

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-laws.

Quorum Required	Majority of the outstanding capital stock
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(b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

System Used	An automated system, Stockholders' Meeting System (SMS), developed by the Company.
Description	The conduct of the registration, proxy handling, balloting and canvassing of shareholders votes during the AGM were facilitated by the use of an automated system, Stockholders' Meeting System (SMS), developed by the Company. All resolutions at the AGM are voted through ballots casted by the shareholders which were counted using SMS for accuracy and greater transparency. The poll voting results, in addition to the proxy voting results, were immediately used and reported to the shareholders during the AGM.

(c) Stockholders' Rights

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code.

Stockholders' Rights under The Corporation Code (and Manual of Corporate Governance)	Stockholders' Rights not in The Corporation Code
1. Voting right 2. Pre-emptive right 3. Right of inspection 4. Right to information 5. Right to dividends <i>(Section 43 of the Corporation Code of the Philippines states that dividends may be declared)</i>	Right to transparent and fair conduct of Stockholders' Meeting

<p><i>out of unrestricted retained earnings which shall be payable in cash, in property, or in stock to all stockholders on the basis of outstanding stock held by them.)</i></p> <p>6. Appraisal right</p>	
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Dividends

Declaration Date	Record Date	Payment Date
17-Mar-14	15-Apr-14	8-May-14
25-Feb-13	26-Mar-13	24-Apr-13
29-Jul-13	27-Aug-13	20-Sep-13

(d) Stockholders' Participation

- 1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.**

Measures Adopted	Communication Procedure
<p>At the 2014 Annual Stockholders' Meeting, stockholders were given the opportunity to ask questions or raise issues, subject to the following procedure:</p> <ol style="list-style-type: none"> 1. Only questions relevant to the particular item in the agenda being discussed shall be allowed. Hence, questions not relevant to the agenda shall be considered "out-of-order"; 2. A maximum of three (3) questions shall be entertained for each item on the agenda; 3. Questions about the Company and its operations will be entertained 	<p>At the start of the 2014 Annual Stockholders' Meeting, the Corporate Secretary read the ground rules to be observed during the meeting to ensure the conduct of fair, orderly, and efficient proceedings and to protect the rights of all the shareholders.</p>

<p>after report of the President and Chief Executive Officer;</p> <ol style="list-style-type: none"> 4. To give equal chance to everyone, a stockholder can ask one (1) main question and, if needed, a follow-up question; and 5. If due to time constraints there are questions which could not be entertained on the floor, the Company officers will be available for consultation after the meeting. 6. All concerns should be raised by way of a question so these can be properly addressed; and 7. All questions raised by shareholders, and answers thereto, shall be recorded for inclusion in the minutes of the meeting. 	
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State the company policy of asking shareholders to actively participate in corporate decisions regarding:

- a. Amendments to the company's constitution
- b. Authorization of additional shares
- c. Transfer of all or substantially all assets, which in effect results in the sale of the company

Shareholders are encouraged to actively participate in the annual meetings to discuss and approve items a-c.

Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up?

YES. The Company actually observed 28 business days (41 calendar days) for giving out notices to the AGM.

Date of sending out notices: April 16, 2014

Date of the Annual/Special Stockholders' Meeting: May 27, 2014

State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

Shareholders are given the opportunity to raise questions to the Board and propose resolutions, subject to reasonable limitations.

The Chairman opened the floor and gave the stockholders the opportunity to ask questions and/or raise issues. Stockholders with technical or customer service concerns were advised to approach the Customer Desk near the Registration Area.

Ms. Carmencita Santos commended the Company for the banner year 2013 and requested for clarification on the declining shareholder returns figure on the Financial Highlights presented on the 2013 Annual Report of the Company. The Chief Finance Officer, Ms. Betty C. Siy-Yap replied that the shareholder returns were due to the increase in market capitalization and share price.

Mr. Ed Dulalia then took the floor and congratulated the Board and Management for the Company's good performance in 2013 despite economic and political crises. In this connection, he proposed that the Directors and employees be given a bonus.

Thereafter, Mr. Guillermo Gili raised a point regarding the right of stockholders where shares are lodged with brokers. He mentioned that as beneficial owners of the shares, the right to vote belongs to them. The Chairman noted the point raised by Mr. Gili.

In as much as there has been sufficient discussion, Ms. Shiela Marie Granados moved to close the discussion and to proceed to the next item on the agenda. Mr. Paul Soriño seconded the motion.

Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining
Approval of the Minutes of the Annual Meeting of Stockholders held on May 29, 2013	960,042,921	668	6,979
Approval of the 2013 Audited Financial Statements	951,039,365	9,000,668	8,921
Approval of Amendment to Section 3 of the Articles of Incorporation to comply with SEC Memorandum Circular No. 6, Series of 2014	960,028,695	1,773	14,992
Ratification of acts of the Board of Directors and Management	960,016,354	5,233	4,388
Election of Directors	1. Atty. Ray C. Espinosa 959,790,768 2. Mr. James L. Go 959,745,507 3. Mr. John L. Gokongwei, Jr.	0	14,262

	960,049,415 4. Mr. Lance Y. Gokongwei 959,998,408 5. Mr. Jose Ma. K. Lim 959,781,064 6. Ambassador Manuel M. Lopez 960,991,314 7. Mr. Napoleon L. Nazareno 959,873,656 8. (Ret.) Chief Justice Artemio V. Panganiban* 960,250,219 9. Mr. Manuel V. Pangilinan 960,434,192 10. Mr. Oscar S. Reyes 960,352,311 11. Mr. Pedro E. Roxas* 959,741,490		
Appointment of External Auditor: (SyCip Gorres Velayo & Co. or SGV & Co.)	960,065,006	6,310	10,283
* Independent Director			

2. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:
 May 28, 2014, the next working day after the AGM (May 27, 2014).

(a) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

Modifications	Reason for Modification
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