registration requirement under Section 6 of The Revised Securities Act/Section 10 of The Securities Regulation Code (the “**SRC**”). All of the 150,000,000 shares of Voting Preferred Stock and 870 shares of Non-Voting Serial Preferred Stock were issued in transactions exempt from the registration requirement under Section 6 of The Revised Securities Act/Section 10 of the SRC.

As of the Record Date, all of the 216,055,775 outstanding shares of Common Stock (net of 2,724,111 treasury shares) and 870 outstanding shares of Non-Voting Serial Preferred Stock are listed on the Philippine Stock Exchange (the “**PSE**”). 30,235,459 American Depositary Shares (“**ADSs**”), each representing one share of Common Stock and evidenced by American Depositary Receipts (“**ADRs**”), are listed on the New York Stock Exchange. The 150,000,000 shares of Voting Preferred Stock and 300,000,000 shares of Non-Voting Serial Preferred Stock are not listed on any exchange.

#### **Date, Time and Place of Meeting**

The Annual Meeting of Stockholders of the Company for the year 2018 (the “**Annual Meeting**”) will be held on Wednesday, June 13, 2018 at 3:00 p.m., at Rizal Ballroom AB, Makati Shangri-la, Ayala Avenue corner Makati Avenue, Makati City, Philippines.

#### **Record Date**

The record date for the purpose of determining the stockholders entitled to notice of, and to vote at, the Annual Meeting is April 16, 2018 (the “**Record Date**”).

### **Approximate Date of First Release of the Information Statement, Proxy Form and Annual Report**

The approximate date on which this Information Statement and the Proxy Form (in printed form) and the Annual Report (in USB format), will be first sent or given to the Company's stockholders and posted on the Company's website ([www.pldt.com](http://www.pldt.com)) is on May 7, 2018. The Company will provide, without charge, a printed copy of the Annual Report, upon the written request of a stockholder addressed to the Corporate Secretary of the Company at the 9th Floor, PLDT MGO Building, Legaspi Street corner Dela Rosa Street, Makati City, Philippines.

### **Dissenter's Appraisal Right**

The proposed corporate actions to be voted upon at the Annual Meeting are not among the matters provided under Sections 81 and 42 of the Corporation Code of the Philippines (the "**Corporation Code**"), with respect to which a dissenting stockholder may exercise his appraisal right.

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

No director/independent director or officer or nominee for election as director/independent director and, to the best knowledge of the Board of Directors and Management of the Company, no associate of any of the foregoing persons has any substantial interest, direct or 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/she intends to oppose any action to be taken at the Annual Meeting.

## **INFORMATION ON SECURITIES AND SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS**

### **Voting Securities**

As of the Record Date, the number of outstanding shares of Common Stock and Voting Preferred Stock were 216,055,775 and 150,000,000, respectively. Of the 366,055,775 shares of Common Stock and Voting Preferred Stock as of the Record Date, 108,407,141 or 29.61% were owned by foreigners.

Only holders of shares of Common Stock and Voting Preferred Stock are entitled to vote at the Annual Meeting, either in person or by proxy. Each share is entitled to one vote where such share has a voting right.

A holder of shares of Common Stock and Voting Preferred Stock present or represented by proxy at the Annual Meeting may vote such number of shares recorded in his/her/its name on the stock and transfer books of the Company as of the Record Date, for as many persons as there are directors to be elected or he/she/it may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his/her/its shares shall equal, or he/she/it may distribute them on the same principle among as many candidates as he/she/it shall see fit.

### **Security Ownership of Certain Record and Beneficial Owners**

The following table sets forth the record owners and, to the best knowledge of the Board of Directors and Management of the Company, the beneficial owners of more than five percent of the Company's outstanding shares of Common Stock and Voting Preferred Stock, the number of shares owned by, and percentage of shareholdings of, each of them, as of the Record Date.

Title of Class	Name and Address of Record Owner and Relationship With Issuer	Citizenship	Name of Beneficial Owner and Relationship with Record Owner	Number of Shares Held	Percentage of Common Stock	Percentage of Voting Stock
Common	Philippine Telecommunications Investment Corporation <sup>1</sup> 10 <sup>th</sup> Floor Net One Building 26 <sup>th</sup> Street, Bonifacio Global City Fort Bonifacio, Taguig City Major Stockholder	Philippine Corporation	Same as Record Owner	26,034,263 <sup>2</sup>	12.05	7.11
Common	Metro Pacific Resources, Inc. <sup>3</sup> 18 <sup>th</sup> Floor Liberty Center 104 H V Dela Costa Street Salcedo Village, Makati City Major Stockholder	Philippine Corporation	Same as Record Owner	21,556,676 <sup>2</sup>	9.98	5.89
Common	NTT DOCOMO, INC. <sup>4</sup> 11 1 Nagata-Cho, 2-Chome Chiyoda-Ku, Tokyo 100-6150 Japan Major Stockholder	Japanese Corporation	See Footnote 7	22,796,902 <sup>5</sup>	10.55	6.23
Common	NTT Communications Corporation <sup>6</sup> Level 4 1-1-6 Uchisaiwai-Cho Chiyoda-Ku, Tokyo 100-8019 Japan Major Stockholder	Japanese Corporation	See Footnote 7	12,633,487	5.85	3.45
Common	JG Summit Group <sup>8</sup> 43/F Robinsons Equitable Tower ADB Avenue corner Poveda Road Ortigas Center, Pasig City Major Stockholder	Philippine Corporation	See Footnote 8	17,305,624	8.01	4.73

<sup>1</sup> Based on a resolution adopted by the Board of Directors of Philippine Telecommunications Investment Corporation (“PTIC”), the Chairman of the Board of PTIC, Mr. Manuel V. Pangilinan, has the continuing authority to represent PTIC at any and all meetings of the stockholders of a corporation in which PTIC owns of record or beneficially any shares of stock or other voting security, and to sign and deliver, in favor of any person he may deem fit, a proxy or other power of attorney, with full power of delegation and substitution, authorizing his designated proxy or attorney-in-fact to vote any and all shares of stock and other voting securities owned of record or beneficially by PTIC at any and all meetings of the stockholders of the corporation issuing such shares of stock or voting securities.

<sup>2</sup> In addition to the 26,034,263 and 21,556,676 common shares owned of record respectively by PTIC and Metro Pacific Resources, Inc. (“MPRI”), both of which are Philippine affiliates of First Pacific Company Limited (“First Pacific”), 7,653,703 common shares representing approximately 3.54% of the outstanding common stock of PLDT, are owned by a non-Philippine wholly-owned subsidiary of First Pacific and registered under the name of PCD Nominee Corporation. The common shares owned by PTIC, MPRI and the non-Philippine wholly-owned subsidiary of First Pacific (referred to herein as “First Pacific Group”) collectively represents 25.57% of the outstanding common stock of PLDT as of the Record Date.

<sup>3</sup> Based on a resolution adopted by the Board of Directors of MPRI, Mr. Manuel V. Pangilinan has been appointed as proxy or duly authorized representative of MPRI to represent and vote the PLDT shares of common stock of MPRI in the Annual Meeting.

<sup>4</sup> Based on publicly available information, NTT DOCOMO, INC., (“NTT DOCOMO”), is a majority-owned and publicly traded subsidiary of Nippon Telegraph and Telephone Corporation (“NTT”). Based on a certification signed by a duly authorized officer of NTT DOCOMO, Mr. Katsuyuki Takagi or Mr. Keijiro Murayama is authorized to execute for and on behalf of NTT DOCOMO, endorsements, transfers and other matters relating to the PLDT shares of common stock held by NTT DOCOMO.

<sup>5</sup> In addition to the 22,796,902 common shares owned on record by NTT DOCOMO, NTT DOCOMO also owns 8,533,253 ADSs whose underlying common shares represent approximately 3.95% of the outstanding common stock of PLDT. The common shares and the underlying common shares of the ADS owned by NTT DOCOMO collectively represents 14.50% of the outstanding common stock of PLDT as of the Record Date.

<sup>6</sup> Based on publicly available information, NTT Communications Corporation (“NTT Communications”), is a wholly-owned subsidiary of NTT. Based on a certification signed by a duly authorized officer of NTT Communications, Mr. Shuji Inaba or Mr. Hajime Miyazaki is authorized to execute for and on behalf of NTT Communications, endorsements, transfers and other matters relating to the PLDT shares of common stock held by NTT Communications.

<sup>7</sup> In publicly available reports filed by NTT Communications and NTT DOCOMO, it is stated that because of NTT’s ownership of all the outstanding capital stock of NTT Communications and a majority of the common stock of NTT DOCOMO, NTT, NTT Communications and NTT DOCOMO may be considered to constitute a “group” within the meaning of Rule 18.1.5.3 of the Amended Implementing Rules and Regulations of The Securities Regulation Code. Therefore, each of them may be deemed to have beneficial ownership of the 43,963,642 shares in aggregate held by NTT Communications and NTT DOCOMO, which collectively represents 20.35% of the outstanding common stock of PLDT as of the Record Date.

<sup>8</sup> The shareholders comprising the JG Summit Group are JG Summit Holdings, Inc. (“JGS”) which owns 17,208,753 shares, Express Holdings, Inc. which owns 86,723 shares and Ms. Elizabeth Yu Gokongwei who owns 10,148 shares or a total of 17,305,624, representing 8.01% of the outstanding common stock of PLDT as of the Record Date. Based on a certification signed by a duly authorized officer of JGS, under the By-Laws of JGS, each of the Chairman and Chief Executive Officer of JGS, Mr. James L. Go and President and Chief Operating Officer of JGS, Mr. Lance Y. Gokongwei is authorized to vote the 17,208,753 common shares of PLDT owned by JGS and to appoint and/or sign proxies in behalf of JGS in connection with the Annual Meeting. Based on Section 3(h) of Article IV of the By-Laws of Express Holdings, Inc., the President Mr. Lance Gokongwei shall exercise, among others, the function of representing the corporation at all functions and proceedings.

Common	PCD Nominee Corporation <sup>9</sup> 37/F Tower 1, The Enterprise Center, 6788 Ayala Avenue corner Paseo de Roxas Avenue, Makati City Major Stockholder	Philippine Corporation	See Footnote 9	75,982,126	35.17	20.76
Common	J.P. Morgan Hongkong Nominees Limited <sup>10</sup> (various accounts) c/o HSBC Securities Services 7 <sup>th</sup> Floor HSBC Centre 3058 5 <sup>th</sup> Avenue West BGC Taguig City Major Stockholder	HongKong Corporation	See Footnote 10	27,190,669	12.59	7.43
Voting Preferred	BTF Holdings, Inc. <sup>11</sup> Ramon Cojuangco Building, Makati Avenue, Makati City Major Stockholder	Philippine Corporation	Same as Record Owner	150,000,000	-	40.98

Except as stated above and in the related footnotes, the Board of Directors and Management of the Company have no knowledge of any other person who, as of the Record Date, was directly or indirectly the beneficial owner of, or who has voting power with respect to, shares comprising more than five percent of the Company's outstanding Common Stock and Voting Preferred Stock as of the Record Date.

### Changes in Control

There has been no change in control of the Company since the beginning of 2017 and the Company is not aware of any existing, pending, or potential transaction which may result in such change in control.

### Security Ownership of Directors and Executive Officers

The following table sets forth the number of shares of PLDT Common Stock owned of record and/or beneficially by the directors/independent directors, Chief Executive Officer and executive officers<sup>12</sup> of the Company, and the percentage of shareholdings of each, as of the Record Date. None of them owns any shares of Voting Preferred Stock.

<sup>9</sup> PCD Nominee Corporation ("PCD"), is the registered owner of shares held by participants in the Philippine Depository and Trust Co. ("PDTC"), a private company organized to implement an automated book entry system of handling securities transactions in the Philippines. Under the PDTC procedures, when an issuer of a PDTC-eligible issue will hold a stockholders' meeting, the PDTC will execute a pro-forma proxy in favor of its participants for the total number of shares in their respective principal securities account as well as for the total number of shares in their client securities account. For the shares held in the principal securities account, the participant concerned is appointed as proxy with full voting rights and powers as registered owner of such shares. For the shares held in the client securities account, the participant concerned is appointed as proxy, with the obligation to constitute a sub-proxy in favor of its clients with full voting and other rights for the number of shares beneficially owned by such clients.

Based on available information, none of the owners of the PLDT common shares registered under the name of PCD, owned more than 5% of PLDT's outstanding common stock as of the Record Date, except, The Hongkong and Shanghai Banking Corporation Ltd Clients Account and Deutsche Bank Manila Clients Account, which owned approximately 8.82% and 5.30%, respectively, of PLDT's outstanding common stock as of such date. PLDT has no knowledge if any beneficial owner of the shares under The Hongkong and Shanghai Banking Corporation Ltd Clients Account and Deutsche Bank Manila Clients Account owned more than 5% of PLDT's outstanding common stock as of the Record Date.

This account also includes 7,653,703 PLDT common shares beneficially owned by a non-Philippine wholly-owned subsidiary of First Pacific.

<sup>10</sup> JP Morgan Hongkong Nominees Limited (formerly JP Morgan Asset Holdings (HK) Limited) holds shares as nominee of JPMorgan Chase Bank, successor depository under the Common Stock Deposit Agreement, dated October 14, 1994, as amended on February 10, 2003, between JPMorgan Chase Bank and the holders of ADRs, evidencing ADSs, representing shares of common stock of PLDT (the "Deposit Agreement"). Under the Deposit Agreement, if the depository does not receive voting instructions from a holder of ADRs, such holder will be deemed to have instructed the depository to provide a discretionary proxy to a person designated by PLDT for the purpose of exercising the voting rights pertaining to the shares of common stock underlying the ADS of such holder of ADRs, except that no discretionary proxy will be given with respect to any matter as to which substantial opposition exists or which materially and adversely affects the rights of the holders of such ADRs. This account also includes 8,533,253 PLDT common shares underlying ADS beneficially owned by NTT DOCOMO.

<sup>11</sup> A wholly-owned company of the Board of Trustees for the Account of the Beneficial Trust Fund Created Pursuant to the Benefit Plan of PLDT Co. Based on a resolution adopted by the Board of Directors of BTF Holdings, Inc., the Chairman of the Board of PLDT has been appointed as proxy or duly authorized representative of BTF Holdings, Inc. to represent and vote the PLDT shares of voting preferred stock of BTF Holdings, Inc in the Annual Meeting.

<sup>12</sup> As used in this Information Statement, "executive officers" refers to officers with the rank of Senior Vice President and up, the Chief Revenue Officer, Chief Financial Officer, Chief Corporate Services Officer, Chief People and Culture Officer, Business Transformation Office Head, Head of Financial Reporting and Controllershship and the Treasurer.



<b>Title of Class</b>	<b>Name of Beneficial Owner</b>	<b>Citizenship</b>	<b>Amount and Nature of Beneficial Ownership</b>		<b>Percentage Of Class</b>
Common	Manuel V. Pangilinan Chairman of the Board President & Chief Executive Officer	Filipino	252,450 4,506	Direct Indirect	0.116845 0.002086
Common	Helen Y. Dee Director	Filipino	98 24,982 <sup>13</sup>	Direct Indirect	0.000045 0.011563
Common	Emmanuel F. Dooc Director	Filipino	1	Direct	0.000000
Common	Ray C. Espinosa Director Chief Corporate Services Officer	Filipino	13,043 5,700	Direct Indirect	0.006037 0.002638
Common	James L. Go Director	Filipino	57,914 78,000	Direct Indirect	0.026805 0.036102
Common	Shigeki Hayashi Director	Japanese	1	Direct	0.000000
Common	Bernido H. Liu Independent Director	Filipino	1	Direct	0.000000
Common	Artemio V. Panganiban Independent Director	Filipino	1 1,770	Direct Indirect	0.000000 0.000819
Common	Albert F. del Rosario Director	Filipino	106,780 35,630	Direct Indirect	0.049422 0.016491
Common	Pedro E. Roxas Independent Director	Filipino	21 210 <sup>14</sup>	Direct Indirect	0.000010 0.000097
Common	Atsuhisa Shirai Director	Japanese	1	Direct	0.000000
Common	Marife B. Zamora Director	Filipino	5	Direct	0.000002
Common	Ma. Lourdes C. Rausa-Chan Director Corporate Secretary, Chief Governance Officer and Senior Vice President Corporate Affairs & Legal Services	Filipino	39 2,361	Direct Indirect	0.000018 0.001093
Common	Ernesto R. Alberto Chief Revenue Officer Executive Vice President	Filipino	4,300	Indirect	0.001990
Common	Anabelle L. Chua Chief Financial Officer Senior Vice President	Filipino	11,258 4,570	Direct Indirect	0.005211 0.002115
Common	Maria Elizabeth S. Sichon Chief People and Culture Officer	Filipino	3,496	Indirect	0.001618
Common	Victorico P. Vargas Business Transformation Office Head	Filipino	5,270	Indirect	0.002439
Common	Alejandro O. Caeg Senior Vice President Consumer Business – Customer Development	Filipino	3,500	Indirect	0.001620
Common	Jun R. Florencio Senior Vice President Internal Audit and Fraud Risk Management	Filipino	15 500	Direct Indirect	0.000007 0.000231
Common	Juan Victor I. Hernandez Senior Vice President Enterprise Business	Filipino	3,300	Indirect	0.001527

<sup>13</sup> Includes 2,780 shares thru RCBC Trust for the account of Michelle Y. Dee-Santos and 245 shares under the name of Helen Y. Dee, both under PCD Nominee Corporation and 21,957 shares owned by Hydee Management Corporation. As chairperson and president of Hydee Management Corporation, Ms. Dee may exercise the voting right in respect of the 21,957 shares of Hydee Management Corporation.

<sup>14</sup> Trust controlled by Mr. Pedro E. Roxas for his children thru PCD Nominee Corporation.

Common	Menardo G. Jimenez, Jr. Senior Vice President Business Transformation Office Deputy Head	Filipino	22 2,207	Direct Indirect	0.000010 0.001021
Common	Oscar Enrico A. Reyes, Jr. Senior Vice President Consumer Business–Market Development	Filipino	3,300	Indirect	0.001527
Common	June Cheryl A. Cabal-Revilla Controller Senior Vice President	Filipino	2,425	Indirect	0.001122
Common	Leo I. Posadas Treasurer First Vice President Treasury	Filipino	10 1,200	Direct Indirect	0.000005 0.000555
Common	Directors and Executive Officers (as a group)		441,660 187,227	Direct Indirect	0.204419 0.086657

Except for the shareholdings reported above, the Company has not received from any of the abovenamed directors/independent directors, Chief Executive Officer and executive officers of the Company, any statement of ownership, whether of record or beneficially, of more than five percent of the Company's outstanding shares of Common Stock as of the Record Date.

### Voting Trust Holders

To the best knowledge of the Board of Directors and Management of the Company, there are no persons who hold more than 5% of the Company's outstanding shares of Common Stock and Voting Preferred Stock under a voting trust or similar agreement.

## DIRECTORS AND OFFICERS

### Term of Office

Each director of the Company holds office until the annual meeting of stockholders held next after his election and his successor shall have been elected and qualified, except in case of death, resignation, disqualification or removal from office. The term of office of the officers is coterminous with that of the Board of Directors that elected or appointed them.

### Nominees for Election as Directors

In accordance with the Company's By-Laws, written nominations for election of directors including independent directors were submitted by certain stockholders to the Board of Directors through the President and Corporate Secretary at the Company's principal place of business at least sixty working days before the date of the Annual Meeting.<sup>15</sup>

The following individuals have been nominated for election as directors/independent directors at the Annual Meeting:

<sup>15</sup> Nominations for election of independent directors were made by various individuals and corporate stockholders including, but not limited to, Ms. Ma. Criselda B. Guhit, Mr. Leo I. Posadas, Ms. Erlinda L. Alvero, Philippine Telecommunications Investment Corporation ("PTIC"), Metro Pacific Resources, Inc. ("MPRI"), NTT DOCOMO, INC. ("NTT DOCOMO"), NTT Communications Corporation ("NTT Communications"), and BTF Holdings, Inc. ("BTFHI"). The nomination letters submitted by the corporate stockholders were signed by Mr. Manuel V. Pangilinan for PTIC and MPRI, Mr. Katsuhiko Yamagata for NTT DOCOMO, Mr. Shuji Inaba for NTT Communications and Ms. Anabelle L. Chua for BTFHI. The above mentioned individual and corporate stockholders have no material business or other relationship or affiliation with any of the nominees for election as independent directors.

Directors		Independent Directors
Manuel V. Pangilinan Helen Y. Dee Emmanuel F. Dooc Ray C. Espinosa James L. Go Shigeki Hayashi Albert F. del Rosario Atsuhisa Shirai Marife B. Zamora Ma. Lourdes C. Rausa-Chan		Bernido H. Liu Artemio V. Panganiban Pedro E. Roxas

The Governance and Nomination Committee (the “**GNC**”) of the Board of Directors of the Company composed of Mr. Manuel V. Pangilinan as Chairman, Mr. Atsuhisa Shirai as member, Mr. Pedro E. Roxas, Mr. Bernido H. Liu and Former Chief Justice Artemio V. Panganiban as independent members, and Ms. Ma. Lourdes C. Rausa-Chan and Ms. Maria Elizabeth S. Sichon, as non-voting members, has determined that each of the nominees for election as directors/independent directors at the Annual Meeting, possesses all of the qualifications and has none of the disqualifications for directorship set out in the Company’s Amended By-Laws and Manual on Corporate Governance. In addition, the GNC has determined that each of the independent director-nominees meets the independence criteria set out in SRC Rule 38, the Company’s Amended By-Laws and Manual on Corporate Governance, and other standards set by the GNC. In general, they are not officers or employees of the Company or any of its subsidiaries or substantial shareholders, and they are free from any business or other relationships with the Company or any of its subsidiaries or substantial shareholders which could, or could reasonably be perceived to, materially interfere with the exercise of their independent judgment in carrying out their responsibilities as independent directors. Each of them has submitted a Certificate of Qualification as required by the Securities and Exchange Commission pursuant to its Notice dated October 20, 2006.

The Amended By-Laws of the Company contain substantially all of the requirements on nomination and election of independent directors set forth in SRC Rule 38.

The following are the background information, including business experiences for at least the past five (5) years, of the nominees for election as directors/independent directors. Except for Messrs. Shigeki Hayashi and Atsuhisa Shirai who are Japanese citizens, all of the other nominees for election as directors/independent directors are Filipino citizens.

1. Mr. Manuel V. Pangilinan, 71 years old, has been a director of PLDT since November 24, 1998. He was appointed as Chairman of the Board of Directors of PLDT after serving as its President and Chief Executive Officer from November 1998 to February 2004. Effective January 1, 2016, he concurrently holds the position of President and Chief Executive Officer of PLDT and Smart Communications, Inc. (“Smart”). He is the Chairman of the Governance and Nomination, Executive Compensation and Technology Strategy Committees of the Board of Directors of PLDT. He also serves as Chairman of Metro Pacific Investments Corporation (“MPIC”), Manila Electric Company and Philex Mining Corporation, and Vice Chairman of Roxas Holdings, Inc., all of which are PSE-listed companies, and of several subsidiaries or affiliates of PLDT or MPIC, including, among others, Smart, Digitel Mobile Philippines, Inc., Digital Telecommunications Phils, PLDT Communications & Energy Ventures, Inc., Beacon Electric Assets Holdings Inc., Manila North Tollways Corporation, Maynilad Water Services Corporation, Landco Pacific Corporation, Metro Pacific Hospital Holdings, Inc., Medical Doctors Incorporated (Makati Medical Center), Colinas Verdes Corporation (Cardinal Santos Medical Center), Davao Doctors Incorporated, Riverside Medical Center Incorporated, Our Lady of Lourdes Hospital and Asian Hospital Incorporated. He is also the Chairman of MediaQuest Holdings Inc., TV5 Network Inc. and PLDT-Smart Foundation.

Mr. Pangilinan founded First Pacific Company Limited (“First Pacific”), a Hongkong Stock Exchange-listed company, in 1981 and served as Managing Director until 1999. He was appointed as Executive Chairman until June 2003, when he was named as Chief Executive Officer and Managing Director. Within the First Pacific Group, he also holds the position of President Commissioner of P.T. Indofood Sukses Makmur Tbk, the largest food company in Indonesia.

Outside the First Pacific Group, Mr. Pangilinan is the Chairman of the Board of Trustees of San Beda College and the Hong Kong Bayanihan Trust, a non-stock, non-profit foundation which provides vocational, social and cultural activities for Hongkong’s foreign domestic helpers. He is the Chairman of Philippine Business for Social Progress, the largest private sector social action organization made up of the country’s largest corporations. He is a Co-Chairman of the Philippine Disaster Resilience Foundation, Inc., a non-stock, non-profit foundation established to formulate and implement a reconstruction strategy to rehabilitate and rebuild areas devastated by floods and other calamities, and of the US-Philippine Business Society, a non-profit society which seeks to broaden the relationship between the United States and the Philippines in the areas of trade, investment, education, foreign and security policies and culture.

Mr. Pangilinan has received numerous prestigious awards including the Business Icon Gold Award for having greatly contributed to the Philippine economy through achievements in business and society by Biz News Asia magazine (2008), Global Filipino Executive of the Year for 2010 by Asia CEO Awards, and Philippines Best CEO for 2012 by Finance Asia.

Mr. Pangilinan graduated cum laude from the Ateneo de Manila University, with a Bachelor of Arts Degree in Economics. He received his Master’s Degree in Business Administration from Wharton School of Finance & Commerce at the University of Pennsylvania, where he was a Procter & Gamble Fellow. He was conferred a Doctor of Humanities Degree (Honoris Causa) by the San Beda College (2002), Xavier University (2007), Holy Angel University (2009) and Far Eastern University (2010).

2. Ms. Helen Y. Dee, 74 years old, has been a director of PLDT since June 18, 1986. She is the Chairperson or a director of EEI Corporation, House of Investments, Petro Energy Resources Corporation and Rizal Commercial Banking Corporation, all of which are PSE-listed companies. She is the Chairperson, Vice Chairperson or a director of several companies engaged in banking, insurance and real property businesses, which are listed on page 17 hereof. She is also the President and/or Chief Executive Officer of Hydee Management and Resource Corp., Moira Management, Inc., Tameena Resources, Inc., YGC Corporate Services, Inc., GPL Holdings, Inc. and Mijo Holdings, Inc. Ms. Dee received her Master’s Degree in Business Administration from De La Salle University.
3. Mr. Emmanuel F. Dooc, 68 years old, is the Vice Chairman of the Social Security Commission (“SSC”) and the President and Chief Executive Officer of the Social Security System (“SSS”). He is a member of the Board of Directors of Union Bank of the Philippines, Inc., a PSE-listed company, a director of Philam Tower Management Corp. and Philippine Health Insurance Corporation, the Vice Chairman of the Organization, Management and Innovation of International Social Security Association (ISSA) Technical Commission, and a trustee of the Gov. Jose B. Fernandez Center Board of Advisors of the Asian Institute of Management. Prior to his appointment at SSC/SSS, he served as Commissioner of the Insurance Commission and member of the Anti-Money Laundering Council from January 2011 to November 2016. His stint in the private sector included holding the positions of Compliance Officer and General Counsel of Philam Life & General Insurance Company (Philam) Group, Vice President for Operations Department of American International Assurance, Ltd, HK Head Office, tax lawyer at SGV and corporate secretary of several corporations.

Mr. Dooc is a recipient of various awards/recognitions, which include, the Baldomero B. Aguinaldo Award for Outstanding Head of Agency, Department of Finance Cluster (2016), Outstanding Bedan (2013 and 2014), Ulirang Ama Awardee for Law (2001), Most Outstanding Rotary Club President (2000), and Honorary Insurance Commissioner of the State of Louisiana, USA (2015).

Mr. Dooc obtained his Bachelor's Degree in Education from Mabini Colleges, Bachelor of Laws Degree from San Beda College, and Teaching the Blind (Graduate Degree) from the Philippine Normal University. He also completed the Professional Certificate Course in Anti-Corruption under the International Center for Parliamentary Studies (UK), Strategic Management Program at College of Insurance (USA), Executive Management Program for Senior Government Officials at John F. Kennedy School of Government (USA), 2015 Fall International Fellows Program organized by the National Association of Insurance Commissioners and the Center for Insurance Policy and Research, Fellow and Master Fellow of Life Management Institute (USA), International Fellow of National Association of Insurance Commissioners and Center for Policy and Research (USA), and Fellow of Institute of Corporate Directors.

4. Atty. Ray C. Espinosa, 62 years old, has been a director of PLDT since November 24, 1998, and is a member of the Technology Strategy Committee of the Board of Directors of PLDT. He has been serving as Chief Corporate Services Officer of PLDT since December 1, 2016, and General Counsel of Manila Electric Company (Meralco) since December 15, 2009. He is a director of Metro Pacific Investments Corporation and Roxas Holdings, Inc., a director and Chairman of the Finance Committee of Meralco, an independent director and Chairman of the Audit Committee of Lepanto Consolidated Mining Company, all of which are PSE-listed companies, and an independent director and the Chairman of the Risk Management Committee of Maybank Philippines, Inc. He is the Chairman of PhilStar Group of Companies and Business World Publication Corporation, the President of Mediaquest Holdings, Inc., a director of Voyager Innovations Inc. and Paymaya Philippines Inc., and a trustee of the Beneficial Trust Fund of PLDT and PLDT-Smart Foundation, Inc. Atty. Espinosa served as Head of Regulatory and Strategic Affairs of PLDT until 2016, President & CEO of TV5 Network Inc. and Cignal TV Inc. until May 2013 and, prior thereto, was the President & CEO of ePLDT and its subsidiaries until April 2010. In June 2013, he joined First Pacific as Associate Director and was appointed as First Pacific Group's Head of Government and Regulatory Affairs and Head of Communications Bureau for the Philippines.

Atty. Espinosa has a Master of Laws degree from the University of Michigan Law School and is a member of the Integrated Bar of the Philippines. He was a partner at Sycip Salazar Hernandez & Gatmaitan from 1982 to 2000, and a foreign associate at Covington and Burling (Washington, D. C., USA) from 1987 to 1988. He placed first in the 1982 Philippine Bar Examinations.

5. Mr. James L. Go, 79 years old, has been a director of PLDT since November 3, 2011, and is a member of the Technology Strategy and Risk Committees and Advisor of the Audit Committee of the Board of Directors of PLDT. He is the Chairman and Chief Executive Officer of JG Summit Holdings, Inc. and Oriental Petroleum and Minerals Corporation, the Chairman of Universal Robina Corporation and Robinsons Land Corporation, the Vice Chairman of Robinsons Retail Holdings, Inc., and a director of Cebu Air, Inc and Manila Electric Company, which are PSE-listed companies. He is also the Chairman of JG Summit Petrochemical Corporation and JG Summit Olefins Corporation, and a director of CFC Corporation, United Industrial Corporation Limited, Marina Center Holdings Private Limited and Hotel Marina City Private Limited. He is also the President and a Trustee of the Gokongwei Brothers Foundation. He was the Vice Chairman and President and Chief Executive Officer of Digital Telecommunications, Inc. until October 26, 2011. Mr. Go received his Bachelor of Science Degree and Master of Science Degree in Chemical Engineering from Massachusetts Institute of Technology, USA.
6. Mr. Bernido H. Liu, 55 years old, has been an independent director of PLDT since September 28, 2015 and is an independent member of the Audit, Governance and Nomination, Executive Compensation and Risk Committees of the Board of Directors of PLDT. He is the Chairman and Chief Executive Officer of Golden ABC, Incorporated. ("GABC"), a fashion retail company which creates and sells its own clothing, personal care and accessory lines marketed and retailed under a fast-growing dynamic portfolio of well-differentiated proprietary brands. He is the Group Chairman and President of LH Paragon Incorporated, a business holdings company which has under its management GABC and other companies in various industries, namely, Matimco Incorporated, Oakridge Realty Development Corporation, Basic Graphics Incorporated, Essentia Medical Group Incorporated, Red Logo Lifestyle Inc., Greentree Food Solutions, Inc., and GABC



International Pte Limited. He is a Trustee for Children's Hour Philippines and of the Philippine Retailers Association, a director for Mga Likha ni Inay, Inc., a member of the Visayas Advisory Council of Habitat for Humanity Philippines, and until March 27, 2018, was an independent member of the Board of Trustees of the PLDT-SMART Foundation, Inc.

Mr. Liu graduated with a Bachelor of Science Degree in Architecture from the University of San Carlos, Cebu, and completed the Executive Education Owner/President Management Program of the Harvard Business School. Over the years, Mr. Liu and GABC under his leadership have been recognized by different award-giving bodies. Awards include, among others, the Agora Award for Outstanding Achievement in Entrepreneurship from the Philippine Marketing Association, Ten Outstanding Young Men for Entrepreneurship, and the ASEAN Business Award of Excellence for Priority Integration Sector in Retail.

7. Mr. Shigeki Hayashi, 50 years old, is the Vice President-Planning/Carrier Relation Global Business of NTT Communications Corporation ("NTT Com"). He handles strategy and management of the global business of overseas subsidiaries, post-merger integration of NTT Com's mergers and acquisitions companies and carrier relation with global carriers of NTT Com. His previous positions in NTT Com were Director-Planning, Global Business (2012 to 2016), Senior Manager-Overseas Business Management, Global Business (2007 to 2012) and Senior Manager-Tax Accounting Division, Accounts and Finance Department (1999 to 2004). He was the Deputy General Manager-Corporate Management Department of NTT Europe Ltd. from 2004 to 2007. Mr. Hayashi obtained his Bachelor of Economics Degree from Osaka University.
8. Hon. Artemio V. Panganiban, 81 years old, has been an independent director of PLDT since April 23, 2013 and is serving as an independent member of the Audit, Governance and Nomination, Executive Compensation and Risk Committees of the Board of Directors of PLDT. He served as an independent member of the Advisory Board and an independent non-voting member of the Governance and Nomination Committee of the Board of Directors of PLDT from June 9, 2009 to May 6, 2013. Currently, he is also an independent director of Manila Electric Company, Petron Corporation, First Philippine Holdings Corporation, Metro Pacific Investments Corporation, Robinsons Land Corporation, GMA Network, GMA Holdings, and Asian Terminals, Inc., and a regular director of Jollibee Foods Corporation, all of which are PSE-listed companies, as well as a senior adviser of Metropolitan Bank and Trust Company, a member of the Advisory Council of the Bank of the Philippine Islands and an adviser of Double Dragon Properties, Corp. He is also Chairman of the Board of Trustees of the Foundation for Liberty and Prosperity, and of the Board of Advisers of Metrobank Foundation, Inc., a trustee of Tan Yan Kee Foundation and Claudio Teehankee Foundation, President of the Manila Metropolitan Cathedral-Basilica Foundation, a member of the Advisory Board of World Bank (Philippines), Chairman-Emeritus of the Philippine Dispute Resolution Center, Inc., Chairman of the Philippine National Committee of the Asean Law Association, a consultant of the Judicial and Bar Council, a member of the Permanent Court of Arbitration in The Hague, Netherlands, and a column writer of the Philippine Daily Inquirer.

Hon. Panganiban served the Supreme Court of the Philippines for more than 11 years, first as Associate Justice (October 10, 1995 to December 20, 2005) and later, as Chief Justice (December 21, 2005 to December 6, 2006) during which he sat concurrently as Chairperson of the Presidential Electoral Tribunal, Judicial and Bar Council and Philippine Judicial Academy. He has received over 250 awards in recognition of his role as jurist, practicing lawyer, professor, civic leader, Catholic lay worker and business entrepreneur, including "The Renaissance Jurist of the 21st Century" given by the Supreme Court on the occasion of his retirement from the Court. Hon. Panganiban graduated cum laude from Far Eastern University with a Bachelor of Laws Degree in 1960, and was conferred a Doctor of Laws Degree (Honoris Causa) by the University of Iloilo (1997), Far Eastern University (2002), University of Cebu (2006), Angeles University (2006) and Bulacan State University (2006). He was co-founder and past president of the National Union of Students of the Philippines.

9. Ambassador Albert F. del Rosario, 78 years old, has been a director of PLDT since July 11, 2016 and is a member of the Technology Strategy Committee of the Board of Directors of PLDT. He was the former Secretary of Foreign Affairs of the Philippines from March 2011 to March 2016 and also served as Philippine Ambassador to the United States of America from October 2001 to August 2006. Prior to entering public service, he was on the Board of Directors of over 50 firms. His business career for over four decades has spanned the insurance, banking, real estate, shipping, telecommunications, advertising, consumer products, retail, pharmaceutical and food industries.

Ambassador del Rosario is the Chairman of Philippine Stratbase Consultancy, Inc., Gotuaco del Rosario Insurance Brokers, Inc., Stratbase ADR Institute, Inc., and a director of First Pacific Company Limited, Metro Pacific Investments Corporation and Rockwell Land Corporation (both PSE-listed companies), Indra Philippines, Inc., Metro Pacific Tollways Corporation, Cavite Infrastructure Corporation, Sarimonde Foods Corporation, Two Rivers Pacific Holdings Corporation, Metro Pacific Resources, Inc., Metro Pacific Holdings, Inc., Metro Pacific Asset Holdings, Inc., Philippine Telecommunications Investment Corporation, Enterprise Investments Holdings, Inc. and Asia Insurance (Phil.) Corp. He is also a trustee of the Carlos P. Romulo Foundation for Peace & Development and Philippine Cancer Society, Inc. and a member of the Advisory Board of CSIS Southeast Asia Program and Metrobank Foundation, Inc.

Ambassador del Rosario received numerous awards and recognition for his valuable contributions to the Philippines and abroad. In September 2004, he was conferred the Order of Sikatuna, Rank of Datu, by H.E. President Gloria Macapagal-Arroyo for his outstanding efforts in promoting foreign relations for the Philippines and the Order of Lakandula with a Rank of Grand Cross (Bayani) for acting as Co-Chair of the 2015 APEC in December 2015. He was a recipient of the EDSA II Presidential Heroes Award in recognition of his work in fostering Philippine democracy in 2001 and the Philippine Army Award from H.E. President Corazon Aquino for his accomplishments as Chairman of the Makati Foundation for Education in 1991. He was awarded as 2013 Professional Chair for Public Service and Governance by Ateneo School of Government and the Metrobank Foundation, 2014 Management Man of the Year by Management Association of the Philippines, 2016 Outstanding Government National Official by Volunteers Against Crime and Corruption (VACC), 2016 Asia CEO Awards as Life Contributor, and Manuel L. Quezon Gawad Parangal as Quezon City's Most Outstanding Citizens for 2016. He was elevated to the Xavier Hall of Fame in New York City in 2006. He received the AIM Washington Sycip Distinguished Management Leadership Award in 2011, Doctor of Laws (Honoris Causa) for "principled commitment to democracy, integrity and the rule of law both at home and around the globe" conferred by the College of Mount Saint Vincent, New York City in September 2015, Rotary Club Makati West's First "Albert del Rosario Award" (Tungo sa Makatarungang Pamumuhay) in August 2016, Outstanding Leadership in Diplomatic Service by Miriam College Department of International Studies and Philippine Tatler's Diamond Award both in November 2016. Ambassador del Rosario graduated from New York University with a Bachelor of Science Degree in Economics.

10. Mr. Pedro E. Roxas, 62 years old, has been a director of PLDT since March 1, 2001 and qualified as an independent director since 2002. He is the Chairman of the Audit Committee and serves as an independent member of the Risk, Governance and Nomination and Executive Compensation Committees of the Board of Directors of PLDT. He is the Chairman of Roxas Holdings, Inc. and Roxas and Company, Inc., and an independent director of Manila Electric Company, BDO Private Bank and CEMEX Holdings Phil. Inc., which are reporting or PSE-listed companies. He is also the Chairman, President or a director of companies or associations in the fields of agri-business, sugar manufacturing and real estate development including Brightnote Assets Corporation, Club Punta Fuego, Inc., Hawaiian-Philippine Co. and Philippine Sugar Millers Association, and a member of the Board of Trustees of Philippine Business for Social Progress and Fundacion Santiago (where he is also the President) and Roxas Foundation, Inc.. Mr. Roxas received his Bachelor of Science Degree in Business Administration from the University of Notre Dame, Indiana, U.S.A.

11. Mr. Atsuhisa Shirai, 56 years old, has been a director of PLDT since August 30, 2016. He is a member of the Governance and Nomination, Executive Compensation, Technology Strategy and Risk Committees, and an Advisor of the Audit Committee of the Board of Directors. From May 2015 to July 2016, he was the President of Mobile Innovation Co., Ltd., a company that provides fleet management services in Thailand, and through its subsidiaries, in Vietnam and Indonesia, and through dealers, in Myanmar. He served as Director of DOCOMO Wi-Fi Service, 2M2 Business Department and Director of International Roaming, Global Business Department of NTT DOCOMO from July 2013 to April 2015 and from April 2009 to June 2013, respectively. He also served as Director of Wireless Broadband Alliance from July 2010 to June 2015. Prior to that, he was the Director of Singapore Project, Global Business Office of NTT West Corporation from July 2007 to March 2009, Director of Housing Services and Data Center, IT Management Services Department and Director of Internal IT System, Global Business Department of NTT Communications Corporation from April 2005 to June 2007 and from January 2002 to March 2005, respectively. Mr. Shirai received his Master's Degree in Electrical and Electronic Engineering from Chiba University.
  
12. Ms. Marife B. Zamora, 65 years old, has been a director of PLDT since November 14, 2016. She is a member of the Board of Directors of Convergys Philippines, Inc., the Philippine branch of Convergys Corporation (NYSE:CVG), a global leader in customer management, and prior thereto served as its Chairperson from April 2014 to March 2018. She is the 3<sup>rd</sup> Woman President and the 68<sup>th</sup> President of the Management Association of the Philippines since its inception in 1950, a member of the Board of Directors of the American Chamber of Commerce of the Philippines, 2017-2018, Secretary and member of the Board of Trustees of the Integrity Initiative, and Board Adviser of ABS CBN Lingkod Kapamilya Foundation Inc. She co-founded and is Chair of the Filipina CEO Circle, an organization of Filipina CEOs who rose through the ranks to lead large corporations in the country's private sector. She served as the first country manager of Convergys Philippines, setting up its first contact center in 2003 and leading its growth into being the country's largest private employer. In 2011, she became managing director for Asia Pacific and EMEA, responsible for Convergys contact centers in the Philippines, India, United Kingdom, and Malaysia. Prior to her work at Convergys Philippines, Ms. Zamora served as managing director for Headstrong Incorporated, a global provider of integrated solutions and digital technologies. Previously, she was with IBM Philippines where she held a number of sales, marketing and management positions during her 18-year tenure with the company.

Ms. Zamora received her Bachelor of Arts Degree (major in Mathematics & History) from the College of the Holy Spirit and studied in the University of the Philippines and the Wharton School of the University of Pennsylvania. Honors conferred on Ms. Zamora include the Asia CEO Awards 2011 Global Filipino Executive of the Year, the 'Go Negosyo' Woman STARpreneur Award 2012, and the 100 Most Influential Filipino Women in the World Award (Founders & Pioneers Category) 2013.

13. Ms. Ma. Lourdes C. Rausa-Chan, 64 years old, has been a director of PLDT since March 29, 2011 and is a non-voting member of the Governance and Nomination Committee of the Board of Directors of PLDT. She has been serving as Corporate Secretary, Corporate Affairs and Legal Services Head and Chief Governance Officer of PLDT since November 1998, January 1999 and March 2008, respectively. She is a director and the Corporate Secretary of ePLDT, PLDT Global Investments Holdings, Inc., PLDT Communications and Energy Ventures, Inc., ACeS Philippines Cellular Satellite Corporation and Mabuhay Investments Corporation, and also serves as Corporate Secretary of several other subsidiaries of PLDT, and of PLDT-Smart Foundation Inc. and Philippine Disaster Resilience Foundation, Inc. Prior to joining PLDT, she was the Group Vice President for Legal Affairs of Metro Pacific Corporation and the Corporate Secretary of some of its subsidiaries. Ms. Rausa-Chan received her Bachelor of Arts Degree in Political Science and Bachelor of Laws Degree from the University of the Philippines.



The following is a list of the directorships in private and public companies of the nominee for election as director named below. All directorships of the other directors are included in their respective biographies in the preceding pages.

Name of Director	Names of Companies	
	Public	Private
Helen Y. Dee	EEI Corporation (Regular Director/Chairman) House of Investments (Regular Director/Chairman) Petro Energy Resources Corporation (Regular Director/Chairman) Rizal Commercial Banking Corporation (Regular Director/Chairman)	AY Holdings, Inc. (Regular Director/Chairman) ET Yuchengco, Inc. (Regular Director/Chairman) Dee Yu Corporation (Regular Director/Chairman) GPL Holdings, Inc. (Regular Director) Hi-Eisai Pharmaceuticals, Inc. (Regular Director/Chairman) Honda Cars, Kalocan (Regular Director) Honda Cars Philippines, Inc. (Regular Director) Hydee Management & Resource Corp. (Regular Director/Chairman) Isuzu Philippines, Inc. (Regular Director) La Funeraria Paz Sucat (Regular Director/Chairman) Landev Corp. (Regular Director/Chairman) Luis Miguel Foods (Regular Director) Luisita Industrial Park Corporation (Regular Director) Malayan Colleges, Inc. (Regular Director/Chairman) Malayan Colleges Mindanao (A. Mapua School) Inc. (Regular Director/Chairman) Malayan Insurance Company (Regular Director/Chairman) Malayan Insurance Co. (HK) Ltd (Regular Director/Chairman) Malayan High School of Science, Inc (Regular Director/Chairman) Manila Memorial Park Cemetery, Inc. (Regular Director/Chairman) Mapua Information Technology Center, Inc. (Regular Director/Chairman) MICO Equities, Inc. (Regular Director/Chairman) Mijo Holdings, Inc. (Regular Director/Chairman) Moira Management, Inc. (Regular Director) Pan Malayan Express (Regular Director) Pan Malayan Management and Investment Corporation (Regular Director/Chairman) Pan Malayan Realty Corp. (Regular Director/Chairman) Petrowind Energy, Inc. (Regular Director/Chairman) Philippine Integrated Advertising Agency, Inc. (Regular Director) Promotions Personalized Inc. (Regular Director/Chairman) RCBC Forex Brokers Corp (Regular Director) RCBC Leasing & Finance Corp (Regular Director/Chairman) RCBC Realty Corporation (Regular Director) RCBC Savings Bank (Regular Director/Chairman) Shayamala Corporation (Regular Director/Chairman) Silver Falcon Insurance Agency, Inc. (Regular Director/Chairman) Sunlife Grepa Financial, Inc. (Regular Director/Chairman) [Tameena Resources, Inc. (Regular Director/Chairman) Xamdu Motors, Inc. (Regular Director/Chairman) YGC Corporate Services, Inc. (Regular Director/Chairman) Y Realty, Inc. (Regular Director)

## Nominees for Appointment as Officers

The table below sets forth the names, ages, positions and periods of service of the incumbent officers of the Company, all of whom will be nominated for re-election at the Organizational Meeting of the Board of Directors following the Annual Meeting. All of the officers of the Company are Filipino citizens.

### Executive Officers

Name	Age	Position	Period during which individual has served as such
Manuel V. Pangilinan	71	President and Chief Executive Officer	January 1, 2016 to present
Ernesto R. Alberto	57	Chief Revenue Officer Executive Vice President Enterprise and International and Carrier Business Head Customer Sales & Marketing Group Head Corporate Business Head	December 1, 2016 to present January 1, 2012 to present September 16, 2011 to November 30, 2016 February 1, 2008 to September 15, 2011 May 15, 2003 to January 31, 2008
Ray C. Espinosa	62	Chief Corporate Services Officer Regulatory Affairs and Policies Head	December 1, 2016 to present March 4, 2008 to November 30, 2016
Anabelle L. Chua	57	Chief Financial Officer Senior Vice President Corporate Finance and Treasury Head Treasurer	May 18, 2015 to present February 26, 2002 to present March 1, 1998 to May 17, 2015 February 1, 1999 to May 17, 2015
Maria Elizabeth S. Sichon	60	Chief People and Culture Officer	December 1, 2016 to present
Victorico P. Vargas	66	Business Transformation Office Head	January 1, 2016 to present
Ma. Lourdes C. Rausa-Chan	64	Corporate Secretary Senior Vice President Corporate Affairs and Legal Services Head Chief Governance Officer	November 24, 1998 to present January 5, 1999 to present March 4, 2008 to present
June Cheryl A. Cabal-Revilla	44	Senior Vice President Controller Financial Reporting and Controllershship Head	May 12, 2017 to present November 15, 2006 to present
Alejandro O. Caeg	58	Senior Vice President Consumer Business-Customer Development Head Wireless Consumer Division Sales and Distribution Head International and Carrier Business	January 1, 2012 to present August 1, 2017 to present December 1, 2016 July 31, 2017 March 1, 2009 to November 30, 2016
Jun R. Florencio	62	Senior Vice President Internal Audit and Fraud Risk Management Head Audit and Assurance Head	June 14, 2005 to present February 16, 2006 to present Sept. 1, 2000 to February 15, 2006
Juan Victor I. Hernandez	44	Senior Vice President Enterprise Business Head Corporate Business Head	March 23, 2017 to present December 1, 2016 to present August 2009 to November 30, 2016
Menardo G. Jimenez, Jr.	55	Senior Vice President Business Transformation Office Deputy Head Human Resources Head and Fixed Line Business Transformation Office Head Business Transformation Office Revenue Team Head Retail Business Head Corporate Communications and Public Affairs Head	December 9, 2004 to present January 1, 2017 to present August 1, 2010 to November 30, 2016 January 1, 2008 to July 2010 June 16, 2004 to December 31, 2007 December 1, 2001 to June 15, 2004
Oscar Enrico A. Reyes, Jr.	42	Senior Vice President Consumer Business-Market Development Home Business	November 9, 2017 to present August 1, 2017 to present January 1, 2017 to July 31, 2017
Leo I. Posadas	51	Treasurer First Vice President and Treasury Head	May 18, 2015 to present March 6, 2007 to present

## Other Officers

Name	Age	Position	Period during which individual has served as such
Florentino D. Mabasa, Jr.	59	First Vice President Assistant Corporate Secretary	February 19, 2004 to present August 2, 1999 to present
Katrina L. Abelarde	42	First Vice President	March 5, 2013 to present
Marco Alejandro T. Borlongan	50	First Vice President	August 30, 2016 to present
Alfredo B. Carrera	63	First Vice President	February 27, 2006 to present
Leah Camilla R. Besa-Jimenez	43	First Vice President	February 1, 2017 to present
Albert Mitchell L. Locsin	47	First Vice President	February 7, 2017 to present
Aileen D. Regio	47	First Vice President	June 8, 2017 to present
Martin T. Rio	58	First Vice President	October 22, 2012 to present
Ricardo M. Sison	57	First Vice President	February 26, 2002 to present
Emiliano R. Tanchico, Jr.	62	First Vice President	May 8, 2001 to present
Annette Yvette W. Tirol	45	First Vice President	July 1, 2017 to present
Victor Y. Tria	48	First Vice President	November 9, 2017 to present
Melissa V. Vergel De Dios	55	First Vice President	March 5, 2013 to present
Minerva M. Agas	58	Vice President	September 1, 2016 to present
Benedict Patrick V. Alcoseba	41	Vice President	August 30, 2016 to present
Ariel G. Aznar	56	Vice President	November 9, 2017 to present
Jerameel A. Azurin	49	Vice President	August 30, 2016 to present
Rafael M. Bejar	60	Vice President	March 3, 2009 to present
Jose Arnilo S. Castaneda	53	Vice President	August 30, 2016 to present
Gerardo Jose V. Castro	56	Vice President	September 30, 2014 to present
Marisa V. Conde	47	Vice President	May 16, 2015 to present
Aniceto M. Franco III	52	Vice President	February 1, 2017 to present
Gene S. De Guzman	56	Vice President	September 30, 2014 to present
Gil Samson D. Garcia	46	Vice President	March 26, 2010 to present
Joseph Ian G. Gendrano	41	Vice President	May 1, 2013 to present
Elisa B. Gesalta	59	Vice President	February 27, 2006 to present
John John R. Gonzales	49	Vice President	June 1, 2013 to present
Ma. Gillian Y. Gonzalez	42	Vice President	June 1, 2017 to present
Ma. Criselda B. Guhit	55	Vice President	February 27, 2006 to present
Emeraldo L. Hernandez	60	Vice President	February 19, 2004 to present
Silverio S. Ibay, Jr.	46	Vice President	November 9, 2017 to present
Gary F. Ignacio	47	Vice President	November 9, 2017 to present
Marven S. Jardiel	50	Vice President	March 26, 2010 to present
Princesita P. Katigbak	52	Vice President	May 6, 2014 to present
Alexander S. Kibanoff	54	Vice President	March 3, 2009 to present
Javier C. Lagdameo	53	Vice President	March 3, 2009 to present
Luis Ignacio A. Lopa	58	Vice President	March 26, 2010 to present
Czar Christopher S. Lopez	50	Vice President	November 9, 2017 to present
Paolo Jose C. Lopez	47	Vice President	January 27, 2015 to present
Ma. Carmela F. Luque	50	Vice President	March 5, 2013 to present
Oliver Carlos G. Odulio	47	Vice President	March 6, 2007 to present
Carlo S. Ople	35	Vice President	December 1, 2016 to present
Harold Kim A. Orbase	40	Vice President	March 23, 2017 to present
Dale M. Ramos	46	Vice President	September 16, 2016 to present
Ricardo C. Rodriguez	59	Vice President	February 26, 2002 to present
Genaro C. Sanchez	56	Vice President	January 25, 2005 to present
Maria Christina C. Semira	47	Vice President	November 9, 2017 to present
Ma. Merceditas T. Siapatco	53	Vice President	November 16, 2017 to present
Arvin L. Siena	46	Vice President	August 30, 2016 to present
Carla Elena A. Tabuena	47	Vice President	March 23, 2017 to present
Patrick S. Tang	45	Vice President	August 31, 2010 to present
John Henri C. Yanez	47	Vice President	November 9, 2017 to present

Mr. Ernesto R. Alberto, Group Chief Revenue Officer for PLDT and Smart, and a member of PLDT and Smart top management team, is responsible for generating revenues from all the market segments of the group (Enterprise, International, Home, and Wireless businesses). Prior thereto, he was the Head of PLDT Group Enterprise, International and Carrier Business since January 2012. He also serves as Chairman, President and Chief Executive Officer of Asia Netcom Philippines Corporation, Digitel Crossing, Inc., Mabuhay Investments Corporation, and Telesat, Inc., President and Chief Executive Officer of ePLDT and Digitel Mobile Phils, Inc., and

President of i-Contacts Corporation and Primeworld Digital Systems, Inc. He is the Chairman of ABM Global Solutions, Bonifacio Communications Corporation, Curo Teknika, ePDS, IP Converge Data Services, Inc. PLDT Clark Telecom, Inc., PLDT Malaysia Sdn. Bhd., PLDT Maratel, Inc., PLDT Philcom, PLDT Subic Telecom, Inc., Rack IT Data Center, Inc., and Smart NTT Multi-Media, Inc., and a director of Asean Telecom Holdings Sdn. Bhd., Paymaya Philippines, Inc., PLDT Global, Smart, Talas Data Intelligence, Voyager Innovations, Inc. and WiFun, Inc.

Mr. Alberto has over thirty (30) years of extensive experience in telecommunications, corporate banking, relationship management and business development, having held key positions in the PLDT Group and leading local and foreign banks. Prior to joining PLDT in May 2003, he was Vice President, Senior Banker and Group Head of the National Corporate Group of Citibank, N.A., Manila from November 1996 to April 2003 and previously served as Vice President and Group Head of the Relationship Management Group of Citytrust Banking Corporation. He graduated with a Bachelor's Degree major in Economics and minor in Mathematics and Political Science from San Beda College and pursued his masters studies in Economics Research at the University of Asia and the Pacific.

Ms. Anabelle L. Chua, Chief Financial Officer of the PLDT Group, previously served as the Chief Financial Officer of Smart from 2006 and Chief Financial Officer of Digitel Mobile from 2013 until May 2015. She holds directorships in several subsidiaries of PLDT, Smart and Digitel. She is also a member of the Board of Directors of Philippine Stock Exchange, Securities Clearing Corporation of the Philippines and Philippine Telecommunications Investment Corporation and the Board of Trustees of the PLDT-Smart Foundation and PLDT Beneficial Trust Fund ("PLDT-BTF"), a director of the companies owned by PLDT-BTF, and a director and member of the Finance, Audit, Risk and Nomination and Governance Committees of the Board of Directors of Manila Electric Company. Ms. Chua has over 30 years of experience in the areas of corporate finance, treasury, financial control and credit risk management and was a Vice President at Citibank, N.A. where she worked for 10 years prior to joining PLDT in 1998. She graduated magna cum laude from the University of the Philippines with a Bachelor of Science Degree in Business Administration and Accountancy.

Ms. Maria Elizabeth S. Sichon, Chief People and Culture Officer, previously held HR roles in high tech, financial and health care industries across the Americas, Europe, Middle East and Africa, Asia Pacific and Latin America and had her own consulting company, Executive HR Coach, LLC based in Silicon Valley, California, where she worked with companies on their culture transformation and leadership development. Prior to this, she was VP Human Resources of Hewlett Packard, and VP Human Resources International of Avaya, Inc. She received her Master of Arts Degree in Organizational Psychology from Teachers College, Columbia University and BS Psychology from the University of the Philippines.

Mr. Victorico P. Vargas, Business Transformation Office Head, is an Assistant Director of First Pacific since January 2016, overseeing First Pacific Group businesses operating in the Philippines and its region, with particular focus on leading the Business Transformation of PLDT. Prior thereto, Mr. Vargas was the President and Chief Executive Officer of Maynilad Water Services, Inc. since August 2010. He joined PLDT in 2000 as its Human Resources Group Head and through his stay at PLDT got involved in managing the PLDT Business Transformation Office, Asset Protection and Management Group, and the PLDT International Carrier Business. He has worked in senior roles at Union Carbide, Pepsi Cola, Colgate Palmolive and Citibank. He is the President of the Philippine Olympic Committee, a director of PLDT Subic Telecom, Inc. and PLDT Clark Telecom, Inc., President and Member of the Board of Trustees of the First Pacific Leadership Academy, Trustee of the MVP Sports Foundation, and Ideaspace Foundation and President of the PhilPop Music Fest Foundation. Mr. Vargas was educated at Ateneo de Manila and University of Santo Tomas with a Bachelor of Science Degree in Psychology.

Ms. June Cheryl A. Cabal-Revilla, Controller and Financial Reporting and Controllershship Head, is concurrently the Chief Financial Officer of Smart since May 18, 2015. She is also a director and/or the Chief Financial Officer/Treasurer of several subsidiaries of PLDT, the Co-Controller of Vega Telecom, Inc., Eastern Telecommunications Phils, Inc. and Bell Telecommunication Phils, Inc., the Chief Financial Officer and/or Treasurer of PLDT-Smart Foundation, Philippine Disaster Resilience Foundation and TOYM Foundation, Comptroller of First Pacific Leadership Academy Foundation and director of Tahanan Mutual Building and Loan Association. Prior to joining PLDT in June 2000 as an executive trainee in the Finance Group, she was a

senior associate in the business audit and advisory group of SGV & Co. Ms. Cabal-Revilla received her Bachelor of Science Degree in Accountancy from De La Salle University and Master's Degree in Business Management Major in Finance from Asian Institute of Management.

Mr. Alejandro O. Caeg, Head of Consumer Business – Customer Development, previously served as Head of WCD Sales and Distribution of Smart from December 1, 2016 to July 2017 and as Head of International & Carrier Business from March 1, 2009 until November 30, 2016. He was Smart's representative to the Conexus Mobile Alliance (one of Asia's largest cellular roaming alliances), where he was also designated as its Deputy Chairman until 2012 and Conexus Chairman until 2014. Prior to joining PLDT in 2009, he worked in PT Smart Telecom (Indonesia) as its Chief Commercial Strategy Officer from July 2008 to December 2008 and as Chief Commercial Officer from January 2006 to June 2008. He also held various sales, marketing and customer service-related positions in Smart including that of Group Head of Sales and Distribution (2003-2005), Group Head of Customer Care and National Wireless Centers (1998-2001) and Marketing Head of International Gateway Facilities and Local Exchange Carrier (1997-1998). He also served as President and Chief Executive Officer of Telecommunications Distributors Specialist, Inc. in 2002 and as Chief Operations Adviser of I-Contacts Corporation (Smart's Call Center subsidiary) from 2001 to 2002. Mr. Caeg graduated with a Bachelor's Degree in AB Applied Economics and obtained MBA credits from De La Salle University Manila.

Mr. Jun R. Florencio, Internal Audit and Fraud Risk Management Head, handles the overall coordination of the internal audit function of the PLDT group of companies and is in-charge of the fraud risk management function of the PLDT Fixed Line business. He has over 25 years of work experience in the areas of external and internal audit, revenue assurance, credit management, information technology, financial management, and controllership. He was the Financial Controller of Smart for four years before he joined PLDT in April 1999 as Head of Financial Management Sector. He held various positions in the finance organization of another telecommunications company prior to joining Smart. Mr. Florencio, who is a Certified Public Accountant, received his Bachelor of Science Degree in Commerce, Major in Accounting from the University of Santo Tomas and attended the Management Development Program of the Asian Institute of Management.

Mr. Juan Victor I. Hernandez, Enterprise Business Head, is responsible for setting and driving the overall business directions for Corporate and SME businesses of the PLDT Group. He joined the Company in October 2000 as Executive Trainee under the Corporate Business Group and served as Head of Corporate Credit Management from August 2001 to February 2003, Head of PLDT Corporate Business Group –Visayas from 2003 to 2005, Convergence Business B Head from 2003 to July 2009 and Corporate Business Head from August 2009 to November 2016. He obtained his BS Agricultural Economics Degree from the University of the Philippines and Masters in Business Management Degree from the Asian Institute of Management.

Mr. Menardo G. Jimenez, Jr., Business Transformation Office Deputy Head, joined PLDT in December 2001 and has served in various capacities as Corporate Communications and Public Affairs Head, Retail Business Head, Human Resources Group Head and Fixed Line Business Transformation Office Head. He holds directorships in several subsidiaries of PLDT. Prior to joining PLDT, he had a stint at GMA Network, Inc., where he served as head of a creative services and network promotions. Mr. Jimenez received his AB Economics Degree from the University of the Philippines.

Mr. Oscar Enrico A. Reyes, Jr., Head of Consumer Business Market Development and concurrent Head of Consumer Digital Solutions, joined PLDT in February 2015 and was seconded to CignalTV as Chief Operating Officer until December 31, 2015. Thereafter, he served as Home Operations Head until December 2016 and as Home Business Head until July 2017. He holds directorships in some subsidiaries of PLDT. Mr. Reyes, Jr. has extensive experience in consumer marketing and sales both locally and globally and prior to joining PLDT, he served as General Manager-Consumer Products Division of L'Oreal Philippines Inc. from June 2012 until January 2015 and Deputy General Manager-Consumer Products Division from February 2012 until June 2012. He was the Marketing Director of Nutri-Asia Philippines, Inc. from April 2009 to January 2012 and worked for 11 years in Unilever companies, including Unilever Philippines, Inc. and Unilever Thai Trading Limited, handling marketing and brand management functions from 1998 to April 2009. Mr. Reyes obtained his Bachelor of Science Degree in Management Engineering from Ateneo De Manila University and attended an executive course on Culture Building in CEDEP, INSEAD and General Management in France, sponsored by L'Oreal.



Mr. Leo I. Posadas, Treasurer and Treasury Head, has been in PLDT's service since September 2000. He handles the treasury management and treasury operations of the Company. He is a director and Vice President for Treasury of Mabuhay Investments Holdings, Inc., Treasurer and Head of Treasury of Smart, Treasurer of ePLDT and some other subsidiaries of PLDT. Prior to joining PLDT, he served as Treasury Manager of Total Petroleum Philippines, and as Manager for Foreign Exchange Management of San Miguel Corporation. Mr. Posadas received his Bachelor of Arts Degree in Economics and Bachelor of Science Degree in Commerce Major in Management of Financial Institutions from the De La Salle University.

Atty. Florentino D. Mabasa, Jr., Legal Services Center Head and Assistant Corporate Secretary, has been in PLDT's service since August 1999 and served as Acting Corporate Governance Compliance Officer of PLDT from January 2003 to October 2004. Prior to joining PLDT, he was Head of Asset Recovery Management and Legal Services of Export and Industry Bank. Atty. Mabasa obtained his Bachelor of Laws Degree from the Ateneo de Manila University.

Ms. Katrina L. Abelarde, Head of International and Carrier Business is concurrently the President of PLDT Global Corporation. She is responsible for ensuring the market position of the PLDT Group in the international and carrier businesses. She was the Wireless Consumer Operations Head until November 30, 2016 and Small and Medium Enterprises Business Head from February 2008 to December 30, 2015. She has been in PLDT's service since December 2000 and held various positions in the areas of corporate sales and relationship management. Prior to joining PLDT, she served as Client Management Lead under Equities Group of Standard Chartered Bank from September 1996 to September 1997 and Senior Sales Manager of Makati Shangri-la Manila from September 1997 to November 2004. She obtained her AB- Interdisciplinary Studies Degree from the Ateneo de Manila University.

Mr. Marco Alejandro T. Borlongan, Home Business Development & Operations Head, joined the Company in March 2007 as an Assistant Vice President in the Consumer Affairs Group. He was the Customer Service Operations Management Head from January 2011 to October 15, 2017 and concurrent Homes Sales and Distribution Head from July 1, 2015 to October 15, 2017, Consumer Care Head until 2011, and Consumer Service Delivery Head until June 2008. He holds directorship in some subsidiaries of PLDT. Prior to joining PLDT, he served as a Group Manager of Metro Pacific Corporation, Executive Vice President and Chief Operating Officer of Nation Broadcasting Corporation and Mortgage Operations Head of United Savings Bank in California, U.S.A. He obtained his Bachelor of Science Degree in Industrial Management Engineering from the De La Salle University.

Mr. Alfredo B. Carrera, Regulatory Strategy and Support Head, has been in PLDT's service for over 40 years and held various positions in the areas of economic planning, network traffic planning, market research and development and carrier relations. He is a director and the Vice Chairman of Philippine Chamber of Telecommunications Operators, Inc., and a director of Bonifacio Communications. He is a recipient of Outstanding Electronics Engineer award given by the Professional Regulation Commission in 2012. Mr. Carrera obtained his Master of Science in Industrial Economics Degree from the University of Asia & the Pacific.

Ms. Leah Camilla R. Besa-Jimenez, Chief Data Privacy Officer, has over 20 years of experience in digital, data, CRM/CVM (focusing on data analytics, datawarehouse, and loyalty & retention), marketing, media, product and social. Prior to her appointment in PLDT, she served as Consultant – CVM (CCM & Loyalty) and Digital Engagement of Smart. She also served as a First Vice President/Group Head of Smart for Digital Media from September 2012, and for Media Convergence from June 2013 to May 2015. Her other previous employments include Chief Executive Officer of Starcom Mediavest Group Manila, Philippines from May 2015 to December 2016, Managing Director of Netbooster Asia, Inc. (now called Movent, a GroupM Company) from January 2011 to August 2012 and General Manager of Proximity Philippines from March 2006 to December 2010. She also served as Head-Wireless CRM (Core Wireless Member) of Globe Telecom from 2003 to March 2006 and worked in Ogilvyone Worldwide Manila, Philippines/Ogilvy & Mather (Philippines) for around 8 years in various roles from 1995 to 2002 and as Director of Business Development of Ogilvy & Mather (Philippines) until May 2003. She obtained her Bachelor of Arts Degree in Communications Arts and Bachelor of Science Degree in Commerce Major in Marketing Management from De La Salle University.

Mr. Albert Mitchell L. Locsin, Small and Medium Enterprises Business Head, joined the Company in June 2011 and served as Vice President and Head of Corporate Relationship Management B from June 2011 to May 2013 and as Head of Corporate Relationship Management C until December 2015. He holds directorships in some subsidiaries of PLDT. Mr. Locsin has over 23 years of management experience and over 8 years of Business Process Outsourcing (BPO)/Information Technology (IT) management practice. He was the Global Business Development Executive of Logica Philippines from March 2008 to May 2011, Managing Consultant of People2Outsource, Incorporated from August 2006 to March 2011 and Executive Director of Business Processing Association of the Philippines from June 2005 to March 2008. Mr. Locsin obtained his Bachelor of Science Degree in Business Management from the College of Notre Dame, Belmont, California, U.S.A and completed the Mentor Management Program of Harvard University, Massachusetts, U. S. A.

Atty. Aileen D. Regio, was appointed as Head of Contracts Management and Governance and Head of Regulatory Operations effective June 8, 2017. Concurrent with her functions in PLDT, she had been tasked to act as co-General Manager of the Vega Telecom, Inc. Group of Companies (formerly the "SMC Telco Group") including Bell Telecommunications, Inc., Tori Spectrum, Inc. (formerly Wi-Tribe Telecoms Inc.), Hi Frequency Telecommunications, Inc., CobaltPoint Telecom, Inc., Dominer Pointe, Inc., Somite Logistics & Development Corp. and co-Coordinator of Eastern Telecommunications Phils., Inc. and Telecommunications Technologies Phils., Inc. Prior to this, she was Staff Officer, Business Transformation Office. She used to head the following organizational units in the PLDT Group: Head –Supply Chain Planning and Procurement (PLDT); Supply Chain Performance and Risk Management (PLDT/Smart); Regulatory Strategy (PLDT); General Legal Services and Legal Services-Business Contracts (PLDT). She also served as Corporate Secretary of some subsidiaries and affiliates of PLDT, namely, Digital Telecommunications Phils., Inc., its subsidiary Digitel Mobile Philippines, Inc., PLDT-Philcom, Datelco Global Communications, Inc. and Metro Kidapawan Telephone Corporation, and as Assistant Corporate Secretary of Mabuhay Satellite Corporation, ACeS Philippines Cellular Satellite Corporation and Telesat, Inc.

Prior to joining PLDT, she was an associate of SGV & Co specializing in local and international taxation and corporate mergers and acquisitions. She obtained her Bachelor of Science Degree in Business Administration Major in Accounting (magna cum laude) from Pamantasan ng Lungsod ng Maynila and Bachelor of Laws Degree from Lyceum of the Philippines.

Mr. Martin T. Rio, Property and Facilities Management Head, has been in PLDT's service since October 2012. Prior business experiences include engineering services, construction, real-estate development, project management and facilities management covering various industries such as transportation, health care, high rise commercial and residential developments. Mr. Rio obtained his Bachelor of Science Degree in Civil Engineering from Far Eastern University.

Mr. Ricardo M. Sison, Home Credit & Business System Management Head, has been in PLDT's service for over 20 years and held various positions in the areas of business systems management, billing, credit, collection and churn management. In his present position, he is responsible for supervising overall credit quality and harmonizing billing and credit policies and processes of PLDT and Smart/Sun Consumer Business. He obtained his Bachelor of Science Degree in Business Management from the Ateneo de Manila University.

Mr. Emiliano R. Tanchico, Jr., HR Services Head and concurrent Labor and Employee Relations Center Head, has been in PLDT's service for over 36 years. He is in-charge of recruitment and placement, payroll and benefits administration, human resources information system, technical training, industrial and employee relations, and medical services. He graduated with a Master of Science Degree in Guidance Counseling from the De La Salle University and took up Master in Business Administration – Senior Executive Program at the Ateneo de Manila University.

Ms. Annette Yvette W. Tirol was appointed as Head of Loyalty and Rewards Management effective July 1, 2017. She worked with the Tanco Group of Companies in the field of insurance services before she assumed her post as Head of Loyalty and Rewards Management. She started her career in Citibank, N. A. where she gained ten years of experience in the areas of retail banking across sales, marketing, credit and branch banking. Subsequently, she worked in the retail banking and wealth management business arm of Hongkong and Shanghai Banking Corporation for eight years. Ms. Tirol obtained her Economics Degree from De La Salle

University and was awarded with Latin honors. She received her Master's Degree in Business with honors from Boston College, Massachusetts.

Mr. Victor Y. Tria was appointed as Vice President and Head of Alpha Business (formerly Corporate Business) effective December 1, 2016 after serving as Vice President and Head of Corporate Relationship Management D since May 2013. He has been in PLDT's service since March 2003 and was Senior Manager for IP Solutions Category until December 2005, Senior Manager for Domestic Data Business Management Category until March 2006, Assistant Vice President for Domestic Data Business Management Category from April 2006 to January 2008 and Vice President for Corporate Business Solutions until April 2013. Prior to joining PLDT, he held various managerial positions in Eastern Telecommunications Phils., Inc. until February 2003, with a brief engagement as Manager of Enhanced and Web Hosting Services in Cable and Wireless, U.S.A. Vienna, VA. U.S.A. from July 1999 to January 2000. Mr. Tria obtained his Bachelor of Science Degree in Electronics and Communications Engineering from the University of Santo Tomas.

Ms. Melissa V. Vergel de Dios, Investor Relations Head, has been in PLDT's service since May 2001 and served as Property Management Center Head until May 2003 and as Property and Facilities Management Center Head until September 2007. Prior to joining PLDT, she was the Chief Operating Officer of Wharton Credit Corp. and from June 2000 to May 2001 was the Group Chief Finance Officer of Global 3 Internet Holdings, Inc. She held various positions in San Miguel Group of Companies from 1984 to 2000. Ms. Vergel de Dios obtained her Bachelor of Science Degree in Marketing and Management and Bachelor of Arts Degree in Economics from Assumption College.

Ms. Minerva M. Agas, Logistics Head, was the Head of Procurement of Smart from 1995 to 2005 before assuming her present position as Head of Logistics of Smart and PLDT. She obtained her Bachelor of Science Degree in Marine Biology from the University of the Philippines and Master in Business Administration from De La Salle University Graduate School of Business.

Mr. Benedict Patrick V. Alcosoba, Disruptive Business Head, served as Corporate Business Solutions Head from 2012 to 2015 and International & Domestic Data Head from 2010 to 2012. Mr. Alcosoba obtained his Master Degree in Business Administration from De La Salle University Graduate School of Business.

Mr. Ariel G. Aznar, Facilities Management Head, has been in PLDT's service for over 29 years. He is responsible for the operating and capital expenses requirements of the PLDT Group facilities as well as compliance with relevant laws, rules and regulations pertinent to properties and facilities operations. He graduated with a Bachelor of Science Degree in Civil Engineering from Adamson University.

Mr. Jerameel A. Azurin, SME Segment Marketing Head, has been in PLDT's service since 2003 and held various managerial positions in the Company. He was the Marketing Adviser of PLDT Subic Telecom, Inc. and PLDT Clark Telecom, Inc. from 2015 to 2016 and served as the Global Solutions Head of PLDT Global Corporation from June 2015 to December 2016. Mr. Azurin obtained his Bachelor of Science Degree in Electronics and Communications Engineering from De La Salle University Manila.

Dr. Rafael M. Bejar, Medical Services Head, has been in PLDT's service for over 25 years. His past positions were Company Physician under Medical and Dental Services, Liaison Doctor, Manager of Metro Manila Medical Services and Manager of Provincial Medical Services. He obtained his Doctor of Medicine Degree from the Far Eastern University.

Mr. Jose Arnilo S. Castaneda, Home Product Development Head, has been in PLDT's service for over 30 years and held various managerial positions in engineering, planning and retail business within the Company. He obtained his Bachelor of Science Degree in Electronics and Communications Engineering from De La Salle University.

Mr. Gerardo Jose V. Castro, North Luzon Customer Service Operations District Head and concurrently South Luzon Customer Service Operations District Head, has been in PLDT's service for over 34 years and held various managerial positions in the Company. He served as BTO Executive from January 2009 to August 2010 and as Cavite Customer Service Operations Zones Head from September 2010 to December 2010. He obtained



his Master of Business Administration Degree from Ateneo de Manila University and Bachelor of Science in Civil Engineering from University of Santo Tomas.

Ms. Marisa V. Conde, Financial Planning Head, joined the Company in May 2015 and handles financial regulatory compliance and research, financial budgeting, financial projections and consolidations. She was the Vice President for Finance of Cignal TV from 2013 until May 2015, a Manager at Deloitte & Touche LLP (New Jersey, U.S.A) from November 2010 to 2012, A.F. Paredes & Co., CPAs from July 2009 to November 2010, Ernst & Young LLP (Atlanta, Georgia, USA) from April 2006 to April 2009 and a Senior Manager of SGV & Co. from 1992 to 2006. She is a licensed Certified Public Accountant in the Philippines, New Jersey and Pennsylvania, U.S.A. Ms. Conde obtained her Bachelor of Science Degree in Business Administration, Major in Accounting from the Pamantasan ng Lungsod ng Maynila and Master in Business Management Degree from Asian Institute of Management.

Mr. Aniceto M. Franco III, Alpha Relationship Management A Head, has over 30 years of extensive experience in sales, sales management, marketing, business development and overall general management in telecoms and other major industries. Prior to his appointment in PLDT, he was the VP – Sales & Distribution, Distribution Access Group of ABS-CBN Corp. from January 2014 to January 2016. He worked in BayanTel Communications as VP & Group Head – Bayan Sales Group from 2011 to December 2013, VP – Bayan Consumer Division from 2008 to 2010 and VP – Bayan Business Division from May 2006 to 2008. He was the Country Manager of RS Components, Ltd. from April 2001 to May 2006. Mr. Franco III obtained his Bachelor of Science Degree in Business Economics major in Business Management from De La Salle University.

Mr. Gene S. De Guzman, Enterprise Complex Service Assurance Management Head, has been in PLDT's service for over 35 years and held various managerial positions in the Company. He manages the after sales support team for PLDT enterprise market. He obtained his Bachelor's Degree in Electrical Engineering from University of Santo Tomas.

Mr. Gil Samson D. Garcia, Revenue Management and Cash Assurance Head, has been in PLDT's service since February 2007 and served as Assistant Vice President for Financial Reporting and Controllershship, heading the Revenue and Cash Accounting until March 2010, and as Vice President of Revenue and Cash Accounting until July 2010. He is the Group Chief Financial Officer of the ePLDT Group since May 2015. Prior to joining PLDT, he was a Senior Director until January 2007 of the Business Risk Services Group of SGV & Co., where he started his career in November 1992, gaining a wide-range of experiences in various industries, here and abroad, both for public and private sectors, in external audit, internal audit, finance/accounting, business process review and advisory, Sarbanes-Oxley (SOX) evaluation & consultancy, risk management, corporate governance, and business fraud investigation, and fraud prevention and detection, among others. Mr. Garcia graduated cum laude from the University of Santo Tomas with a Bachelor of Science Degree in Commerce, Major in Accounting. He is a Certified Public Accountant and a globally – Certified Internal Auditor and Certified Fraud Examiner.

Mr. Joseph Ian G. Gendrano, Staff Officer, Enterprise Business, was appointed as Deputy Data Privacy Officer effective May 1, 2017. He has been in PLDT's service since May 2013. Prior to joining PLDT, he worked with Verizon Business, Cisco Systems and Goldman Sachs in the United States. He has held technical, sales, consulting and leadership roles in these organizations as well as gained industry experience in the global financial services vertical. He served as Vice President of Goldman Sachs' Network Voice and Multimedia Division and Chief Architect for Unified Communications platforms. Mr. Gendrano obtained his Bachelor of Science Degree in Electronics and Communications Engineering from De La Salle University and Master of Science Degree in Electrical Engineering, Major in Telecommunications and Networking from the University of Pennsylvania.

Ms. Elisa B. Gesalta, Enterprise and In-Building Solutions Project Management Head, has been in PLDT's service for over 36 years and held various positions in engineering operations and provisioning and project management. She obtained her Bachelor of Science Degree in Electronics and Communications Engineering from the University of Santo Tomas.

Mr. John John R. Gonzales, Enterprise Strategic Solutions Head, has been in PLDT's service since June 2013. He has 23 years of experience in the IT industry. Prior to joining PLDT, he served as the Chief Executive Officer

and General Manager of Business Cloud Live, Inc., a business unit of Rollbase Philippines, Inc. He worked with Jebson & Jessen Communications Philippines, Inc. and served as Sales Director in 2009 and General Manager in 2010. He also worked with Teledata Philippines, Inc. and served as Sales Director in 2006 and General Manager in 2007. Mr. Gonzales obtained his Bachelor of Science Degree in Computer Science from AMA Computer College.

Ma. Gillian Y. Gonzalez, Retail Strategy and Development Office Head, was the National Retail & Distributor Trade Manager-Consumer Products Division of L'oreal Philippines, Inc. prior to joining PLDT in June 2017. Her other past positions in L'oreal Philippines, Inc. include National Sales Manager (June 2013 to December 2015), Channel Manager (January 2012 to May 2013), Senior Group Customer Development Manager (January 2011 to December 2011) and Group Customer Development Manager (February 2008 to December 2010). She held various positions in Johnson & Johnson (Philippines), Inc. from September 2001 to January 2008. Ms. Gonzalez obtained her Bachelor of Science Degree in Commerce major in Legal Management from De La Salle University.

Atty. Ma. Criselda B. Guhit, Tax Management Head, has been in PLDT's service since January 2000 and served as Tax Compliance Center Head until February 2001 and Coordinator of the Tax Management Sector until February 2006. She is a director of Mabuhay Investments Corporation. Prior to joining PLDT, she was the Senior Manager for Tax Affairs of Metro Pacific Corporation. Atty. Guhit is both a Certified Public Accountant and a lawyer. She obtained her Juris Doctor Degree from the Ateneo de Manila University.

Mr. Emerald L. Hernandez, Technical Operations Centre Head, has been in PLDT's service for over 36 years and manages the field operation of access, transport and of core, including gateways and international cable systems of PLDT. He graduated with a Bachelor of Science Degree in Electronics and Communications Engineering from Pamantasan ng Lungsod ng Maynila.

Mr. Silverio S. Ibay, Jr., Spend Management Head, has been in PLDT's service for over 16 years. He manages Spend Management Center of PLDT and other subsidiaries which encompasses Disbursements, Inventory Asset and Network Project Management Accounting. He graduated with a Bachelor's Degree in Commerce Major in Accountancy from the University of Santo Tomas and is a Certified Public Accountant. He is currently the President of Tahanan Mutual Building And Loan Association (TMLA).

Mr. Gary F. Ignacio, Enterprise Fixed Core Business Solutions Head, has been in PLDT's service for over 23 years. He formulates and manages product and marketing strategies and programs for the Enterprise market and spearheads the product lifecycle management across the Fixed business solution portfolios of the Enterprise Fixed business. He was the Enterprise IP & Data Center Business Product Category Head from January 2012 to February 2015. Mr. Ignacio graduated with a BS Industrial Management Engineering Degree from De La Salle University.

Ms. Marven S. Jardiel, Enterprise Customer Operations Management Head, has been in PLDT's service for over 29 years and held various positions in the Company. She manages the overall development, implementation, and communication of strategies to cover service fulfillment, assurance, and business support for Enterprise customers. She is the Officer-In-Charge and General Manager of Telesat, Inc. Ms. Jardiel graduated cum laude from the University of Santo Tomas with a Bachelor of Science Degree in Mathematics and is a candidate for a Master's Degree in Business Administration from the Ateneo de Manila Graduate School of Business.

Ms. Princesita P. Katigbak, National Key Account Group Head, has been in PLDT's service for over 17 years. She served as Corporate Relationship Management E Head until December 14, 2016 and as Corporate Customer Services Staff until September 2000. She held various positions in Enterprise Sales such as Industry Sales Head for Corporate Large Account 1-Transportation and Carrier Services from 2000 to 2003, Access Business until 2005, Broadband Business until October 2007, and Corporate Relationship Management. Prior to joining PLDT, she served as SNMI Division Sales Manager-NCR District Sales Manager for Smart and Smart-NTT Multimedia. She obtained her Bachelor of Science Degree in Psychology and Bachelor of Arts Degree in Guidance and Counseling from St. Scholastica's College.

Mr. Alexander S. Kibanoff, Learning and Development Head, has been in PLDT's service for over 20 years and held various positions in the areas of corporate planning and training and development. He obtained his Master's Degree in Commerce (Economics) from the University of Wollongong, New South Wales, Australia.

Mr. Javier C. Lagdameo, Corporate Relationship Management Head, joined PLDT in November 2003 as a Senior Manager under the Corporate Business Group. From February 2005 to December 2006, he was seconded to Smart and served as Corporate Business Group Advisor. Prior to joining PLDT, he served as Director at Leechiu & Associates, FPD Savills Philippines, Inc., FPD Savills Property Management, Inc. and Senior Vice President, Pacific Plaza Towers – Metro Pacific Corporation. Mr. Lagdameo obtained his Bachelor of Arts Degree in Business Administration from Dominican University of California, San Rafael, CA. USA.

Mr. Luis Ignacio A. Lopa, CRO (Chief Revenue Office) Business Synergy & Assurance Head, served as General Manager of ABM Global Solutions, Inc. from January 16, 2013 to March 31, 2017. He has been in PLDT's service for over 26 years and held various positions in the areas of relationship management, sales and marketing. He obtained his Bachelor of Science and Bachelor of Arts Degrees Major in Business Management and Applied Humanities from De La Salle University.

Mr. Czar Christopher S. Lopez, was appointed as Head of Technology Strategy and Transformation Office effective March 1, 2018. He has over 29 years of service in PLDT, having started as an Engineering Assistant. Over the years, he has held progressive roles in Network Engineering and Product and Services Design, eventually leading the Innovation Center and Fixed Access Planning and Engineering Center from 2014 up to present. He graduated with a Degree in Bachelor of Science in Electronics and Communications Engineering from De La Salle University.

Mr. Paolo Jose C. Lopez, was appointed as Head of HOME Stores and Emerging Channels effective August 1, 2017. He served as Home Customer Care and Sales Support Head from January 2015 to July 31, 2017. He has been in PLDT's service since May 2007 and served as Assistant Vice President for Home Data and Voice Usage until July 2012, Assistant Vice President for Home Retention and Churn Management until September 2012, and Assistant Vice President for Home Customer Care and Retention Management until March 2014. Prior to joining PLDT, he was a Business Development Manager at Globe Telecom and Intel Philippines and Product Manager at Microsoft Philippines and Hewlett Packard. He obtained his Bachelor of Science Degree in Computer Science from Ateneo de Manila University.

Ms. Ma. Carmela F. Luque, Financial and Revenue Audit Head, has over 28 years of combined experience in internal audit, external audit, finance and business advisory. She was Head of Management Accounting for almost two years before moving to Internal Audit in 2001. Prior to joining PLDT in 1999, she served as Audit Manager at SGV & Co., a member firm of Ernst & Young Global Limited. She obtained her Bachelor of Science Degree in Business Administration and Accountancy from the University of the Philippines, and is a Certified Public Accountant.

Atty. Oliver Carlos G. Odulio, Enterprise Business Continuity & Resilience Head and concurrent Asset Protection & Risk Management Head of PLDT, Smart and Sun, previously served as Supply Chain and Support Services Head which covered Procurement, Logistics, Fleet and Aviation Management. Prior to joining PLDT in July 2000, he was an Associate Attorney in Tan, Acut & Lopez Law Offices from 1998 to June 2000. He is the Head of Telecoms Cluster of Philippine Disaster Resilience Foundation. He holds a Business Continuity Expert certificate from Business Continuity Management Institute of Singapore, a Purchasing Manager certificate from the Institute of Supply Management, USA, and completed the Executive Course on National Security of the National Defense College of the Philippines. He obtained his Bachelor of Science Degree in Management from Ateneo de Manila University and his Juris Doctor Degree from the Ateneo de Manila University School of Law.

Mr. Carlo S. Ople, Head of Digital Marketing Strategy is concurrently the Head of Consumer Disruptive Business Development. He is a veteran digital marketing executive with a wealth of experience across various disciplines. He is the founder and Editor-in-Chief of Unbox.ph, a technology and gadget website. Prior to joining PLDT, he was the Managing Director of Dentsu Jayme Syfu (formerly Digit DM9) from January 2013 to November 2016 and Digital Marketing and Business Consultant of TAPE Inc. since August 2015. He also served as News Media Head of TV5 from December 2010 to December 2012, Digital Marketing Manager of Friendster from September

2009 to March 2010 and Marketing and Business Development Manager of Level Up from January 2005 to September 2009. He obtained his Bachelor of Arts Interdisciplinary Studies Degree from the Ateneo de Manila University.

Mr. Harold Kim A. Orbase, Enterprise Service Fulfillment Management Head, has been in PLDT's service for over 16 years. He is responsible in the development and implementation of strategies that will hasten service implementation in the areas of project management, technical design, configuration, activation support and resources management. He was the Assistant Vice President of Enterprise Service Resource Management from May 1, 2012 to May 31, 2016. Mr. Orbase obtained his Bachelor of Science Degree in Electronics & Communications Engineering from Mapua Institute of Technology.

Mr. Dale M. Ramos, Network Build Head, was the Project Director-Network PMO of Bell Telecommunications Philippines, Inc. prior to joining PLDT in September 2016. His other past positions include Assistant Vice President of Base Station Project/Operations of HKT Limited (Hongkong), Senior Manager-Base Operations of CSL Limited (Hongkong), Roll-out Manager (USA, Hongkong), Network Operations and Integration Senior Engineer (USA) and Field Manager (China, Brazil, Philippines) of Nokia-Siemens Network, and BSS Operation and Maintenance Engineer of Total Access Communication (Thailand). He is a Certified Practicing Project Manager (Australian Institute of Project Management) and a licensed Electronics and Communications Engineer, He obtained his Bachelor of Science Degree in Electronics and Communications Engineering from Mapua Institute of Technology.

Mr. Ricardo C. Rodriguez, Organization, Policies, HR Analytics and Workforce Planning Services Head and concurrent Compensation, Rewards and Performance Management Head, has been in PLDT's service for over 36 years and held various positions in the areas of systems, management audit, executive development and organization development. He provides organizational evaluation, diagnosis and recommendations in developing/prescribing organization solutions and intervention programs that would propel organizational effectiveness and efficiency consistent with the directions of the Company, assists groups to improve and document effectively corporate and cross-functional policies and processes, develops and implements HR analytic strategies and handles compensation and rewards/incentive planning and performance management for officers, executives, supervisory and rank-and-file employees. He obtained his Bachelor of Science Degree in Industrial Engineering and Master in Business Administration Degree from the University of the Philippines.

Mr. Genaro C. Sanchez, International Network Head and concurrent Carrier Business Head, has been in PLDT's service for close to 35 years. He held various positions as head of submarine cable projects, carrier relations, business support systems, carrier product development and marketing, carrier facilities management, international cable system and gateway operations and network planning and engineering. He has a Master's Degree in Business Administration Degree from the De La Salle University and a Bachelor of Science Degree in Electronics and Communications Engineering from Mapua Institute of Technology.

Ms. Maria Christina C. Semira, Subsidiaries and Affiliates Head, manages the S&A Finance 1 - Financial Planning and Reporting, S&A Finance 2 - Financial Planning and Reporting, Telecom and Business Content Accounting Solutions divisions of the Company. She is the Chief Financial Officer/Treasurer of PLDT Philcom, PLDT Subic Telecom, PLDT Clark Telecom and PLDT Maratel, and the Assistant Treasurer of Pacific Global One Aviation and Bonifacio Communications Corporation. She obtained her Bachelor of Science Degree in Commerce Major in Accounting from St. Scholastica's College Manila.

Ms. Ma. Merceditas T. Siapatco, Treasury Operations and Support Head, has been in PLDT's service for over 19 years and held various management positions in the areas of treasury operations, cash and liquidity management, and bank relations. She graduated with a Bachelor of Science Degree in Commerce from Assumption College.

Mr. Arvin L. Siena, Core Planning and Engineering Head, has been in PLDT's service for over 23 years and is in charge of network development, planning and engineering for the Transport and IP Networks. He has held various management positions under Technology group over the years being involved mostly as a lead or co-lead of successful pioneering initiatives of PLDT. He also serves as Senior Network Advisor to the Board of



Directors of PLDT Clark Telecom, PLDT Subic Telecom, and Bonifacio Communication Corporation. He obtained his Bachelor of Science in Electrical Engineering Degree from the University of the East.

Ms. Carla Elena A. Tabuena, Enterprise Non-Tech Operations Head, has been in PLDT's service for over 10 years. She is responsible for the overall development and implementation of strategies and programs covering non-tech service delivery operations for Enterprise Business clients. She was the Assistant Vice President of Enterprise Client Care Management and SME Client Care Management from May 2016 to December 2016 and from January 2013 to May 2016, respectively. Prior to that, she was the Business Head for SMEG Sales handling the largest area of GMM South-West and was responsible for setting up the SMEG Channel Management, from June 2008 to December 2011. She obtained her Bachelor of Arts in Mass Communication Degree from Assumption College.

Mr. Patrick S. Tang, Staff Officer of the Office of the Chief Revenue Officer. Prior to that he handled Smart postpaid, residential retail and micro-business customer acquisition, post and prepaid landline customer acquisition and develops convergent products in cooperation with Smart. He has been in PLDT's service since September 2000 and served as Product Manager for Consumer Market Products until January 2001, Senior Product Manager for Local Services until 2003, Senior Product Manager for Retail Voice Acquisition until February 2004, Assistant Vice President for Retail Voice Acquisition until February 2006, Assistant Vice President for Retail Voice Acquisition-Postpaid until July 2010, Vice President for Home Voice Solution from August 2010 to December 2015, Vice President for SME Operations from January to December 2016 and served also as Vice President for SME Marketing and Acquisition from October to December 2016. Prior to joining PLDT, he served as Assistant Product Manager for International Long Distance Marketing of Bayan Telecommunications Holdings Corporation and Sky Internet of SkyCable from April 1996 to August 2000. Mr. Tang obtained his Bachelor of Arts Degree in Social Sciences from the Ateneo de Manila University.

Mr. John Henri C. Yanez, Home Marketing Head, has been in PLDT's service for over 17 years. He was the Assistant Vice President for HOME Marketing from October 16, 2017 to November 8, 2017, Assistant Vice President for HOME Broadband Solutions from December 1, 2015 to October 15, 2017, Senior Manager of HOME Broadband Solutions from May 16, 2015 to November 30, 2015, Senior Manager of Fixed Wireless Solutions from February 16, 2015 to May 15, 2015, Senior Manager of HOME Solutions from December 1, 2013 to February 15, 2015 and Manager of HOME Data Solutions from September 16, 2012 to November 30, 2013. He obtained his Bachelor of Science Degree in Commerce Major in Marketing from De La Salle University.

## **Significant Employees**

The Company considers all its employees as significant partners and contributors to the achievement of its goals and objectives.

## **Key Advisors**

Ralph W. Brunner, Chief Customer Experience and Data Analytics Advisor, is responsible for spearheading and synchronizing the business analytics functions and championing the CX philosophy and culture across PLDT. He is a seasoned marketing strategist and CX expert, and formerly served as SVP, Global Marketing Strategy, Advanced Data Analytics, and Chief Marketing Officer, Asia, for MetLife (formerly Metropolitan Life Insurance) in New York City, one of the largest life insurance companies in the world.

Mr. Joachim Horn is the Chief Technology and Information Advisor for the PLDT Group's entire network and information technology domains, effective January 1, 2016. He has over thirty (30) years of global experience in telecommunications having worked at Siemens, T-Mobile, and Bharti Airtel. His last assignment was Group Chief Technology and Information Officer at Tele2 AB based in Sweden. He has managed teams of up to 7,000 members, and his regional experience in Asia covered Indonesia and India.

Orlando B. Veja is a member of the Advisory Board of PLDT, Inc. since 2008. He also currently serves as the President and Chief Executive Officer of Voyager Innovations, Inc., PayMaya Philippines, Inc. and PLDT

Communications and Energy Ventures, Inc. (PCEV). He is a director of Smart Communications, Inc. and was its Chief Wireless Advisor from January 2008 until May 2015. He is one of the founders of Smart and served as its President and Chief Executive Officer from February 1991 until 1999. His other directorships include, among others, Digitel Mobile Philippines, Inc., Fintqologies Corp., Smart Broadband, Inc., Primeworld Digital Systems, Inc., i-Contacts Corporation, IdeaSpace Foundation, Inc., and Businessworld Publishing Corp. Mr. Veja is a recipient of several awards including Most Outstanding U.P. Alumnus 2008 (Centennial Year) for Entrepreneurship and Employment Generation; Outstanding Filipino Achiever in the field of Science and Technology, PhilDev USA Forum 2010; Outstanding Entrepreneur IT Technology, GO NEGOSYO 2006 and Most Outstanding Alumnus – UP School of Economics 2015.

Mr. Veja has over 20 years of exposure in the telecommunications, media and technology industries. He graduated cum laude from the University of the Philippines, with a Bachelor of Arts Degree in Economics.

### **Family Relationships**

None of the directors/independent directors and officers of the Company or persons nominated to such positions has any family relationships up to the fourth civil degree either by consanguinity or affinity, except Mr. James L. Go (a director) and Ms. Anabelle L. Chua (Chief Financial Officer and Senior Vice President) who are relatives to the fourth civil degree by consanguinity.

### **Involvement in Certain Legal Proceedings**

The Company is not aware, and none of the directors/independent directors and officers or persons nominated for election to such positions has informed the Company, of any of the following events that occurred during the past five (5) years and up to the date of this Information Statement: (a) any bankruptcy petition filed by or against any business of which a director/independent director or officer or person nominated for election to any of such positions, was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (b) any conviction by final judgment in a criminal proceeding, domestic or foreign, or any criminal proceeding, domestic or foreign, pending against any director/independent director or officer or person nominated for election to any of such positions, except as noted below; (c) any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any director/independent director or officer or person nominated for election to any of such positions in any type of business, securities, commodities or banking activities; and (d) any finding by a domestic or foreign court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, that any director/independent director or officer or person nominated for election to any of such positions, has violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

The following is a description of the complaints in which our Chairman, Manuel V. Pangilinan, our directors Ray C. Espinosa, James L. Go, Artemio V. Panganiban, Pedro Roxas and Ambassador Albert F. del Rosario, and Chief Financial Officer, Ms. Anabelle L. Chua, are respondents:

1. Messrs. Manuel V. Pangilinan, Ray C. Espinosa, James L. Go, Artemio V. Panganiban, Pedro Roxas and Ms. Anabelle L. Chua and other members of the Board of Directors of Manila Electric Company (respectively the “Board” and “Meralco”), and the Commissioners of Energy Regulatory Board (“ERC”) except Chairman Agnes Devanadera, are respondents in a Complaint-Affidavit dated December 5, 2017 filed by the National Association of Electricity Consumers for Reforms, Inc. (“NASECOR”) with the Office of the Ombudsman (“OMB”) and docketed as OMB-C-C-18-002 (the “Complaint”).

The Complaint charges the respondents with the crime of Syndicated Estafa under Section 1 of Presidential Decree No. 1689 (“PD 1689”), in relation to Article 315, par. 1(b) of the Revised Penal Code, for alleged misappropriation of the bill deposits made by customers of Meralco, and failure to accrue and credit interest on the said deposits.

As directed in the OMB's Order dated January 22, 2018, the members of the Board of Meralco (the "Private Respondents") timely filed their Counter-Affidavits on February 9, 2018.

In their Counter-Affidavits, the Private Respondents asserted that the case against them is without merit since the elements of Syndicated Estafa under PD 1689 and Article 315 paragraph 1(b) of the Revised Penal Code are not present. Private Respondents and Meralco cannot be considered as a syndicate. Neither are the elements of estafa present since the bill deposits are not received by Meralco or the Private Respondents in trust, on commission, or for administration, or with an obligation to return or make delivery of the exact same bills and coins. Nor was there any misappropriation or conversion of the bill deposits which caused damage to any person. Moreover, the bill deposits are fully accounted for in the audited financial statements and there are sufficient funds to refund the same, if necessary. There is likewise no conspiracy to commit a crime among the Private Respondents themselves, or the Private Respondents and the ERC Commissioners.

2. Messrs. Manuel V. Pangilinan, Ray C. Espinosa, James L. Go, Artemio V. Panganiban, Pedro Roxas and Ms. Anabelle L. Chua and other members of the Board of Directors and the President and CEO of Manila Electric Company ("Meralco"), and the Commissioners of Energy Regulatory Board ("ERC") except Chairman Agnes Devanadera, are respondents in a Complaint-Affidavit dated January 22, 2018, filed by the NASECOR and Cellphone Owners and Users of the Philippines, Inc. ("COUP") with the Office of the Ombudsman ("OMB") and docketed as OMB-C-C-18-0042 (the "Complaint").

The Complaint charges the respondents with the crime of Syndicated Estafa under Section 1 of Presidential Decree No. 1689 in relation to Paragraph 2(a) of Article 315 of the Revised Penal Code and violation of Section 3 (e) of Republic Act No. 3019 (Anti-Graft and Corrupt Practices Act) in connection with the investments made by Meralco in its subsidiaries and affiliates and in its joint ventures with other corporations for businesses which are not related to Meralco's electric distribution business.

The Complaint alleges that Meralco's investments, participations, business interests, and infusion of funds in other companies, either as parent corporation or as a joint venture, are violative of its legislative franchise (RA 9209) and the EPIRA Law (RA 9136). It further alleges that Meralco allegedly conspired with the four (4) ERC Commissioners in committing Syndicated Estafa and with violating Section 3(e) of Anti-Graft and Corrupt Practices Act, to make said prohibited investments, thereby resulting to over-charging and over-recoveries by Meralco against its customers.

As directed in the OMB's Order dated February 20, 2018, the members of the Board of Directors and the President and CEO of Meralco (the "Private Respondents") timely filed their Counter-Affidavits on March 12, 2018.

In their Counter-Affidavits, the Private Respondents strongly denied the commission of any wrongdoing as Meralco's investment activities are allowed by and fully compliant with all applicable laws rules and regulations, and do not impact negatively on its operations or customers. They argued that its legislative franchise (RA 9209) and the EPIRA Law (RA 9136) do not prohibit, restrict or bar Meralco from making investments in other companies, including generation companies.

Meralco is likewise not required (pursuant to Section 26 of EPIRA) to plow back up to 50% of the net income derived from such investments in other companies since Meralco's investments in generation companies and other subsidiaries or entities do not constitute related business undertakings that utilize Meralco's rate base assets. Meralco's investments in other companies are not sourced from its revenues, but rather, from its net profits and retained earnings, and the disposition and use of such profits by Meralco are not subject to regulation by the ERC or any other agency.

Considering the foregoing, the elements of the crime of Syndicated Estafa are not present. No fraud was committed against Meralco customers since Meralco and/or Private Respondents or any of them never committed any fraudulent act, or employed false pretenses or fraudulent means to the prejudice or detriment

of any party. There is no fraud or swindling whatsoever, there is also no syndicate to speak of, and Private Respondents did not participate in or agree to any criminal design with the ERC Commissioners.

3. Ambassador Albert F. Del Rosario and other directors and officers of the former PDCP Bank ("PDCP"), and some officers of the Bangko Sentral ng Pilipinas ("BSP") and Development Bank of the Philippines ("DBP") (the "Respondents") were charged in a complaint docketed as I.S. No. 2004-631 filed by Chung Hing Wong/Unisteel/Unisco Metals, Inc. (the "Complainants") with the Department of Justice ("DOJ"), for alleged syndicated estafa, estafa thru falsification of documents, other deceits, malversation and robbery. In the complaint-affidavit, the Complainants alleged that the officers and directors of PDCP deceived the Complainants to secure a loan from PDCP through misrepresentation and with the sinister purpose of taking over the Complainants' corporation. The complaint was referred to the Ombudsman ("OMB") by the DOJ considering that some of the Respondents are public officers and the offenses charged were committed in the performance of their official functions.

In the OMB's Review and Recommendation dated November 28, 2008, the OMB approved the DOJ Resolution dated September 7, 2007 DISMISSING the complaint and referred the case back to the DOJ for appropriate action. The Complainants filed separate Motions for Reconsideration before the DOJ and OMB.

On December 16, 2009, the DOJ issued a Resolution denying the Complainants' Motion for Reconsideration for lack of merit. In response, the Complainants filed a Petition for Review with the Secretary of Justice on March 2, 2010. Mr. Del Rosario and the other Respondents filed their respective Comments to the petition. On October 9, 2014, the Secretary of Justice issued a Resolution denying the Petition for Review. In response, Complainants filed a Motion for Reconsideration which remains pending to date with the Office of the Secretary of Justice.

With respect to the Complainants' Motion for Reconsideration with the OMB, the latter issued an Order dated December 4, 2009 denying the same and affirming its Review and Recommendation of November 28, 2008. In response, the Complainants filed a Petition for Certiorari with the Court of Appeals ("CA"). In a Resolution dated July 26, 2010, the CA dismissed the petition for lack of jurisdiction. Likewise, the Complainants' Motion for Reconsideration was denied by the CA in a Resolution on January 10, 2011. Subsequently, the Complainants filed a Petition for Review with the Supreme Court ("SC") questioning the Decision of the CA. In a Resolution dated March 28, 2011, the SC denied the Complainants' Petition for Review for failure to show any reversible error in the challenged Decision of the CA. The Complainants filed a Motion for Clarification. In a Resolution dated August 24, 2011, the SC treated the motion as a Motion for Reconsideration of the dismissal of the Petition and denied the same. The said Resolution of the SC became FINAL AND EXECUTORY based on the Entry of Judgment dated October 26, 2011. The Complainants however still filed a Motion for Clarification and Motion to Refer Case to the Supreme Court en Banc. In a Resolution dated October 10, 2012, the SC ordered the said motion expunged from the records of the case as the Petition has already been denied with FINALITY and an ENTRY OF JUDGMENT and Letter of Transmittal already sent to the CA as early as October 26, 2011.

## **Compensation**

The table below sets forth the aggregate amount of compensation paid in 2016 and 2017 and estimated amount of compensation expected to be paid in 2018: (1) to the Chief Executive Officer and four most highly compensated executive officers of the Company, as a group; and (2) to all other executive officers, other officers and directors, as a group.



Name and Principal Position	Year	Salary <sup>16</sup> (In Million)	Bonus <sup>17</sup> (In Million)	Other Compensation <sup>18</sup> (In Million)
1. Manuel V. Pangilinan President & CEO				
2. Ernesto R. Alberto Executive Vice President				
3. Anabelle L. Chua Senior Vice President				
4. Ma. Lourdes C. Rausa-Chan Senior Vice President				
5. Menardo G. Jimenez, Jr. Senior Vice President				
CEO & four most highly compensated executive officers	Actual 2016	117	27	78
	Actual 2017	108	24	35
	Projected 2018	111	15	55
All other executive officers, other officers and directors as a group (excluding the CEO and four most highly compensated executive officers)	Actual 2016	263	66	223
	Actual 2017	254	53	200
	Projected 2018	299	39	95

Each of the directors of the Company is entitled to a director's fee of P250,000 for each meeting of the Board of Directors attended. In addition, the directors who serve in the committees of the Board of Directors, namely, the Audit, Governance and Nomination, Executive Compensation, Risk and Technology Strategy Committees, are each entitled to a fee of P125,000 for each committee meeting attended.

Except for the fees mentioned above, the directors are not compensated, directly or indirectly, for their services as such directors.<sup>19</sup>

## Incentives and Benefit Plans

### A. Transformation Incentive Plan

On September 26, 2017, the Board of Directors of PLDT approved the Transformation Incentive Plan, or the Plan, which intends to provide incentive compensation to key officers, executives and other eligible participants who are consistent performers and contributors to the achievement of the long-term transformation strategy and financial goals of the Company. The incentive compensation will be in the form of PLDT common shares of stock, or the Performance Shares, which will be released in three annual grants on the condition, among others, that pre-determined consolidated core net income targets are successfully achieved over three annual performance periods from January 1, 2017 to December 31, 2019. A total of up to 914 thousand Performance Shares will be awarded under the Plan, of which approximately 211 thousand shares were allotted for the 2017

<sup>16</sup> Basic Monthly Salary

<sup>17</sup> Includes Longevity Pay, Mid-year Bonus, 13<sup>th</sup> Month Pay and Christmas Bonus

<sup>18</sup> Includes Variable Pay/Short-term Incentive Plan and other payments. Variable Pay/STIP is based on an annual incentive system that encourages and rewards both individual and group/team performance and is tied to the achievement of Corporate/Unit/Customer Satisfaction Objectives. It covers regular officers and executives of the Company and is based on a percentage of their Guaranteed Annual Cash Compensation. Included in the figure for 2018 is the amount of award in the form of PLDT common shares under the Transformation Incentive Plan (TIP). Please refer to the discussion on TIP in page 33 of this Information Statement.

<sup>19</sup> The aggregate amount of per diems paid to the directors for their attendance in Board and Board Committee meetings is included in Other Compensation. The total amount of per diems paid in 2016 and 2017 were P57,000,000 and P72,125,000, respectively. The total amount of per diems estimated to be paid in 2018 is P68,000,000.

annual grant and released to selected participants with the achievement of the consolidated core net income target for the year 2017.

## **B. Benefit Plan**

The Company has a trustee, non-contributory defined benefit plan (the “**Benefit Plan**”) covering all permanent and regular employees. The Benefit Plan provides benefits upon normal retirement beginning at age 65, early retirement beginning at age 50 or completion of at least 30 years of credited service, voluntary separation beginning at age 40 or completion of at least 15 years of credited service, total and physical disability, death and involuntary separation. Benefits are based on the employee’s final monthly basic salary and length of service.

Except as provided in the plans described above, there are no other agreements or arrangements pursuant to which officers and directors of the Company may be entitled to receive any cash or non-cash compensation, or any benefits or payments in case of termination of employment or a change in control of the Company.

## **Resignation of Directors**

To date, no director has resigned from or declined to stand for re-election to the Board since the June 13, 2017 Annual Stockholders Meeting of the Company due to any disagreement with the Company relating to its operations, policies and practices.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Except for the Related Party Transactions described in Note 25 to the audited financial statements contained in the Company’s Annual Report for the years 2016 and 2017, there has been no material transaction during the last two fiscal years, nor is there any material transaction currently proposed, to which the Company or any of its subsidiaries was or is to be a party in which any incumbent director/independent director or officer of the Company, or any person nominated for election to such positions, or any owner of more than ten percent of the Company’s outstanding voting stock, or any member of the immediate family of any of the foregoing, had or is to have a direct or indirect material interest. In the ordinary course of business, the Company has transactions with other companies in which some of such persons or former officers of the Company or its subsidiaries may have an interest, but these transactions have been negotiated on an arm’s length basis and are not material.

No director/independent director or officer of PLDT or associate of any director/independent director or officer of PLDT was indebted to PLDT at any time during the past two years.

## **OTHER MATTERS**

### **Information on PLDT’s Independent Auditors and Other Related Matters**

Article XII of our By-Laws provides that the Audit Committee constituted by the Board of Directors shall be directly responsible for the appointment, compensation, retention, removal or termination of engagement and oversight of the Company’s independent auditors. Pursuant to this By-Laws provision, our Audit Committee approved the engagement or appointment of Sycip Gorres Velayo & Co. (“SGV”), a member practice of Ernst & Young Global, as the Company’s independent auditors. The Audit Committee is composed of Mr. Pedro E. Roxas, as Chairman and Messrs. Artemio V. Panganiban and Bernido H. Liu, as members, all of whom are independent directors. Ms. Corazon S. de la Paz-Bernardo and Messrs. James L. Go, Atsuhisa Shirai and Roberto R. Romulo are Advisors to the Audit Committee.

SGV has served as our independent auditors for the past 15 calendar years. In compliance with the five-year rotation requirement and the two-year cooling off period in the re-engagement of the same signing partner as provided under the Company's By-Laws and applicable laws and rules, Mr. Ramon D. Dizon of SGV took over as the new lead engagement/audit partner with the primary responsibility for the audit of the Company's financial statements beginning in calendar year 2013. Mr. Dizon replaced Ms. Marydith C. Miguel of SGV, who was the lead engagement/audit partner for the audit of the Company's financial statements in the preceding five years (2008-2012).

The audit fees paid to SGV or accrued by the Company for the audit of the Company's financial statements and services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements amounted to approximately P48 million in 2017 and P43 million in 2016. The Company also paid other fees of approximately P24 million in 2017 and P23 million in 2016 to SGV with respect to the Company's Sarbanes-Oxley Act Section 404 assessment and other non-audit engagements. Out-of-pocket expenses incidental to the independent auditor's work do not exceed five percent of the agreed-upon engagement fees.

The Audit Committee pre-approves all audit and non-audit services as these are proposed or endorsed before these services are performed by the independent auditors.

The Company has no disagreement with SGV on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

The representatives of SGV are expected to be present at the Annual Meeting and will have an opportunity to make a statement if they desire to do so and to respond to appropriate questions.

## Voting Procedures

### 1. Voting Rights

Owners of shares of Common Stock and Voting Preferred Stock as of the Record Date present or represented by proxy at the Annual Meeting shall be entitled to vote on Items 4 and 5 of the Agenda.

### 2. Votes Required

Matters For Stockholders Approval	Class of Shares Entitled to Vote	Votes Required
Approval of audited financial statements for the fiscal year ended December 31, 2017 contained in the Company's 2017 Annual Report	Common Shares and Voting Preferred Shares	Majority of total outstanding Common Shares and Voting Preferred Shares
Election of 13 directors including 3 independent directors for the ensuing year	Common Shares and Voting Preferred Shares	13 nominees receiving the highest number of votes shall be declared elected and 3 of them who have been pre-qualified as independent directors will be declared elected as such

### 3. Manner of Voting

Voting will be by means of written voting instructions submitted by, and taking into account the number of shares which, the stockholders present or represented by proxy at the Annual Meeting and entitled to vote thereat own directly or for which they hold proxies.

#### 4. Method of Counting Votes

Counting of votes will be done by the Corporate Secretary or her authorized representative(s) with the assistance of the representative(s) of the Company's independent auditors, SGV, and stock transfer agent, BDO Unibank, Inc. All votes attaching to the shares of stock owned by stockholders whose proxies were received by the Company will be cast in accordance with the voting instructions given or authority granted under the proxies.

The Company's tabulation, registration and reporting system has been reviewed and tested by an independent third party in accordance with the Philippine Standard on Related Services 4400 Agreed Upon Procedure issued by the Auditing Standard and Practices Council. Representatives from SGV are expected to be present in the Annual Meeting to check the completeness and accuracy of the encoded proxies and voting instructions as well as the completeness and accuracy of the voting and attendance results generated by the system.

There are no matters or actions to be taken up in the Annual Meeting with respect to Authorization or Issuance of Securities Other Than for Exchange; Modification or Exchange of Securities; Mergers, Consolidations, Acquisitions and Similar Matters; Acquisition or Disposition of Property; Restatement of Accounts; Amendment of Charter, By-Laws or Other Documents; and other similar matters or actions, which will require approval by the stockholders.

#### **Special Note Regarding Forward Looking Statements**

This Information Statement may contain some statements which constitute "forward-looking statements". We have based these forward-looking statements on our current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements generally are identified by forward-looking words such as "believe", "plan", "anticipate", "continue", "estimate", "expect", "may" or other similar words. A forward-looking statement may include a statement of the assumptions or bases underlying the forward-looking statement. We have chosen these assumptions or bases in good faith and we believe they are reasonable in all material respects. However, we caution that assumed facts or bases almost always vary from actual results and the differences between assumed facts and actual results can be material depending on the circumstances. These forward-looking statements are subject to risks and uncertainties, some of which are beyond our control. In addition, any forward-looking statement made by us in this Information Statement or elsewhere speaks only as at the date on which we made it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the statements in this Information Statement after the date hereof. In light of these risks or uncertainties, any forward-looking statement made in this Information Statement or elsewhere might not occur.

**The Company will provide without charge to each person solicited, upon the written request of any such person, a printed copy of the Company's Annual Report in SEC Form 17-A. Such written request should be directed to the Corporate Secretary, PLDT Inc., 9th Floor, PLDT MGO Building, Legaspi St. cor. Dela Rosa St., Makati City, Philippines.**

**The Company will also furnish to the stockholders present in the Annual Meeting the Company's unaudited financial results for the three months ended March 31, 2018 ( the "First Quarter 2018 Results") in USB format.**

**The Company will publish in a newspaper of general circulation at least 5 days prior to the Annual Meeting a notice that this Information Statement, the Company's Annual Report in SEC Form 17-A and**

First Quarter 2018 Results are posted on the Company's website and can be accessed at <http://www.pldt.com/investor-relations/shareholder-information/latest-shareholders'-news>

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Information Statement is true, complete and correct in all material respects.

Signed in the City of Makati, Philippines on the 7<sup>th</sup> day of May, 2018.

PLDT Inc.



**MA. LOURDES C. RAUSA-CHAN**  
Corporate Secretary

**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, 2018 (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, 2017 contained in the Company's 2017 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<br>5. Mr. Emmanuel F. Dooc        | 10. Ms. Ma. Lourdes C. Rausa-Chan<br>11. Ambassador Albert F. del Rosario |
| 2. Chief Justice Artemio V. Panganiban (Ret)<br>(Independent Director) | 6. Atty. Ray C. Espinosa<br>7. Mr. James L. Go        | 12. Mr. Atsuhisa Shirai<br>13. Ms. Marife B. Zamora                       |
| 3. Mr. Pedro E. Roxas<br>(Independent Director)                        | 8. Mr. Shigeki Hayashi<br>9. Mr. Manuel V. Pangilinan |   |

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: \_\_\_\_\_, 2018

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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, 2018 and Information Statement with accompanying 2017 Annual Report of PLDT (in USB)
- ✓ Proxy Form
- ✓ Reply Envelope

Received by:

\_\_\_\_\_  
(Signature Over Printed Name)  
Date: \_\_\_\_\_, 2018

(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\$ 25,000 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, 2018. 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, 2018 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, 2018. 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, 2018. 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.