

**MINUTES  
ANNUAL MEETING OF STOCKHOLDERS  
PLDT Inc.  
JUNE 13, 2017**

The Annual Meeting of Stockholders of PLDT Inc. (the "Company" or "PLDT") was held at Rizal Ballroom AB, Makati Shangri-La, Ayala Avenue corner Makati Avenue, Makati City, Metro Manila, Philippines on June 13, 2017 at 3:00 o'clock p.m.

Before the meeting proper, the PLDT Canzonet Choral sang the Philippine National Anthem and opening prayer. Thereafter, the Chairman of the Board, Mr. Manuel V. Pangilinan welcomed the stockholders and guests to the 65<sup>th</sup> Annual Meeting of Stockholders, and introduced (and requested each of them to stand up to be recognized) the members of the Board and Advisory Board/Committee of PLDT<sup>1</sup> and the Non-Executive Directors of Smart Communications, Inc. ("Smart")<sup>2</sup> who were in attendance. He also introduced the Senior Management Team and Senior Advisors who were in attendance<sup>3</sup>.

**1. CALL TO ORDER**

The Chairman called the meeting to order and requested the Corporate Secretary to report on the service of notice of, and existence of a quorum at, the meeting.

**2. CERTIFICATION OF SERVICE OF NOTICE AND QUORUM**

Upon the request of the Chairman, the Corporate Secretary reported that copies of the printed Notice and Agenda of the meeting together with the Information Statement and Proxy Form and compact disc containing the 2016 Annual Report were

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<sup>1</sup> The following members of the Board of Directors and Advisory Board/Committee and other Board Committees of PLDT were present in the meeting: Directors – Manuel V. Pangilinan (Chairman of the Board of Directors and the Governance and Nomination, Executive Compensation and Technology Strategy Committees), Ray C. Espinosa (member of the Technology Strategy Committee), James L. Go (member of the Technology Strategy and Risk Committees and advisor to the Audit Committee), Bernido H. Liu (member of the Governance and Nomination, Executive Compensation, Audit and Risk Committees), Artemio V. Panganiban (Chairman of the Risk Committee and member of the Governance and Nomination, Audit and Executive Compensation Committees), Pedro E. Roxas (Chairman of the Audit and member of the Governance and Nomination, Executive Compensation and Risk Committees), Helen Y. Dee, Ma. Lourdes C. Rausa-Chan (non-voting member of the Governance and Nomination Committee); Albert F. del Rosario (member of the Technology Strategy Committee), Atsuhisa Shirai ( member of the Governance and Nomination, Executive Compensation Technology Strategy and Risk Committees and advisor to the Audit Committee), Hideaki Ozaki, Amado D. Valdez and Marife B. Zamora; Members of the Advisory Board/Committee – Oscar S. Reyes (non-voting member of the Technology Strategy Committee), Roberto R. Romulo (advisor to the Audit Committee), Orlando B. Veja (non-voting member of the Technology Strategy Committee) and Christopher H. Young.

<sup>2</sup> The following Non-Executive Directors of Smart were present in the meeting: Oscar J. Hilado, Imelda A. Manguiat, Emerlinda R. Roman and Lorenzo V. Tan.

<sup>3</sup> The following Senior Officers were present in the meeting: Ernesto R. Alberto, Alejandro O. Caeg, Anabelle L. Chua, June Cheryl C. Revilla, Maria Elizabeth S. Sichon and Victorico P. Vargas. The following Senior Advisors were present in the meeting: Jerry Brace, Ralph Brunner and Joachim Horn.

delivered personally or by mail to Philippine residents and overseas holders of the Company's shares of stock as of the Record Date, April 17, 2017. The Corporate Secretary also certified that based on the record of attendance and report on proxies received by the Office of the Corporate Secretary, stockholders who own or hold a total of 322,577,500 shares or 88.12% per cent of the total outstanding shares of Common and Voting Preferred Stocks as of the Record Date<sup>4</sup> were present in person or represented by proxies in the meeting, therefore, a quorum exists for the valid transaction of business.

Based on the certification by the Corporate Secretary on the existence of a quorum, the Chairman declared the meeting duly convened and open for business.

The Corporate Secretary then announced that printed copies of the rules governing the conduct of the meeting have been distributed to the stockholders at the registration desks. A copy of the said rules is attached to this Minutes. She enjoined the stockholders to please observe the said rules.

The Corporate Secretary also informed the body that the Company's tabulation, registration and reporting system has been reviewed and tested by Sycip Gorres Velayo & Co. ("SGV") in accordance with the Philippine Standards on Related Services 4400 Agreed-upon Procedures issued by the Auditing Standards and Practices Council, and representatives from SGV are present in the meeting to check the completeness and accuracy of the encoded proxies and voting instructions received as well as the attendance and voting results generated by the system.

Finally, the Corporate Secretary announced that there are employees at the tables in the back of the room who will be glad to extend any personal assistance required by the stockholders on matters relating to the Company's products and services, or to their accounts or their dividends and stock certificates.

### **3. PRESIDENT'S REPORT**

Moving on to the next item on the Agenda, the President & CEO, Mr. Manuel V. Pangilinan delivered the President's Report, which is quoted in full below. In the course of his report, there was a slide presentation related to the content of his report.

*"Good afternoon, and a warm welcome to our shareholders and guests. On behalf of your Board of Directors, Advisory Board/Committee and senior management, thank you for joining us today.*

*This afternoon, we will first review highlights of our financial and operating results for full year 2016 ("FY 2016"), and those of the first quarter of 2017 ("1Q 2017"). Thereafter, we*

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<sup>4</sup> The total outstanding shares of Common and Voting Preferred Stocks as of the Record Date, April 17, 2017, were 216,055,775 and 150,000,000, respectively.

will take a look at what your company is doing to move forward, covering key business and organizational initiatives, and the buildout of our data network.

### FY 2016 AND 1Q 2017 RESULTS

2016 was not, to use the words of the British monarch, "a year in which we should look back with undiluted pleasure." Hard decisions and unpleasant decisions had to be made in the course of 2016. Digital transformation is not for the faint-hearted, the impatient, or those with low tolerance to pain. Thankfully, the organization responded well to the distressing truths, and to what is needed to execute our digital transformation, and bring your company to the digital age.

Consolidated service revenues, EBITDA, EBITDA margins and recurring core income for 2016 declined. Our most challenged business unit was wireless, which saw revenues fall 9%, due mainly to a decrease in subscriber numbers, combined with a modest decline in our average revenue per user. Wireless also saw significant cost increases in subsidies and provisions, in response to intensifying competition. On the bright side, revenues of our HOME and Enterprise businesses rose by 10% and 9%, respectively. Our fixed line businesses have actually seen a splendid renaissance. Our fixed line businesses were distressed 18 years ago, as with most other telcos. But in the past five years, fixed line has supplied consistent, solid sources of growth. The reason is quite simple - both have transitioned early enough to data and digital. In 2016, broadband and digital accounted for over 60% of both HOME and Enterprise revenues.

Heavy capital expenditures ("capex") for our fixed and mobile networks has put pressure on our bottom line as well. Taking all this in the round, we have had to re-set our targets in recurring core income for 2017 at P21.5 Billion, compared with the equivalent 2016 number of P20.2 Billion. It is from this new base of P21.5 Billion that we aim to raise profitability in the coming years.

### PROSPECTS FOR 2017

We should all be glad 2016 is past. Moving forward, it is clear that our fixed line businesses will provide the main runway, on which your company can take off for growth:

First, the fixed line part of the telco industry will grow by around 8% per annum in the next 3 years, whilst wireless will be limited to only about 2%. At PLDT HOME, only 4 Million out of the addressable market of 10 Million Filipino households' demand for broadband are currently served. For PLDT Enterprise, the growing appetite of companies, institutions and government for connectivity and digital products – especially data center and cloud services – offer significant areas for growth

Second, we are best positioned to benefit from these opportunities because PLDT has the most extensive fixed network, the best product offering, the largest subscriber base and the strongest brand equity in fixed line.

Third, on wireless, we must put a brake on the loss of subscribers and revenues, and cut cash operating expenses ("opex") drastically to improve wireless EBITDA.

## Q1 2017 RESULTS: SOME 'GREEN SHOOTS'

Looking now at the 1<sup>st</sup> quarter numbers, the results are still mixed, but encouraging. On the one hand, our wireless revenues were 18% less, leading to a decline in service revenues by 7% and recurring core income by 2016. On the bright side are HOME and Enterprise revenues posting robust growth – up 12% and 13%, respectively in Q1 2017. Excluding international revenues, fixed line revenues already comprise majority of our service revenues at 52%, surpassing wireless at 48%.

To be fair to wireless, if we look at the Q1 2017 versus the 4Q 2016 numbers, service revenues were just 1% lower in the 1<sup>st</sup> quarter versus the 4<sup>th</sup> quarter. Also, for the first time in quarters, we added about 370,000 subscribers net.

First quarter EBITDA grew by 7% year-on-year, the third consecutive quarter that our EBITDA has increased. This puts us on track to meet our full year core income guidance of P21.5 Billion.

While we can probably take heart from these results, no one is popping open champagne bottles. One quarter does not a year make. Your management know very well that the road to recovery is long, and the climb will be steep.

## 2017 AND ONWARD

So much for the numbers:

You may now ask – what is this digital journey all about, and how do we get to our destination?

This journey requires two interrelated parts – connectivity and products, both of them digital. Connectivity means buildout of data networks with the quality and coverage to deliver the best digital experience to our customers. Products mean compelling content – entertainment, sports, e-sports, lifestyle, news, documentaries, and so forth – in both video and audio formats that enhance customer experience.

## TRIPLE NETWORK ROLL-OUTS

As to connectivity, our networks buildout comprise: First, roll out of fiber-to-the-home to service the HOME market. We have expanded the footprint of our fiber service to 3.3 million homes passed as of end April, and by end 2017, 4.4 million homes will be passed by FTTH – significantly ahead of competition. We are also setting up fiber-powered PLDT Smartcities in urban centers, with the help of local governments. We have started in four cities, and now, we're in South Metro Manila, with more Smartcities in the pipeline. We have also deployed hybrid fiber technology called G.Fast, to deliver fiber like speeds over our legacy copper wires. This will embrace the ability of our extensive copper network with fiber-like speed. Second, Smart is also accelerating the buildout of 3G and LTE mobile data networks to raise coverage and capacity. Metro Davao and Metro Cebu are done. We are working to complete Greater Manila, and expect to cover 12 more major urban centers this year. This will extend LTE coverage to 70% of the country's population by end-2017. Third party reports are saying that Smart is now delivering the fastest mobile data services on LTE and 3G in the country. Third, we are deploying Smart Wi-Fi hotspots in a growing number of high-traffic public places. PLDT Enterprise started this initiative last year by installing carrier-grade Smart Wi-Fi hot spots in

airports, light rail stations, sea ports, schools, government and other public spaces. Smart followed through by building up Smartspots in popular destinations like restaurant, bars and boutique malls, where young people hang out. Yesterday, we announced the deployment of Wi-Fi along EDSA, with more to follow in Metro Manila.

As to data products, our cloud-based, data center services, digital platforms and solutions are giving our Enterprise business its undisputed competitive edge. By end-2017, ePLDT will launch its 10<sup>th</sup> data center, raising total capacity to over 9,000 racks – 3x that of the nearest competitor.

### GOING BEYOND ACCESS

While connectivity is a necessary condition to this journey, it is not sufficient by itself. A telco's life as a dumb pipe is a dead end. That makes digital products imperative – to build a layer of relevant and compelling content on top of our data networks.

Video content from iFlix, netflix, iWantTV, FoxPlus, and ESPN are being offered across our fixed and mobile services. Last week, PLDT HOME launched the Roku-powered TVolution service for its "Fibr" customers, This latest TVolution service is an all-in-one, plug-and-play entertainment box loaded not only with video-on-demand content from iFlix and netFlix, but also Cignal TV, and free content from YouTube and from over 100 other streaming channels, Roku provides easier access to the best in video entertainment.

### CONCLUSION

In closing, may I say that the digital age is already upon us, that the legacy business model of voice and texting is fast receding.

Our digital journey is shaped by priorities. Early this year, we've set 6 key ones: First, raise the growth momentum of HOME and Enterprise businesses; Second, stabilize our mobile phone business and gradually return it to growth; Third, improve the quality and coverage of networks; Fourth, reduce cash opex; Fifth, apply advanced data analytics to drive revenue growth and improve customer experience; and Sixth, reorganize to enhance employee engagement and experience.

But proper execution of our digital journey require people. At the start of 2017, we put a new leadership team in place. This new team has brought new ideas, new ways of working, fresh perspectives and a variety of skill sets and experiences. We will continue to develop our people, to ensure that we are constantly poised to deliver on innovative growth.

Finally, all this is not easy for PLDT – as large and as old and as profitable as it is – to accept that change is needed. But we remain idealists about our future – as we were in the past – with no illusions that failure to transform will mean extinction. Disruption is the key to survival, and revival, in this new day and age

Thank you for your attention and good day."

The Chairman asked if there are questions on the President's Report.

A stockholder who identified himself as Mr. Danell Roleda declared that he is a loyal Smart subscriber, and although he is at times frustrated with Smart's service quality in some parts of major thoroughfares in key cities, he remains hopeful that Smart will be able to pull away and reclaim its superiority and wide lead over Globe. He then asked if this is possible and how this could be realized.

The Chairman, who is concurrently the President & CEO of PLDT and Smart, stated that it is a must for the wireless business/Smart to reclaim its leadership position which it has held for so many years. One of the principal prerequisites is to prioritize and accelerate the buildout of 4G or LTE data networks (as the buildout of 3G infrastructure is more or less complete) to raise capacity and coverage, with a target of covering 70% of the population with LTE service by year end 2017. In some respects, this reflects the lack of buildout that the Company should have done many years ago. The Chairman also stated that service quality has improved and should continue to improve because the network buildout is continuing. Two other prerequisites are to enrich content since the key to digital experience is not only the networks but also content on top of it, and related to that is the brand, which must be repositioned and perceived as a data brand.

A proxy of a stockholder who identified himself as Mr. Mark Martinez remarked that based on news reports, the legislative franchise of Smart has been renewed. He asked about the salient terms of the renewed franchise.

Director Ray C. Espinosa, who is also the Chief Corporate Services Officer, confirmed that R.A. No. 10926 which extended the franchise of Smart for 25 years was signed into law by the President of the Philippines on April 21, 2017. It took effect on May 19, 2017, fifteen (15) days following its publication in a newspaper of general circulation on May 4, 2017. He cited some of the important terms of the franchise, as follows: (a) Smart is not required to make a public offering of its shares for as long as it is wholly owned by a publicly listed company with at least 30% whose authorized capital stock is publicly owned, (b) any advantage, favor, privilege, exemption or immunity granted under existing franchises or which may thereafter be granted shall become part of Smart's franchise and shall be accorded immediately and unconditionally to Smart, and (c) the tax provision in Smart's franchise is now at par with that in Globe's franchise. In the past, Globe had a superior tax provision over Smart.

A stockholder who identified herself as Ms. Nora Borja asked about the principal risk that the Company is facing and how it plans to manage such risk.

The Chairman cited execution risk of transforming from the traditional legacy business model to digital. The business has become more complicated – then, under the traditional business model, the only main service available was voice, and wireless business added SMS service, both of which were relatively simple. But the digital world is complex, because of the need for content that would suit the digital lifestyle. It embraces anything that one can think of – entertainment, sports, news,

documentaries, etc. that pleases the consumers. We need to combine connectivity – fixed (Fiber-to-the-Home) and wireless data networks with compelling content that can be pushed through all the screens that are available to consumers. As to content generation, it is easy enough to acquire content from the content producers but that does not add value to the business. So the question is how to generate own content that is original or at least exclusive to us. The other part of it is that the financial profile of the Company is changing. It is difficult to push growth and revenues at the same rate that it was in the past years due to the substitution of legacy revenues (voice and text) with new revenues (data and broadband), where the margins from data are lower compared with margins from traditional services, particularly international revenues and SMS. Enterprise and HOME revenues have been growing while wireless revenues have declined since HOME and Enterprise have transitioned early on to data and digital. It used to be that wireless revenues accounted for 50% to 60% of total service revenues, but now that is down to around 48%. It is also important to address the costs side, and in this regard, the Company has been reducing costs across the board, be it compensation and benefits and other cash operating expenses.

Ms. Borja also asked what will happen to the stockholders of Liberty Telecoms who did not tender their shares in the tender offer that was conducted after PLDT and Globe acquired the shares of Vega Telecoms, which is the principal stockholder of Liberty Telecoms. Director Espinosa replied that Vega Telecoms has no plan at the moment to conduct another tender offer for shares of Liberty Telecoms and those who did not tender their shares previously will remain as stockholders of Liberty Telecoms for the time being.

A stockholder who identified herself as Josephine F. Meneses conveyed her appreciation and commended the Board, Management and employees for their dedicated efforts and determination to steer the Company back on the growth track, in the midst of stiff competition. She expressed in the vernacular “Mabuhay” to all, and her hope that the Company would be able to restore the 100% dividend payout ratio and payment of bonus to employees in due time.

A stockholder who identified himself as Ishmael Canua asked about the status of the TV5 and NBC franchises. Director Espinosa, who is a member of the Board of Trustees of the PLDT Beneficial Trust Fund and a member of the Board of Directors of Mediaquest Holdings, stated that the franchises of both networks are alive, and both plan to renew their franchises at the proper time.

Mr. Canua asked about the competitive threats to Signal TV. The Chairman, who is also the Chairman of Mediaquest Holdings, stated that the competitive threats to Signal TV are coming from 2 levels – Pay TV operators (cable and direct-to-home (DTH) satellite services) and the internet. On the cable side, Signal TV has overtaken its competitor and is now leading, but on the DTH service, a company is offering cheaper packages but its content is different. Signal TV is mindful of the competitive threat at the lower end of the market coming from this DTH service operator. On the competitive threat from internet, this will affect all of the Pay TV operators as well as

the media operators. Signal TV is addressing this, and part and parcel of its overall strategy is not only the traditional Pay TV subscription model but also to get into content origination that can be available/accessible via internet. Mr. Canua thanked the Chairman and expressed how elated he is for the opportunity to meet the Chairman and the Board and participate in the meeting.

A stockholder who did not identify himself asked why the House of Representatives and Senate passed the bill renewing Smart's franchise, which relieves Smart from complying with public offering requirement under the Public Telecommunications Policy Act. He implored that Smart's shares be offered to the public so that they can partake of the profits of Smart. Director Espinosa explained that Smart is wholly owned by PLDT which is a publicly listed company, and at least 30% of PLDT's listed shares are already held by the public, and this is why Smart need not conduct a public offering of its shares.

**4. APPROVAL OF THE AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2016 CONTAINED IN THE COMPANY'S 2016 ANNUAL REPORT**

Moving on to the next item on the Agenda, the Chairman inquired if there are any questions on the audited financial statements of the Company for the fiscal year ended December 31, 2016 contained in the Company's 2016 Annual Report. There was none.

Ms. Theresa U. Ballelos (a proxy holder) moved for the approval of the audited financial statements of the Company for the fiscal year ended December 31, 2016, and that the votes be cast in accordance with the instructions of the stockholders entitled to vote. The said motion was duly seconded.

There being no objection to the motion, the Chairman instructed the Corporate Secretary to cast the votes.

The Corporate Secretary informed the body that the approval of the audited financial statements requires the votes of the stockholders representing at least a majority of the outstanding shares of stock entitled to vote consisting of shares of Common Stock and Voting Preferred Stock. After casting the votes, she reported that more than a majority of the outstanding shares of stock entitled to vote have been cast in favor of the approval of the audited financial statements<sup>5</sup>. Thereafter, the Chairman declared that the Company's audited financial statements for the year ended December 31, 2016 are approved.

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<sup>5</sup> Total FOR Votes: 318,852,112 (160,159,141 proxy votes + 8,634,836 votes of stockholders present in person but with proxies previously filed + 58,135 votes of stockholders present in person with no proxy previously filed but with voting instructions filed at the annual meeting). Total AGAINST Votes: 5,188 (5,188 proxy votes). Total ABSTAIN Votes: 348,217 (147,847 proxy votes + 200,370 votes of stockholders present in person but with proxies previously filed).

5. **ELECTION OF 13 DIRECTORS INCLUDING 3 INDEPENDENT DIRECTORS FOR THE ENSUING YEAR**

The next item on the Agenda was the election of 13 directors including 3 independent directors of the Company for the ensuing year.

As requested by the Chairman, the Corporate Secretary announced the names of the persons nominated for election as directors/independent directors of the Company as follows:

Directors

- |                             |                                     |
|-----------------------------|-------------------------------------|
| 1. Mr. Manuel V. Pangilinan | 6. Ambassador Albert F. del Rosario |
| 2. Ms. Helen Y. Dee         | 7. Mr. Atsuhisa Shirai              |
| 3. Atty. Ray C. Espinosa    | 8. Mr. Amado D. Valdez              |
| 4. Mr. James L. Go          | 9. Ms. Marife B. Zamora             |
| 5. Mr. Hideaki Ozaki        | 10. Ms. Ma. Lourdes C. Rausa-Chan   |

Independent Directors

- |  |                        |
|--|------------------------|
| 11. Former Chief Justice Artemio V. Panganiban | 13. Mr. Bernido H. Liu |
| 12. Mr. Pedro E. Roxas                         |                        |

The Corporate Secretary stated that the background information of each of the nominees is contained in the Information Statement that was furnished to the stockholders.

The Chairman informed the body that the Governance and Nomination Committee of the Board (the "Committee"), which is currently chaired by himself, and comprised of 4 other voting members, namely Mr. Atsuhisa Shirai, and three (3) independent directors, Former Chief Justice Artemio V. Panganiban, Mr. Pedro E. Roxas and Mr. Bernido H. Liu, has reviewed and evaluated the background information of the persons nominated for election as directors. The Committee has determined that the nominees possess all of the qualifications, and have none of the disqualifications, for directorship specified in the Company's Amended By-Laws and Manual on Corporate Governance and in the Governance and Nomination Committee Charter. The Committee has also determined that the independent director-nominees meet the independence criteria specified in Rule 38 of the Implementing Rules and Regulations of the Securities Regulation Code ("SRC"), the Company's Amended By-Laws and Manual on Corporate Governance as well as the other independence standards set by the Governance and Nomination Committee. None of the independent director-nominees is involved in the Company's management or has any business or other relationships which could, or could be reasonably perceived to, materially interfere with their exercise of independent judgment in carrying out their responsibilities as independent directors. The Chairman further stated that there are

three (3) independent director-nominees which meets the requirement under the SRC that at least 20% and in no case less than two (2) of the members of the Board of Directors must be independent directors.

A motion was duly made by Ms. Maria Yvet D. Castro (a proxy holder) that the votes be cast in accordance with the voting instructions of the stockholders entitled to vote, and since there are only 13 board seats and all of the 13 nominees are qualified to be elected as directors, including 3 who are qualified to be independent directors, all of the nominees be declared elected as directors, with Former Chief Justice Artemio V. Panganiban, Mr. Pedro E. Roxas and Mr. Bernido H. Liu, as independent directors. The said motion was duly seconded. There being no objection to the motion, the Chairman instructed the Corporate Secretary to cast the votes.

The Corporate Secretary reported that each nominee received the votes of more than a majority of the outstanding shares of Common and Voting Preferred Stock entitled to vote<sup>6</sup>. Thereafter, the Chairman declared the above-named nominees as the

<sup>6</sup> Stockholders have cumulative voting right for the purpose of election of directors.

NAME OF DIRECTOR/ INDEPENDENT DIRECTOR	VOTING REQUIREMENT			
	Thirteen (13) nominees receiving the highest number of votes from the holders of Common Shares and Voting Preferred Shares shall be declared elected and three (3) of them who have been pre-qualified as independent directors will be declared elected as such.			
	VOTES CAST			
	Stockholder 1	Stockholder 2	Stockholder 3	TOTAL NUMBER OF VOTES
Former Chief Justice Artemio V. Panganiban (Independent Director)	58,135	7,979,329	308,439,093	316,476,557
Mr. Pedro E. Roxas (Independent Director)	58,135	7,811,162	308,217,728	316,087,025
Mr. Bernido H. Liu (Independent Director)	58,135	8,421,049	310,752,532	319,231,716
Ms. Helen Y. Dee	58,135	7,289,070	308,437,535	315,784,740
Atty. Ray C. Espinosa	58,135	7,482,592	309,724,888	317,265,615
Mr. James L. Go	58,135	7,238,445	307,888,788	315,185,368
Mr. Hideaki Ozaki	58,135	7,399,228	308,589,092	316,046,455
Mr. Manuel V. Pangilinan	58,135	10,995,630	308,089,573	319,143,338
Atty. Ma. Lourdes C. Rausa-Chan	58,135	7,483,099	309,731,817	317,273,051
Ambassador Albert F. del Rosario	58,135	8,975,215	309,425,536	318,458,886
Mr. Atsuhisa Shirai	58,135	7,148,802	308,420,911	315,627,848
Dean Amado D. Valdez	58,135	7,587,075	309,431,421	317,076,631
Ms. Marife B. Zamora	58,135	7,587,075	309,433,249	317,078,459

Legend:

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

duly elected directors of the Company, with Former Chief Justice Artemio V. Panganiban, Mr. Pedro E. Roxas and Mr. Bernido H. Liu as independent directors.

The Chairman also informed the stockholders that at the Organizational Meeting following the Annual Meeting of Stockholders, the newly elected Board will vote for the appointment of the members of the Advisory Board/Committee, namely, Mr. Oscar S. Reyes, Mr. Roberto R. Romulo, Mr. Benny S. Santoso, Mr. Orlando B. Vea, Mr. Washington SyCip and Mr. Christopher H. Young.

## **6. OTHER MATTERS**

The Chairman inquired if there are other matters for discussion.

With the permission of the Chairman, the Corporate Secretary informed the body that under the Company's By-Laws, it is the Audit Committee that has the power to appoint the Company's external auditors. On May 9, 2017, the Audit Committee appointed Sycip Gorres Velayo and Co. (SGV) to audit the Company's financial statements for the year 2016. In their meeting held on May 12, 2017, the Board of Directors confirmed such appointment of SGV.

The Chairman asked if there are any questions on the appointment of SGV. There was none.

At this juncture, a stockholder who identified himself as Mr. Alfredo Parungao of the Shareholders Association of the Philippines thanked the Chairman for his very comprehensive report, and asked why the Agenda of the meeting does not include the ratification of the acts of the Board of Directors and Management. The Corporate Secretary, Ms. Ma. Lourdes C. Rausa-Chan clarified that said item is not required by applicable law or regulation to be included in the Agenda. As a rule, the review and approval of acts of Management are functions of the Board of Directors, which exercises all corporate powers and controls the business conducted by the Company. However, with respect to major corporate actions that, by law, require not only the Board's approval but also stockholders' approval or ratification, such actions are presented for consideration and approval of the stockholders in the annual meeting or special meeting called for such purpose.

## **7. ADJOURNMENT**

There being no other questions or matters for discussion, upon motion duly made, seconded and carried, the Chairman declared the meeting adjourned and conveyed his gratitude to the stockholders for attending the meeting and for their support.

CERTIFIED CORRECT BY:



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

ATTESTED BY:



**MANUEL V. PANGILINAN**  
Chairman of the Board