

11. Item 4 (Election of Directors and Officers) and Item 9 (Other Events)

We disclose the following:

1. At the Annual Meeting of Stockholders of Philippine Long Distance Telephone Company (the "Company" or "PLDT") held on June 14, 2012 at which stockholders owning 503,763 common shares were present in person and stockholders owning 187,746,055 common shares were represented by proxies:

(a) The stockholders owning 187,644,696 shares or 86.85% of the outstanding common stock of the Company as of Record Date and entitled to vote approved the audited financial statements of the Company for the fiscal year ending December 31, 2011 contained in the Company's 2011 Annual Report;

(b) The following persons were elected as directors, three (3) of whom are independent directors, of the Company for the ensuing corporate year:

NAME OF DIRECTOR/ INDEPENDENT DIRECTOR	VOTE CAST			TOTAL NUMBER OF VOTES
	Common Stockholder 1	Common Stockholder 2	Common Stockholder 3	
Rev. Fr. Bienvenido F. Nebres, S.J.	153	76,484	188,287,723	188,364,360
Mr. Pedro E. Roxas	153	76,484	188,615,706	188,692,343
Mr. Alfred V. Ty	153	76,484	189,088,882	189,165,519
Ms. Helen Y. Dee	153	76,484	185,075,622	185,152,259
Atty. Ray C. Espinosa	153	246,043	186,469,105	186,715,301
Mr. James L. Go	153	76,484	183,396,211	183,472,848
Mr. Setsuya Kimura	153	76,484	186,387,121	186,463,758
Mr. Napoleon L. Nazareno	153	160,035	187,651,720	187,811,908
Mr. Manuel V. Pangilinan	153	3,176,334	187,393,273	190,569,760
Mr. Hideaki Ozaki	153	76,484	186,296,934	186,373,571
Ms. Ma. Lourdes C. Rausa-Chan	153	76,991	187,145,438	187,222,582
Mr. Juan B. Santos	153	76,484	186,386,030	186,462,667
Mr. Tony Tan Caktiong	153	76,484	186,860,022	186,936,659

Note: Each director received votes of more than majority of the outstanding common stock as of Record Date.

Legend:

- Common Stockholder 1 – Stockholders represent in person with no proxy previously filed but with voting instructions filed at the annual meeting
 Common Stockholder 2 – Stockholders represent in person with proxy previously filed
 Common Stockholder 3 – Stockholders represented only by proxy

Attached are copies of the Certifications executed by Rev. Fr. Bienvenido F. Nebres, Messrs. Pedro E. Roxas and Alfred V. Ty in connection with their election as independent directors of the Company.

2. At the meeting of the Board of Directors of the Company that immediately followed the adjournment of the said Annual Meeting of Stockholders:

(a) The following were elected to the positions indicated opposite their respective names:

Manuel V. Pangilinan	- Chairman of the Board
Napoleon L. Nazareno	- President & Chief Executive Officer
Ernesto R. Alberto	- Executive Vice President
Maria Lourdes C. Rausa-Chan	- Senior Vice President, Corporate Secretary, General Counsel and Chief Governance Officer
Anabelle L. Chua	- Senior Vice President and Treasurer
Rene G. Bañez	- Senior Vice President
Alejandro O. Caeg	- Senior Vice President
Ray C. Espinosa	- Head of Regulatory Affairs and Policies
Jun R. Florencio	- Senior Vice President
Menardo G. Jimenez, Jr.	- Senior Vice President
George N. Lim	- Senior Vice President
Claro Carmelo P. Ramirez	- Senior Vice President
Florentino D. Mabasa, Jr.	- First Vice President and Assistant Corporate Secretary
June Cheryl A. Cabal-Revilla	- First Vice President
Alfredo B. Carrera	- First Vice President
Cesar M. Enriquez	- First Vice President
Leo I. Posadas	- First Vice President
Ricardo M. Sison	- First Vice President
Emiliano R. Tanchico, Jr.	- First Vice President
Miguela F. Villanueva	- First Vice President
Danny Y. Yu	- First Vice President
Katrina L. Abelarde	- Vice President
Jose A. Apelo	- Vice President
Rafael M. Bejar	- Vice President
Marco Alejandro T. Borlongan	- Vice President
Renato L. Castañeda	- Vice President
Arnel S. Crisostomo ¹	- Vice President
Amihan E. Crooc ²	- Vice President
Rebecca Jeanine R. De Guzman	- Vice President
Alona S. Dingle	- Vice President
Margarito G. Dujali, Jr.	- Vice President
Mario C. Encarnacion	- Vice President
Gil Samson D. Garcia	- Vice President
Elisa B. Gesalta	- Vice President
Ma. Josefina T. Gorres	- Vice President
Ma. Criselda B. Guhit	- Vice President
Emeraldo L. Hernandez	- Vice President
Juan Victor I. Hernandez	- Vice President
Marven S. Jardiel	- Vice President

¹ Until July 1, 2012

² Until October 1, 2012

Alexander S. Kibanoff	-	Vice President
Joseph Nelson M. Ladaban	-	Vice President
Javier C. Lagdameo	-	Vice President
Albert Mitchell L. Locsin	-	Vice President
Luis Ignacio A. Lopa	-	Vice President
Joseph Homer A. Macapagal ³	-	Vice President
Oliver Carlos G. Odulio	-	Vice President
Lilibeth F. Pasa	-	Vice President
Jose Lauro G. Pelayo	-	Vice President
Gerardo C. Peña	-	Vice President
Ricardo C. Rodriguez	-	Vice President
Genaro C. Sanchez	-	Vice President
Ana Maria A. Sotto	-	Vice President
Julieta S. Tañeca	-	Vice President
Jesus M. Tañedo	-	Vice President
Patrick S. Tang	-	Vice President
Victor Y. Tria	-	Vice President
Melissa V. Vergel de Dios	-	Vice President
Fe M. Vidar ⁴	-	Vice President

(b) The following were appointed as members of the Advisory Board/Committee:

Artemio V. Panganiban (Independent Member)
Oscar S. Reyes
Roberto R. Romulo
Benny S. Santoso
Washington Z. SyCip
Orlando B. Veja
Christopher H. Young

(c) The following were appointed as Chairmen, Members and Advisors of the Audit Committee, Governance and Nomination Committee, Executive Compensation Committee and Technology Strategy Committee:

Governance and Nomination Committee

Manuel V. Pangilinan, Chairman
Setsuya Kimura, Member
Rev. Fr. Bienvenido F. Nebres, S.J., Independent Member
Pedro E. Roxas, Independent Member
Alfred V. Ty, Independent Member
Artemio V. Panganiban, Independent Non-voting member
Ma. Lourdes C. Rausa-Chan, Non-voting member
Menardo G. Jimenez, Jr., Non-voting Member

³ Until July 1, 2012

⁴ Until August 1, 2012



Audit Committee

Rev. Fr. Bienvenido F. Nebres, S.J., Chairman/Independent Member
Pedro E. Roxas, Independent Member
Alfred V. Ty, Independent Member
Corazon S. de la Paz-Bernardo, Advisor (Audit Committee Financial Expert)
James L. Go, Advisor
Setsuya Kimura, Advisor
Roberto R. Romulo, Advisor

Executive Compensation Committee

Manuel V. Pangilinan, Chairman
Setsuya Kimura, Member
Rev. Fr. Bienvenido F. Nebres, S.J., Independent Member
Pedro E. Roxas, Independent Member
Alfred V. Ty, Independent Member
Menardo G. Jimenez, Jr., Non-voting Member

Technology Strategy Committee

Manuel V. Pangilinan, Chairman
Ray C. Espinosa, Member
James L. Go, Member
Setsuya Kimura, Member
Napoleon L. Nazareno, Member
Oscar S. Reyes, Member
Orlando B. Veja, Member

All the members including the Chairman of the Audit Committee are Independent Directors. Majority of the voting members of the Governance and Nomination Committee and Executive Compensation Committee, namely, Rev. Fr. Bienvenido F. Nebres, Mr. Pedro E. Roxas and Mr. Alfred V. Ty are Independent Directors.

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

PHILIPPINE LONG DISTANCE
TELEPHONE COMPANY

By:


MA. LOURDES C. RAUSA-CHAN
Corporate Secretary 

June 14, 2012

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **BIENVENIDO F. NEBRES, S.J.**, Filipino, of legal age and a resident of Loyola House of Studies, Ateneo de Manila University, Loyola Heights, Q. C., after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of the Philippine Long Distance Telephone Company (PLDT), having been duly elected as such during its Annual Meeting of Stockholders held on June 14, 2012.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/ Relationship	Period of Service
Ateneo de Manila University	Professor of Mathematics	1989 – present
Ateneo de Manila University	Past President/Member, Board of Trustees	1993 – 2011
Digital Telecommunications Philippines, Inc.	Independent Director	October 26, 2011 - present
Sacred Heart School-Jesuit Cebu City	Member, Board of Trustees	1993 – present
Center for Leadership and Change, Inc.	Chair, Board of Trustees	1996 - present
Synergeia Foundation, Inc.	Chair, Board of Trustees	2002 - present
AY Foundation, Inc.	Member, Board of Trustees	2002 - present
Gawad Kalinga	Member, Board of Trustees	2010 – present
United Board for Christian Higher Education in Asia	Member, Board of Trustees	2011 - present
Knowledge Channel Foundation, Inc.	Member, Board of Trustees	2011 - present

3. I am not a securities broker-dealer, i.e., I do not hold any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Philippine Stock Exchange, associated person or salesman, and an authorized clerk of the broker or dealer.
4. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PLDT, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
5. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.

6. I shall inform the corporate secretary of PLDT of any changes in the abovementioned information within five days from its occurrence.

Done, this 14th day of June 2012, at Makati City.



BIENVENIDO F. NEBRES, S.J.
Affiant

SUBSCRIBED AND SWORN to before me, a notary public in and for the Makati City this 14th day of June 2012. The affiant, whom I identified through the following competent evidence of identity: Philippine Driver's License No. N1065006115, expiring on March 15, 2015, personally signed the foregoing instrument before me and avowed under penalty of law to the whole truth of the contents of said instrument.

WITNESS MY HAND AND SEAL on the date and at the place first abovementioned.

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Book No. I
Series of 2012.

NOTARY PUBLIC


TERENCE S. FERNANDO
Notary Public for the City of Makati
Until December 31, 2013
Appointment No. M-84
Roll of Attorneys No. 45956
PTR No. 3180156-01/05/12 Makati City
IBP Official Receipt No. 549486-01/09/02
9/F, MGO Bldg. Legazpi St. Legazpi VII, Makati City, MM

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **PEDRO E. ROXAS**, Filipino, of legal age and a resident of Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of the Philippine Long Distance Telephone Company (PLDT), having been duly elected as such during its Annual Meeting of Stockholders held on June 14, 2012.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/ Relationship	Period of Service
Roxas Holdings, Inc.	Chairman	17 years
Roxas & Co., Inc.	Chairman/President/CEO	11 years
Roxaco Land Corporation	Chairman/President	24 years
BDO Private Bank	Director	11 years
Brightnote Assets Corp.	Director	13 years
Club Punta Fuego, Inc.	Chairman	15 years
Hawaiian Philippine Sugar Co.	Chairman	9 years
Roxol Bioenergy Corporation	Chairman	3 years
Phil. Sugar Millers Association	President	9 years
Manila Electric Company	Independent Director	2 years
Fuego Land Corporation	Chairman	15 years
Phil. Business for Social Progress	Trustee	11 years
Fundacion Santiago	Director/President	19 years
Central Azucarera Don Pedro, Inc.	Chairman	11 years
Central Azucarera de la Carlota, Inc.	Chairman	10 years

3. I am not a securities broker-dealer, i.e., I do not hold any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Philippine Stock Exchange, associated person or salesman, and an authorized clerk of the broker or dealer.
4. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PLDT, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

5. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
6. I shall inform the corporate secretary of PLDT of any changes in the abovementioned information within five days from its occurrence.

Done, this 14th day of June 2012, at Makati City.




Affiant

SUBSCRIBED AND SWORN to before me, a notary public in and for the City of Makati this 14th day of June 2012. The affiant, whom I identified through the following competent evidence of identity: Philippine Passport No. EB00945074, expiring on April 12, 2015, personally signed the foregoing instrument before me and avowed under penalty of law to the whole truth of the contents of said instrument.

WITNESS MY HAND AND SEAL on the date and at the place first abovementioned.

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Page No. 11 :
Book No. F :
Series of 2012.

NOTARY PUBLIC


TERENCE S. FERNANDO
Notary Public for the City of Makati
Until December 31, 2013
Appointment No. M-84
Roll of Attorneys No. 45956
PTR No. 3190156-01/05/12 Makati City
IBP Official Receipt No. 549499-01/09/02
9/F, MGO Bldg. Legazpi St. Legazpi Vn, Makati City, MM

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ALFRED V. TY**, Filipino, of legal age and with postal address at 20F GT Tower, 6813 Ayala Avenue corner H.V. dela Costa St. Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of the Philippine Long Distance Telephone Company (PLDT), having been duly elected as such during its Annual Meeting of Stockholders held on June 14, 2012.
2. I am affiliated with the following companies or organizations:


Company/Organization	Position/ Relationship	Period of Service
Toyota Motors Phils. Corp.	Vice-Chairman	1992 – present
GT Capital Holdings, Inc.	Vice-Chairman	2012 – present
Federal Land, Inc.	President	1997 – present
Asia Pacific Top Mgt. Int'l. Resources, Corp. (Marco Polo Plaza Cebu)	Chairman	2005 – present
Global Business Power Corp.	Director	2006 – present
Metrobank	Corporate Secretary	2002 – present
Metrobank Foundation, Inc.	Director	1996 – present
Lexus Manila, Inc.	Chairman	2009 – present
Digital Telecommunications Phils., Inc.	Independent Director	October 2011 - present

3. I am not a securities broker-dealer, i.e., I do not hold any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Philippine Stock Exchange, associated person or salesman, and an authorized clerk of the broker or dealer.
4. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PLDT, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
5. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.



6. I shall inform the corporate secretary of PLDT of any changes in the abovementioned information within five days from its occurrence.


Done, this 14th day of June 2012, at Makati City.


ALFRED V. TY
Affiant

SUBSCRIBED AND SWORN to before me, a notary public in and for the City of Makati this 14th day of June 2012. The affiant, whom I identified through the following competent evidence of identity: Philippine Driver's License No. N17-85-022013, expiring on August 2, 2014, personally signed the foregoing instrument before me and avowed under penalty of law to the whole truth of the contents of said instrument.

WITNESS MY HAND AND SEAL on the date and at the place first abovementioned.

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NOTARY PUBLIC

TERENCE S. FERNANDO
Notary Public for the City of Makati
Until December 31, 2013
Appointment No. M-84
Roll of Attorneys No. 45966
PTR No. 3180188-01/05/12 Makati City
IBP Official Receipt No. 549489-01/06/02
9/F, MGO Bldg. Legazpi St. Legazpi Vn, Makati City, MM