PLDT

May 4, 2016

Philippine Stock Exchange
3/F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Gentlemen:

In accordance with SRC Rule 20 and in connection with the Annual Meeting of the Stockholders of Philippine Long Distance Telephone Company (the "**Company**") which will be held on June 14, 2016 (the "**Annual Meeting**"), we submit herewith the Definitive Information Statement together with the Notice and Agenda (the "**Information Statement**"), Proxy Form, 2015 Annual Report, 2013 Comparative 2012 Results of Operations (the "**Comparative**") and SEC Form 17-Q with Management's Discussion and Analysis and accompanying unaudited consolidated financial statements for the three (3) months ended March 31, 2016 (the "**SEC Form 17-Q**").

The Information Statement and Proxy Form (in printed form) and 2015 Annual Report (in compact disc [CD] format) will be distributed to the owners of the Company's common shares and voting preferred shares (the "**Voting Stock**") and non-voting serial preferred shares (the "**Non-Voting Stock**") starting on May 5, 2016, while the Comparative (in printed form) and SEC Form 17-Q (in compact disc [CD] format) will be distributed to the owners of the Voting and Non-Voting Stock at the Annual Meeting.

Attached are the Certificates of Qualification of Messrs. Bernido H. Liu, Artemio V. Panganiban and Pedro E. Roxas in connection with their nomination for re-election as independent directors of the Company.

Also attached are copies of (1) a certification that no director or officer or nominee for election as director or officer of the Company is connected with any government agencies or its instrumentalities, except Mr. Juan B. Santos, a director and nominee for election as director, who is the Chairman of the Social Security Commission, and (2) a copy of a letter issued by Mr. Cesar V. Purisima, Secretary of the Department of Finance, dated May 14, 2014, interposing no objection to the nomination or election of Mr. Juan B. Santos, as director of a private corporation while serving as Social Security Commission Chairman, provided that it will not prejudice his effective performance of the duties and responsibilities concomitant with his public office, which the Company submitted to the Securities and Exchange Commission pursuant to its directive.

Very truly yours,

MA. LOURDES C. RAUSA-CHAN
Corporate Secretary

PLDT

May 4, 2016

Securities & Exchange Commission
SEC Building, EDSA
Mandaluyong City

Attention: Mr. Vicente Graciano P. Felizmenio, Jr.
Director- Markets and Securities Regulation Department

Gentlemen:

In accordance with SRC Rule 20 and in connection with the Annual Meeting of the Stockholders of Philippine Long Distance Telephone Company (the "**Company**") which will be held on June 14, 2016 (the "**Annual Meeting**"), we submit herewith the Definitive Information Statement together with the Notice and Agenda (the "**Information Statement**"), Proxy Form, 2015 Annual Report, 2013 Comparative 2012 Results of Operations (the "**Comparative**") and SEC Form 17-Q with Management's Discussion and Analysis and accompanying unaudited consolidated financial statements for the three (3) months ended March 31, 2016 (the "**SEC Form 17-Q**").

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Very truly yours,

MA. LOURDES C. RAUSA-CHAN
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20 OF THE SECURITIES REGULATIONS CODE

1. Check the appropriate box

   [ ] Preliminary Information Statement
   [√] Definitive Information Statement

2. Name of Registrant as specified in its charter PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

3. Philippines
   Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number PW-55

5. BIR Tax Identification Code 000-488-793

6. Ramon Cojuangco Building, Makati Avenue, Makati City — 1200
   Address of principal office — Postal Code

7. Registrant's telephone number, including area code (632) 816-8405

8. June 14, 2016 at 3:00 p.m., Rizal Ballroom AB, Makati Shangri-la, Ayala Avenue, corner Makati Avenue, Makati City, Philippines
   Date, time and place of the meeting of security holders

9. Approximate date on which the Information Statement is first to be sent or given to security holders May 5, 2016

10. In case of Proxy Solicitations:

    Name of Person Filing the Statement/Solicitor: Ma. Lourdes C. Rausa-Chan in behalf of the Registrant

    Address and Telephone Number: 9/F PLDT MGO Bldg., Legaspi St. corner Dela Rosa St., Makati City/(632) 816-8405

11. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code or Sections 4 and 8 of the Revised Securities Act

Title of Each Class	Number of Shares of Common Stock Outstanding
Common	216,055,775 (as of April 15, 2016)

12. Are any or all of the registrant's securities listed in a Stock Exchange?

Yes √ No _____

If yes, disclose the name of such Stock Exchange and the class of security listed therein:

Philippine Stock Exchange :	Common Stock 10% Cumulative Convertible Preferred Stock Series II and JJ
New York Stock Exchange :	American Depositary Shares (ADS) evidenced by American Depositary Receipts. Each ADS represents one common stock.

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

2016 NOTICE AND AGENDA OF ANNUAL MEETING OF STOCKHOLDERS AND INFORMATION STATEMENT

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

NOTICE AND AGENDA OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the PHILIPPINE LONG DISTANCE TELEPHONE COMPANY (the "**Company**") will hold its Annual Meeting of Stockholders (the "**Annual Meeting**") on Tuesday, June 14, 2016, 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, 2015 contained in the Company's 2015 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. Approval of the proposed amendment of the First Article and Second Article of the Articles of Incorporation, as explained in the Information Statement accompanying this Notice and Agenda.
7. Ratification of the proposed investment of corporate funds in another corporation or for a purpose other than the primary purpose of the Company (the "**Investment of Funds**") and grant of authority to the Board of Directors to determine the timing, final structure, amount, terms and conditions of the Investment of Funds, as explained in the Information Statement accompanying this Notice and Agenda.
8. Other business as may properly come before the meeting and at any adjournments thereof

The Board of Directors has fixed April 15, 2016 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, 5, 6 and 7 above and holders of record of shares of Series IV Cumulative Non-Convertible Non-Voting Serial Preferred Stock and 10% Cumulative Convertible Non-Voting Serial Preferred Stock as of the record date will be entitled to vote on the proposed corporate actions set out in Items 6 and 7 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 7, 2016.

By order of the Board of Directors.

MA. LOURDES C. RAUSA-CHAN
Corporate Secretary

May 5, 2016

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, 2015 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 15, 2016. 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 2015 as well as the outlook for 2016, 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, 2015 contained in the Company's 2015 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, 2015 contained in the Company's 2015 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. **Approval of the proposed amendment of the First Article and Second Article of the Articles of Incorporation, as explained in the Information Statement accompanying this Notice and Agenda**

   The Corporate Secretary will discuss the proposed amendments to the First Article and Second Article of the Articles of Incorporation (the "**Amendments**"), as explained in the Information Statement. The Chairman, President and Chief Executive Officer, the Chief Financial Officer and Corporate Secretary will respond to questions that may be raised by any stockholder regarding the Amendments. Thereafter, the Chairman will seek approval of the Amendments by holders of Common Stock, Voting Preferred Stock, Series IV Cumulative Non-Convertible Non-Voting Serial Preferred Stock and 10% Cumulative Convertible Non-Voting Serial Preferred Stock, and the Corporate Secretary will report on the votes cast for the approval thereof.

7. **Ratification of the investment of corporate funds in another corporation or for a purpose other than the primary purpose of the Company (the "Investment of Funds") and grant of authority to the Board of Directors to determine the timing, final structure, amount, terms and conditions of the Investment of Funds, as explained in the Information Statement accompanying this Notice and Agenda**

   The President and Chief Executive Officer will discuss the proposed Investment of Funds in relation to the redevelopment of certain properties of the Company, as explained in the Information Statement, and respond to questions that may be raised by any stockholder regarding the Investment of Funds. Thereafter, the Chairman will seek the ratification of the Investment of Funds and the grant of authority to the Board of Directors to determine the timing, final structure, amount, terms and conditions thereof by the holders of Common Stock, Voting Preferred Stock, Series IV Cumulative Non-Convertible Non-Voting Serial Preferred Stock and 10% Cumulative Convertible Non-Voting Serial Preferred Stock, and the Corporate Secretary will report on the votes cast for the approval thereof.

8. **Other business as may properly come before the meeting and at any adjournments thereof**

   Other business not specifically referred to above 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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PHILIPPINE LONG DISTANCE TELEPHONE COMPANY
SEC Identification Number PW55
BIR Tax Identification Number 000-488-793
Telephone Number (632) 816-8405

INFORMATION STATEMENT

GENERAL INFORMATION

Philippine Long Distance Telephone Company (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 1,240 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 1,240 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 1,240 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 1,240 outstanding shares of Non-Voting Serial Preferred Stock are listed on the Philippine Stock Exchange (the **"PSE"**). 39,479,203 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 2016 (the "**Annual Meeting**") will be held on Tuesday, June 14, 2016 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 15, 2016 (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 compact disc (CD) format), will be first sent or given to the Company's stockholders and posted on the

Company's website (http://www.pldt.com/investor-relations/shareholder-information/latest-shareholders'-news) is on May 5, 2016. 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

Except for the corporate action set out in item 7 of the Notice and Agenda, 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. A stockholder who votes against the corporate action set out in Item 7 of the Notice and Agenda shall have an appraisal right or the right to demand payment of the fair value of his/her/its shares pursuant to Section 42 of the Corporation Code. The procedure required to be followed by a dissenting stockholder in order to perfect his appraisal right is set forth on page 34 of this Information Statement.

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, Voting Preferred Stock and Non-Voting Serial Preferred Stock were 216,055,775, 150,000,000, and 300,001,240, respectively. Of the 666,057,015 shares of Common Stock, Voting Preferred Stock and Non-Voting Serial Preferred Stock outstanding as of the Record Date, 110,478,284 or 16.59**%** were owned by foreigners.

Except with respect to Items 6 and 7 of the Notice and Agenda where holders of shares of Non-Voting Serial Preferred Stock are also entitled to vote pursuant to Section 6 of the Corporation Code, 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 as described in the preceding sentence.

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 tables set 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, Voting Preferred Stock and Non-Voting Serial 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[1] 7th Floor Ramon Cojuangco Bldg. Makati Avenue, Makati City Major Stockholder	Philippine Corporation	Same as Record Owner	26,034,263[2]	12.05	7.11
Common	Metro Pacific Resources, Inc.[3] c/o Corporate Secretary 18th Floor, Liberty Center 104 H. V. dela Costa St. Salcedo Village, Makati City Major Stockholder	Philippine Corporation	Same as Record Owner	21,556,676[2]	9.98	5.89
Common	NTT Communications Corporation[4] Level 41-1-6 Uchisaiwai-Cho Chiyoda-Ku Tokyo 100-8019, Japan Major Stockholder	Japanese Corporation	See Footnote 7	12,633,487	5.85	3.45
Common	NTT DoCoMo, Inc.[5] 2-11-1 Nagata-Cho, Chiyoda-Ku Tokyo 100-6150, Japan	Japanese Corporation	See Footnote 7	22,796,902[6]	10.55	6.23

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[1] 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.

[2] 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 ADS, whose underlying common shares represent approximately 3.54% of the outstanding common stock of PLDT, are owned by a non-Philippine wholly-owned subsidiary of First Pacific. The common shares and the underlying common shares of the ADS owned by PTIC, MPRI and the non-Philippine wholly-owned subsidiaries 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.

[3] 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.

[4] Based on publicly available information, NTT Communications Corporation **("NTT Communications**"), is a wholly-owned subsidiary of Nippon Telegraph and Telephone Corporation **("NTT"**). Based on a certification signed by a duly authorized officer of NTT Communications, Mr. Shuichi Sasakura or Ms. Mayuko Ogura 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.

[5] Based on publicly available information, NTT DoCoMo, Inc., ("**NTT DoCoMo**"), is a majority-owned and publicly traded subsidiary of NTT. Based on a certification signed by a duly authorized officer of NTT DoCoMo, Mr. Koichi Takahara or Mr. Seiichi Ikeda 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.

[6] 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.

[7] 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)(C) 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.

	Major Stockholder					
Common	JG Summit Group[8] 42/F Robinsons Equitable Tower ADB Avenue corner Poveda RoadOrtigas Center, Pasig City Major Stockholder	Philippine Corporation	See Footnote 8	17,305,624	8.01	4.73
Common	PCD Nominee Corporation[9] 37/F Enterprise Building, Tower I Ayala Ave. cor. Paseo de Roxas St., Makati City Major Stockholder	Philippine Corporation	See Footnote 9	67,027,863	31.02	18.31
Common	J.P. Morgan Hongkong Nominees Limited[10] (various accounts) c/o HSBC Securities Services 7th Floor HSBC Centre 3058 5th Avenue West BGC Taguig City Major Stockholder	HongKong Corporation	See Footnote 10	36,007,218	16.67	9.84
Voting Preferred	BTF Holdings, Inc.[11] Ramon Cojuangco Building, Makati Avenue, Makati City	Philippine Corporation	Same as Record Owner	150,000,000	-	40.98

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 Class
Non-Voting Serial Preferred Series IV Cumulative Non-Convertible)	RCBC Trust Account No. 75044-2 RCBC Plaza, Ayala Avenue cor. Buendia Avenue, Makati City	Philippine Corporation	PLDT Beneficial Trust Fund	300,000,000	100

[8] 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. .

[9] 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 10.23% and 7.35%**,** 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.

[10] JP Morgan Hongkong Nominees Limited (formerly JP Morgan Asset Holdings (HK) Limited) holds shares as nominee of JPMorgan Chase Bank, successor depositary 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 depositary does not receive voting instructions from a holder of ADRs, such holder will be deemed to have instructed the depositary 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 and 7,653,703 PLDT common shares underlying ADS beneficially owned by a non-Philippine wholly-owned subsidiary of First Pacific.

[11] 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.

10% Cumulative Convertible Preferred Stock					
Series II	Marianita A. Papin Blk 7 Lot 11 Phase 1, Molave Street, Awhag Village Subdivision, Bacaca, Davao City	Filipino	Same as Record Owner	370	0%
Series JJ	Carlo Papin Mt. Mayon Street., Maligaya Village, Catalunan, Pequeno, Davao City	Filipino	Same as Record Owner	500	0%
Series JJ	Marianita A. Papin Blk 7 Lot 11 Phase 1, Molave Street, Awhag Village Subdivision, Bacaca, Davao City	Filipino	Same as Record Owner	370	0%

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, Voting Preferred Stock and Non-Voting Serial Preferred Stock as of the Record Date.

Changes in Control

There has been no change in control of the Company since the beginning of 2015 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[12] 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 and Non-Voting Serial Preferred Stock.

Title of Class	Name & Address of Beneficial Owner	Citizenship	Amount and Nature of Beneficial Ownership	Percentage Of Class
Common	Manuel V. Pangilinan Chairman of the Board President & Chief Executive Officer 7/F Ramon Cojuangco Bldg. Makati Avenue, Makati City	Filipino	248,450 Direct	0.114993
Common	Helen Y. Dee Director 3/F Grepalife Bldg., Mkti Ave., Mkti City	Filipino	98 Direct 23,037[13] Indirect	0.000045 0.010663
Common	Ray C. Espinosa Director Regulatory Affairs and Policies	Filipino	13,043 Direct 2,700 Indirect	0.006037 0.001250

[12] As used in this Information Statement, "executive officers" refers to officers with the rank of Senior Vice President and up, the Head of Financial Reporting and Controllership and the Treasurer.

[13] Includes 835 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.

	10/F MGO Bldg., Legaspi Street cor. De La Rosa Street, Makati City				
Common	James L. Go Director 43/F Robinsons Equitable Tower ADB Avenue corner Poveda Road Ortigas Center, Pasig City	Filipino	57,914 18,000	Direct Indirect	0.026805 0.008331
Common	Bernido H. Liu Independent Director GABC 1155, 1155 North EDSA Balintawak, Quezon City	Filipino	1	Direct	0.000000
Common	Tadashi Miyashita Director 6/F Ramon Cojuangco Building Makati Avenue, Makati City	Japanese	1	Direct	0.000000
Common	Hideaki Ozaki Director 4-12-22-301 Fukasawa Setagaya-ku Tokyo 158-0081, Japan	Japanese	1	Direct	0.000000
Common	Napoleon L. Nazareno Director 11 Narra Avenue South Forbes Park Makati City.	Filipino	6,427 13,872	Direct Indirect	0.002975 0.006421
Common	Artemio V. Panganiban Independent Director 1203 Acacia Street Dasmariñas Village, Makati City	Filipino	1 1,770	Direct Indirect	0.000000 0.000819
Common	Pedro E. Roxas Independent Director 7/F Cacho-Gonzales Bldg. 101 Aguirre St., Legaspi Village Makati City	Filipino	21 210[14]	Direct Indirect	0.000010 0.000097
Common	Juan B. Santos Director 12/F SSS Building Ayala Avenue cor. Herrera St. Makati City	Filipino	2	Direct	0.000001
Common	Tony Tan Caktiong Director 10/F Jollibee Plaza, Emerald Avenue Ortigas Center, Pasig City	Filipino	1	Direct	0.000000
Common	Ma. Lourdes C. Rausa-Chan Director Corporate Secretary, Chief Governance Officer and Senior Vice President Corporate Affairs & Legal Services 9/F MGO Building, Legaspi St. cor. Dela Rosa St., Makati City	Filipino	39 160	Direct Indirect	0.000018 0.000074
Common	Ernesto R. Alberto Executive Vice President Enterprise and International and Carrier Businesses 7/F Ramon Cojuangco Bldg. Makati Avenue, Makati City	Filipino	-		-
Common	Isaias P. Fermin Executive Vice President	Filipino	-		-

[14] Trust controlled by Mr. Pedro E. Roxas for his children thru PCD Nominee Corporation

	Consumer (Home and Wireless) Business 7/F Ramon Cojuangco Bldg. Makati Avenue, Makati City				
Common	Anabelle L. Chua Chief Financial Officer Senior Vice President Corporate Finance and Treasury 12/F Ramon Cojuangco Bldg. Makati Avenue, Makati City	Filipino	11,258 770	Direct Indirect	0.005211 0.000356
Common	Alejandro O. Caeg Senior Vice President International and Carrier Business 7/F Ramon Cojuangco Bldg. Makati Avenue, Makati City	Filipino	200	Indirect	0.000093
Common	Jun R. Florencio Senior Vice President Internal Audit and Fraud Risk Management 6/F MGO Building Legaspi St. cor. Dela Rosa St. Makati City	Filipino	15 500	Direct Indirect	0.000007 0.000231
Common	Menardo G. Jimenez, Jr. Senior Vice President Human Resources Fixed Line Business Transformation Office 6/F Ramon Cojuangco Bldg. Makati Avenue, Makati City	Filipino	22	Direct	0.000010
Common	Leo I. Posadas Treasurer First Vice President Treasury 12/F Ramon Cojuangco Bldg Makati Avenue, Makati City	Filipino	10	Direct	0.000005
Common	June Cheryl A. Cabal-Revilla First Vice President Financial Reporting and Controllership 11/F Ramon Cojuangco Bldg. Makati Avenue, Makati City	Filipino	-		-
Common	Directors and Executive Officers (as a group)		337,304 61,219	Direct Indirect	.156119 .028335

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.[15]

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

Directors		Independent Directors
Manuel V. Pangilinan Helen Y. Dee Ray C. Espinosa James L. Go Tadashi Miyashita Napoleon L. Nazareno Hideaki Ozaki Ma. Lourdes C. Rausa-Chan Juan B. Santos Tony Tan Caktiong		Bernido H. Liu Artemio V. Panganiban Pedro E. Roxas

The Governance and Nomination Committee of the Board of Directors of the Company composed of Mr. Manuel V. Pangilinan as Chairman, Mr. Tadashi Miyashita 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 Mr. Menardo G. Jimenez, Jr. 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 Governance and Nomination Committee 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 Governance and Nomination Committee. In general, they are not officers or employees of the Company or any of its subsidiaries, and they are free from any business or other relationships with the Company or any of its subsidiaries 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.

[15] 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. Adelaida C. Manuel, Mr. Abner Tito L. Alberto, Ms. Kathyrn A. Zarate, Ms. Erlinda L. Alvero, and Mr. Albert F. Velasco, 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, Mr. Koichi Takahara for NTT DoCoMo, Mr. Shuichi Sasakura for NTT Communications, and Atty. Ray C. Espinosa 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.

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 sets forth 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. Tadashi Miyashita and Hideaki Ozaki who are Japanese citizens, all of the other nominees for election as directors/independent directors are Filipino citizens.

1. Mr. Manuel V. Pangilinan, 69 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 ("Meralco") and Philex Mining Corporation, all of which are PSE-listed companies, and of several subsidiaries or affiliates of PLDT or MPIC, including, among others, Smart, Beacon Electric Assets Holdings Inc. ("Beacon"), Manila North Tollways Corporation, Maynilad Water Services Corporation ("Maynilad"), Landco Pacific Corporation, 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 PLDT-Smart Foundation, Inc.

   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 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, 72 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, National Reinsurance Corporation of the Philippines, Petro Energy Resources Corporation, Rizal Commercial Banking Corporation and Seafront Resources 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 19 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., Financial Brokers Insurance Agency, Inc., GPL Holdings, Inc. and Mijo Holdings, Inc., the Vice President of A. T. Yuchengco, Inc., and the Treasurer of Business Harmony Realty, Inc. Ms. Dee received her Master's

Degree in Business Administration from De La Salle University.

3. Atty. Ray C. Espinosa, 60 years old, has been a director of PLDT since November 24, 1998, and is member of the Technology Strategy Committee of the Board of Directors of PLDT. He is the Head of Regulatory Affairs and Policies of PLDT since March 2008, and General Counsel of Meralco since 2009. In June 2013, he joined First Pacific and was appointed as First Pacific Group's Head of Government and Regulatory Affairs and Head of Communications Bureau for the Philippines. Atty. Espinosa is also a director of Meralco, Metro Pacific Investments Corporation and Roxas Holdings, Inc., and an independent director and Chairman of the Audit Committee of Lepanto Consolidated Mining Company, which are PSE-listed companies. He is the Chairman of PhilStar Group of Companies, Business World Publication Corporation, a director and Corporate Secretary of Philippine Telecommunications Investment Corporation, a director of Metro Pacific Resources, Inc. and BTF Holdings, Inc. and a trustee of the Beneficial Trust Fund of PLDT and PLDT-Smart Foundation, Inc.

   Atty. Espinosa served as President & CEO of MediaQuest,TV5 and Cignal TV until May 2013 and, prior thereto, was the President & CEO of ePLDT and its subsidiaries until April 2010.

   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.

4. Mr. James L. Go, 77 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 Meralco, 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. ("Digitel") 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.

5. Mr. Bernido H. Liu, 53 years old, has been an independent director of the Company and an independent member of the Audit, Governance and Nomination, Executive Compensation and Risk Committees of the Board of Directors of PLDT since September 28, 2015. He is the Chairman and Chief Executive Officer of Golden ABC, Inc. ("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 from different industries, namely, Matimco Incorporated, Oakridge Realty Development Corporation, Basic Graphics Incorporated, Essentia Medical Group Incorporated, where he is a director, and Red Logo Lifestyle Inc. He is also a director of Greentree Food Solutions, Inc., GABC International Pte Limited, Children's Hour Philippines and Mga Likha ni Inay, Inc., a trustee of Philippine Retailers Association, a member of the Visayas Advisory Council of Habitat for Humanity Philippines and 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 has been recognized by different award-giving bodies. His awards include, among others, the Agora Award for Outstanding Achievement in Entrepreneurship from the

Philippine Marketing Association, Ten Outstanding Young Men for Entrepreneurship, and Grand Bossing from PLDT SME Nation.

6. Mr. Tadashi Miyashita, 55 years old, has been a director of PLDT since July 7, 2015. He is a member of the Governance and Nomination, Executive Compensation, Risk and Technology Strategy Committees, and Advisor of the Audit Committee of the Board of Directors of PLDT. From 2012 to 2014, he served as Director of Technology Group, Voice and Video Services Division, and from 2010 to 2012, as Director of Service Network Department, Network Business Division of NTT Communications Corporation. Prior to that, he was the President & CEO of NTT Taiwan Co. Ltd from 2008 to 2010 and Director of Product Management Group, Global Business Division of NTT Communications Corporation from 2005 to 2008. Mr. Miyashita obtained his Bachelor of Engineering Degree and Master of Engineering Degree from Tokyo Institute of Technology.

7. Mr. Napoleon L. Nazareno, 66 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 served as President and Chief Executive Officer of PLDT since February 19, 2004 and concurrently as President and Chief Executive Officer of Smart since January 2000 until his retirement on December 31, 2015. He also served as Chairman of several subsidiaries of PLDT and Smart. His current directorships include Meralco, a PSE-listed company, Meralco Powergen Corporation, Cignal TV, Inc. (Cignal) and Rufino Pacific Tower Condominium Corporation. He is a non-executive director of First Pacific and a Supervisory Board Member of Rocket Internet AG.

   Mr. Nazareno's business experience spans several countries in over 30 years and his exposure cuts across a broad range of industries, namely, packaging, bottling, petrochemicals, real estate and, in the last 14 years, telecommunications and information technology. In 1981, he started a successful career in the international firm Akerlund & Rausing, occupying senior management to top level positions and, in 1989, became the President and Chief Executive Officer of Akerlund & Rausing (Phils.), Inc. In August 1995, he moved to Metro Pacific Corporation where he served as President and Chief Executive Officer until December 1999.

   Mr. Nazareno was voted Corporate Executive Officer of the Year (Philippines) for three consecutive years at the 2004, 2005 and 2006 Best-Managed Companies and Corporate Governance Polls conducted by Asiamoney, was awarded the Telecom CEO of the Year at the 15th Telecoms Asia Awards, an influential Asian telecommunications industry magazine in Bangkok, and was cited as "Best Telecom CEO in Asia 2013" by the All-Asia Executive Team Survey conducted by the New York-based Institutional Investor.

   Mr. Nazareno received his Master's Degree in Business Management from the Asian Institute of Management, completed the INSEAD Executive Program of the European Institute of Business Administration in Fountainbleu, France, and was conferred a Doctor of Technology Degree (Honoris Causa) by the University of San Carlos.

8. Mr. Hideaki Ozaki, 51 years old, has been a director of PLDT since December 6, 2011. He is the Vice President of Corporate Planning and Carrier Relations, Global Business of NTT Communications Corporation ("NTT Com"), a company which provides telecommunication and ICT services such as Global Network, Data Centre, Cloud Services inside and outside of Japan. He served as part-time Director of NTT Communications Philippines from July 2009 to February 2012. Prior to that, he served as Vice President of Global Strategy, Global Business Division of NTT Com since 2006 and as Director of Legal and Internal Audit Department of NTT Com from 2003 to 2006. He also served as Vice President of Sales and Corporate Planning of NTT Communications (Thailand) Co., Ltd. from 1999 to 2003 and as Manager of Overseas Business Planning, Global Service Division of Nippon Telegraph and Telephone Corporation from 1995 to 1999. Mr. Ozaki obtained his Bachelor's Degree in Law from University of Tokyo and Master's Degree in Law from University of Pennsylvania.

9. Hon. Artemio V. Panganiban, 79 years old, has been an independent director of PLDT since April 23, 2013 and is 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 Meralco, 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. He also holds directorships in Metro Pacific Tollways Corporation, Tollways Management Corporation and Team Energy Corporation. He is the Chairman of the Board of Trustees of the Foundation for Liberty and Prosperity, a trustee of Claudio Teehankee Foundation, Tan Yan Kee Foundation, Chairman-Emeritus of the Philippine Dispute Resolution Center, Inc., President of the Manila Metropolitan Cathedral-Basilica Foundation, Chairman of the Board of Advisers of Metrobank Foundation, Inc., and University of Asia and the Pacific College of Law, member of the Advisory Council of Bank of the Philippine Islands, member of the Board of Advisers of De La Salle University College of Law and Johann Strauss Society, member of the Advisory Board of World Bank (Philippines), senior adviser of the Metropolitan Bank and Trust Company and V. Mapa Falcon Honor Society, adviser of Double Dragon Properties Corp., member of the Philippine National Committee of the Asean Law Association, 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 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 numerous awards in recognition of his role as jurist, practising lawyer, professor, civic leader, Catholic lay worker and business entrepreneur, including as "The Renaissance Jurist of the 21st Century" given by the Supreme Court on the occasion of his retirement from the Court. Hon. Panganiban obtained his Bachelor of Laws Degree (Cum Laude) from the Far Eastern University 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.

10. Mr. Pedro E. Roxas, 60 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 and Risk Committees and serves as an independent member of the Governance and Nomination and Executive Compensation Committees of the Board of Directors of PLDT. He is the Chairman of Roxas Holdings, Inc., Chairman and President/CEO of Roxas and Company, Inc., and an independent director of Meralco and BDO Private Bank, 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. and Hawaiian-Philippine Co., and a member of the Board of Trustees of Philippine Business for Social Progress and Fundacion Santiago (where he is also the President). Mr. Roxas received his Bachelor of Science Degree in Business Administration from the University of Notre Dame, Indiana, U.S.A.

11. Mr. Juan B. Santos, 77 years old, has been a director of PLDT since January 25, 2011. He is the Chairman of Social Security Commission/Social Security System, and a member of the Board of Directors of Alaska Milk Corporation, First Philippine Holdings Corporation and Philex Mining Corporation, which are PSE-listed companies. He is also a member of the Board of Directors of Philippine Investment Management (PHINMA), Inc., Sun Life Grepa Financial, Inc., a member of the Board of Advisors of Coca-Cola FEMSA Philippines, East-West Seeds Company, Inc., Mitsubishi Motors Corporation, Chairman of the Board of Trustees of Dualtech Training Center Foundation, Inc., a trustee of St. Luke's Medical Center, and a consultant of the Marsman-Drysdale Group of Companies.

    Mr. Santos retired as Chief Executive Officer of Nestle Philippines, Inc. ("NPI") in 2003 and continued to

serve as Chairman of NPI until 2005. Prior to his appointment as President and CEO of NPI, he was the CEO of the Nestle Group of Companies in Thailand and Singapore. He served as Secretary of Trade and Industry from February to July 2005 and was designated as a member of the Governance Advisory Council, and Private Sector Representative for the Public-Private Sector Task Force for the Development of Globally Competitive Philippine Service Industries.

Mr. Santos was bestowed the prestigious Management Man of the Year Award for 1994 by the Management Association of the Philippines and was the Agora Awardee for Marketing Management given by the Philippine Marketing Association in 1992. He obtained his Bachelor of Science Degree in Business Administration from Ateneo de Manila University, pursued post graduate studies at the Thunderbird Graduate School of Management in Arizona, USA and completed the Advanced Management Course at IMD in Lausanne, Switzerland.

12. Mr. Tony Tan Caktiong, 63 years old, has been a director of PLDT since July 8, 2008. He is the Chairman of Jollibee Foods Corporation, a PSE-listed company and a leader in the fastfood business, which owns and operates a chain of restaurants nationwide and abroad. He is Co-Chairman of Double Dragon Properties Corporation and an independent director of First Gen Corporation, both PSE-listed companies. He is also a member of the Board of Trustees of Jollibee Group Foundation, Temasek Foundation and St. Luke's Medical Center. Mr. Tan Caktiong obtained his Bachelor of Science Degree in Chemical Engineering from the University of Santo Tomas and honed his business skills by attending various courses and seminars in several educational institutions including, among others, the Asian Institute of Management, Stanford University (Singapore) and Harvard University.

13. Ms. Ma. Lourdes C. Rausa-Chan, 62 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 of ePLDT, PLDT Global Investments Holdings, Inc. and PLDT Communications and Energy Ventures, Inc. and also serves as Corporate Secretary of several subsidiaries of PLDT, 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 obtained 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) House of Investments (Regular Director/Chairman) National Reinsurance Corporation of the Philippines (Regular Director/Chairman) Petro Energy Resources Corporation (Regular Director/Chairman) Rizal Commercial Banking Corporation (Regular Director/Chairman) Seafront Resources Corporation (Regular Director/Chairman)	AY Holdings, Inc. (Regular Director) ET Yuchengco, Inc. (Regular Director) GPL Holdings, Inc. (Regular Director) Financial Brokers Insurance Agency, Inc. (Regular Director/Chairman) Hi-Eisai Pharmaceuticals, Inc. (Regular Director/Chairman) Honda Cars, Kaloocan (Regular Director) Honda Cars Philippines, Inc. (Regular Director) Hydee Management & Resource Corp. (Regular Director/Chairman) iPeople, Inc (Regular Director) 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 Insurance Company (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) Mijo Holdings, Inc. (Regular Director/Chairman) Moira Management, Inc. (Regular Director) Pan Malayan Express (Regular Director) Pan Malayan Management and Investment Corporation (Regular Director/Vice Chairman) Pan Malayan Realty Corp. (Regular Director/ Chairman) Petrowind Energy, Inc. (Regular Director/Chairman) Philippine Integrated Advertising Agency, Inc. (Regular Director) RCBC Forex Brokers Corp (Regular Director) RCBC Leasing & Finance Corp (Regular Director/Chairman) RCBC Realty Corporation (Regular Director) RCBC Savings Bank (Regular Director/Chairman) Sunlife Grepa Financial, Inc. (Regular Director) Tameena Resources, Inc. (Regular Director/ Chairman) West Spring Development Corp. (Regular Director/Vice Chairman) Xamdu Motors, Inc. (Regular Director/ Chairman) YGC Corporate Services, Inc. (Regular Director) Y Realty, Inc. (Regular Director)

Nominees for Appointment as Officers

The tables below set 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	69	President and Chief Executive Officer	January 1, 2016 to present
Ernesto R. Alberto	55	Executive Vice President Enterprise and International and Carrier Business Head Customer Sales & Marketing Group Head Corporate Business Head	January 1, 2012 to present September 16, 2011 to present February 1, 2008 to September 15, 2011 May 15, 2003 to January 31, 2008
Isaias P. Fermin	48	Executive Vice President Consumer Business Head Home Business Head	January 1, 2012 to present May 18, 2015 to present January 1, 2012 to May 17, 2015
Ray C. Espinosa	60	Regulatory Affairs and Policies Head	March 4, 2008 to present
Ma. Lourdes C. Rausa-Chan	62	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
Anabelle L. Chua	55	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 present February 1, 1999 to May 17, 2015
Alejandro O. Caeg	56	Senior Vice President International and Carrier Business	January 1, 2012 to present March 1, 2009 to present
Jun R. Florencio	60	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
Menardo G. Jimenez, Jr.	53	Senior Vice President 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 August 1, 2010 to present January 1, 2008 to July 2010 June 16, 2004 to December 31, 2007 December 1, 2001 to June 15, 2004
Leo I. Posadas	49	Treasurer First Vice President and Treasury Head	May 18, 2015 to present March 6, 2007 to present
June Cheryl A. Cabal-Revilla	42	First Vice President Financial Reporting and Controllership Head	May 6, 2008 to present November 15, 2006 to present

Other Officers

Name	Age	Position	Period during which individual has served as such
Florentino D. Mabasa, Jr.	57	First Vice President Assistant Corporate Secretary	February 19, 2004 to present August 2, 1999 to present
Katrina L. Abelarde	40	First Vice President	March 5, 2013 to present
Alfredo B. Carrera	61	First Vice President	February 27, 2006 to present
Cesar M. Enriquez	63	First Vice President	February 19, 2004 to present
Juan Victor I. Hernandez	42	First Vice President	March 5, 2013 to present
Oscar Enrico A. Reyes, Jr.	40	First Vice President	February 1, 2015 to present
Martin T. Rio	56	First Vice President	October 22, 2012 to present
Ricardo M. Sison	55	First Vice President	February 26, 2002 to present
Emiliano R. Tanchico, Jr.	60	First Vice President	May 8, 2001 to present
Melissa V. Vergel De Dios	53	First Vice President	March 5, 2013 to present
Rafael M. Bejar	58	Vice President	March 3, 2009 to present
Marco Alejandro T. Borlongan	48	Vice President	September 14, 2007 to present
Gerardo Jose V. Castro	54	Vice President	September 30, 2014 to present
Marisa V. Conde	45	Vice President	May 16, 2015 to present

Gene S. De Guzman	54	Vice President	September 30, 2014 to present
Margarito G. Dujali, Jr.	42	Vice President	August 31, 2010 to present
Gil Samson D. Garcia	44	Vice President	March 26, 2010 to present
Joseph Ian G. Gendrano	39	Vice President	May 1, 2013 to present
Elisa B. Gesalta	57	Vice President	February 27, 2006 to present
John John R. Gonzales	47	Vice President	June 1, 2013 to present
Ma. Josefina T. Gorres	53	Vice President	June 14, 2005 to present
Ma. Criselda B. Guhit	53	Vice President	February 27, 2006 to present
Emeraldo L. Hernandez	58	Vice President	February 19, 2004 to present
Marven S. Jardiel	48	Vice President	March 26, 2010 to present
Princesita P. Katigbak	50	Vice President	May 6, 2014 to present
Alexander S. Kibanoff	52	Vice President	March 3, 2009 to present
Joseph Nelson M. Ladaban	51	Vice President	February 19, 2004 to present
Javier C. Lagdameo	50	Vice President	March 3, 2009 to present
Joselito S. Limjap	54	Vice President	March 5, 2013 to present
Albert Mitchell L. Locsin	45	Vice President	June 1, 2011 to present
Luis Ignacio A. Lopa	56	Vice President	March 26, 2010 to present
Paolo Jose C. Lopez	45	Vice President	January 27, 2015 to present
Ma. Carmela F. Luque	48	Vice President	March 5, 2013 to present
Oliver Carlos G. Odulio	45	Vice President	March 6, 2007 to present
Aileen D. Regio	45	Vice President	May 6, 2014 to present
Ricardo C. Rodriguez	57	Vice President	February 26, 2002 to present
Genaro C. Sanchez	54	Vice President	January 25, 2005 to present
Ana Maria A. Sotto	57	Vice President	March 6, 2007 to present
Julieta S. Tañeca	56	Vice President	March 6, 2007 to present
Patrick S. Tang	43	Vice President	August 31, 2010 to present
Victor Y. Tria	46	Vice President	March 26, 2010 to present

Mr. Ernesto R. Alberto, 55 years old, is the Executive Vice President and Head for PLDT Group Enterprise, International and Carrier Business since September 2011 and is responsible for overall revenues from the SME, Corporate, and International market segments. Prior to that, he was the Head of Customer Sales and Marketing Group since February 2008. Concurrently, he is also the President and CEO of ePLDT and sits as Member of the PLDT Group's Senior Management Committee. He holds chairmanships and directorships in a number of subsidiaries and affiliates of PLDT, ePLDT and Smart. He brings with him thirty (30) years of extensive experience in telecommunications, corporate banking, relationship management and business development, having held key positions in PLDT and leading local and foreign banks. Prior to joining PLDT in 2003, he was Vice President and Senior Banker of Citibank N.A., Manila from November 1996 to April 2003 and previously served as Vice President and Division Head of the Relationship Management Group of Citytrust Banking Corporation. Mr. Alberto pursued Masteral studies in Economic Research from the University of Asia and the Pacific in 1985, and is a graduate of San Beda College with a major degree in Economics minor in Mathematics and Political Science in 1982.

Mr. Isaias P. Fermin, 48 years old, was appointed as Head of Consumer (Home and Wireless) Business of the PLDT Group on May 18, 2015. Prior to that, he was the Head of Home Business of PLDT from January 2012, responsible for delivering revenue and profit growth for the Home Business through a much defined brand positioning that consistently engages the consumer in all touch points, a balanced product portfolio that propels both subscriber and ARPU growth and introduction of a new line of products and services that significantly improves the consumer use experience. Concurrently, he is the Chairman or a member of the Board of Directors of several subsidiaries of PLDT and Smart. Mr. Fermin has over 20 years of experience covering general management, consumer marketing, wholesale and retail sales, and retail store management gained from leading fast moving consumer group companies locally and globally. Prior to joining the PLDT Group, he was the President of Greenwich Food Corporation and Chowking Food Corporation of the Jollibee Foods Corporation from 2008 to 2011. He also served as Country Director of Nike Philippines from 2006 – 2008 and handled various posts in Unilever- Bestfoods from 1998 to 2005 as senior executive for sales, marketing, media and innovation process management. Mr. Fermin obtained his Bachelor of Science Degree in Chemical Engineering from the University of the Philippines**.**

Ms. Anabelle L. Chua, 55 years old, was appointed as Chief Financial Officer of the PLDT Group effective May 18, 2015, concurrent with her position as Corporate Finance and Treasury Head of PLDT since February 2012.

She was 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 and Securities Clearing Corporation of the Philippines and the Board of Trustees of the PLDT-Smart Foundation and PLDT Beneficial Trust Fund, and a member of the Finance and Audit Committees of the Board of Directors of Meralco. Ms. Chua has over 20 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. Ms. Chua graduated magna cum laude from the University of the Philippines with a Bachelor of Science Degree in Business Administration and Accountancy.

Mr. Alejandro O. Caeg, 56 years old, is the President and CEO of PLDT Global Corporation and concurrently the Head of PLDT, Smart, Digitel and Sun International & Carrier Business. He is 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, 60 years old, 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 obtained 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. Menardo G. Jimenez, Jr., 53 years old, Human Resources Group Head and concurrently Fixed Line Business Transformation Office Head, was Revenue Team Head of the Business Transformation Office from January 2008 to July 2010, the Retail Business Head of PLDT from June 2004 to December 31, 2007 and, prior to that, the Corporate Communications and Public Affairs 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 obtained his AB Economics Degree from the University of the Philippines.

Mr. Leo I. Posadas, 49 years old, was appointed as Treasurer of PLDT effective May 18, 2015 and concurrently holds the position of Treasury Head. He 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, 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. He also served as Manager for Foreign Exchange Management of San Miguel Corporation. Mr. Posadas obtained 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.

Ms. June Cheryl A. Cabal-Revilla, 42 years old, Controller and Financial Reporting and Controllership Head, is concurrently the Chief Financial Officer of Smart effective May 18, 2015. She is also a director and/or the Chief Financial Officer/Treasurer of several subsidiaries of PLDT, the Treasurer of PLDT-Smart Foundation and the Philippine Disaster Resilience Foundation, Comptroller of First Pacific Leadership Academy Foundation and the President 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 Sycip

Gorres Velayo & Co. Ms. Cabal-Revilla obtained 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.

Atty. Florentino D. Mabasa, Jr., 57 years old, 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, 40 years old, assumed the position of Wireless Consumer Operations Head effective January 1, 2016, overseeing marketing, sales and operations including product development, analytics, customer care and credit and collection. Prior to that, she was the Small and Medium Enterprise Business Head since February 2008. 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. Alfredo B. Carrera, 61 years old, Regulatory Strategy and Support Head, has been in PLDT's service for over 35 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 of Bonifacio Communications. Mr. Carrera obtained his Master of Science in Industrial Economics Degree from the University of Asia & the Pacific.

Mr. Cesar M. Enriquez, 63 years old, Staff Officer of Enterprise, International and Carrier Business, has been in PLDT's service since August 2001. He was Vice President of National Retail Sales until February 2003, Vice President for Corporate Sales and Administration until October 2003 and Corporate Business Operations Officer until December 2007. He has extensive banking experience and was the Head of Branches of Citytrust Banking Corporation for 16 years and Head of Consumer Banking of Standard Chartered Bank for 10 years. He is a director of PLDT Clark, PLDT Subic, PLDT Maratel, PLDT-Philcom, Telesat, Inc., Bayad Center, Datelco Global Com and Metrokidapawan Tel. Co. Mr. Enriquez obtained his Bachelor of Science Degree in Business Administration from the De La Salle University and Special Studies from the Asian Institute of Management.

Mr. Juan Victor I. Hernandez, 42 years old, Corporate Business Head, handles the largest corporate customers of PLDT, Smart, ePLDT and PLDT Global encompassing the fixed, wireless and ICT businesses. 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 and, thereafter, as Convergence Business B Head until July 2009. 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. Oscar Enrico A. Reyes, Jr., 40 years old, assumed the position of PLDT Home Operations Head, effective January 1, 2016, overseeing marketing, sales and operations including product development, analytics, customer care and credit and collection, and the Wireless Broadband business of Smart to consolidate and drive the growth of the PLDT Group's position in the total broadband category (fixed and wireless). He joined PLDT in February 2015 and was seconded to CignalTV as Chief Operating Officer until December 31, 2015. He 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. He 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. Martin Rio, 56 years old, was appointed as Property and Facilities Management Head in October 2012. Prior to joining PLDT, he served as General Manager of Pacific Plaza Towers in Global City and Pacific Plaza Condominium in Ayala Avenue. He was in-charge of maintaining the lead in the high-end condominium market of Pacific Plaza Towers Condominium Corporation from 2000 to 2012. Mr. Rio obtained his Bachelor of Science Degree in Civil Engineering from Far Eastern University.

Mr. Ricardo M. Sison, 55 years old, Consumer Credit and Business System Management Head, has been in PLDT's service for over 15 years and held various positions in the areas of business systems management, billing, credit and collection. In his present position, he ensures that adequate support services, including payment channels, dispute management, churn and recovery management, credit facility policy management and billing support are provided to PLDT Home Business and PLDT subsidiaries and affiliates. He obtained his Bachelor of Science Degree in Business Management from the Ateneo de Manila University.

Mr. Emiliano R. Tanchico, Jr., 60 years old, Human Resources Management and Development Head, has been in PLDT's service for over 30 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. Melissa V. Vergel de Dios, 53 years old, 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.

Dr. Rafael M. Bejar, 58 years old, Medical Services Head, has been in PLDT's service for over 20 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. Marco Alejandro T. Borlongan, 48 years old, Customer Service Operations Management Head, and concurrently HOME Sales Distribution Head, joined the Company in March 2007 as an Assistant Vice President in the Consumer Affairs Group and was Consumer Care Head until 2011, and Consumer Service Delivery Head until June 2008. He holds directorship in some subsidiaries of PLDT including PLDT-Philcom, PLDT Maratel and Bonifacio Communications. Prior to joining PLDT, he served as a Group Manager of Metro Pacific Corporation, as Executive Vice President and Chief Operating Officer of Nation Broadcasting Corporation and as Mortgage Operations Head of United Savings Bank in California, U.S.A. He is the President of Green Apple Business Ventures, Inc. He obtained his Bachelor of Science Degree in Industrial Management Engineering from the De La Salle University.

Mr. Gerardo Jose V. Castro, 54 years old, North Luzon Customer Service Operations District Head and concurrently South Luzon Customer Service Operations District Head, has been in PLDT's service for over 30 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, 45 years old, Financial Planning Head, joined the Company in May 2015. She was the Vice President for Finance of Cignal TV from 2013 until May 2015. She was 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 Sycip Gorres Velayo & 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 of Business Management Degree from Asian Institute of Management.

Mr. Gene S. De Guzman, 54 years old, Enterprise Service Assurance Management Head, has been in PLDT's service for over 30 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. Margarito G. Dujali, Jr., 42 years old, HOME Marketing Head, manages the Company's broadband business such as PLDT myDSL, PLDTFibr, Wifi Zone and ARPU building programs. He joined the Company in December 2000 and served as Senior Product Manager until May 2003 and Assistant Vice President until June 2003, for Long Distance Services. He was Assistant Vice President for Retail Voice Usage (PLDT NDD, IDD, Cards) until January 2008 and Assistant Vice President-Category Head for Retail Data Acquisition (PLDT myDSL) until July 2010. Prior to joining PLDT, he served as Junior Consultant of Asian Investments Limited from 1994 to 1997 and as Senior Product Manager, Brand Management Group for MobileBusiness (Globe Handyphone) of Globe Telecom from 1997 to 2000. Mr. Dujali obtained his Bachelor of Arts Degree in Social Sciences and Master of Arts Degree in Communication Research from the University of the Philippines.

Mr. Gil Samson D. Garcia, 44 years old, Revenue Management and Cash Assurance Head, joined the Company in February 2007 and served as Assistant Vice President for Financial Reporting and Controllership, heading the Revenue and Cash Accounting until March 25, 2010, and as Vice President of Revenue and Cash Accounting until July 2010. He is the Chief Financial Officer of ePLDT since May 2015. Prior to joining PLDT, he was a Senior Director until January 2007 of the Business Risk Services Group of SyCip Gorres Velayo and 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 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, 39 years old, Corporate Relationship Management A Head, joined the Company in 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, 57 years old, Buildings and Enterprise Access Network Project Management Head, has been in PLDT's service for over 30 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, 47 years old, Enterprise Strategic Solutions Head, joined the Company in 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./Rollbase Philippines, Inc. He worked with Jebsen & 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.

Ms. Ma. Josefina T. Gorres, 53 years old, EICB Revenue and Operations Support Head and concurrent Enterprise Billing, Credit and Revenue Management Head, has been in PLDT's service since June 2001. She is also the Smart Enterprise Business Group's Customer Operations and Support Head in a concurrent capacity since November 2009. Prior to joining PLDT, she was Head of Quality Management-Sales & Marketing Division of PCEV (formerly Piltel) from November 1997 to June 2001. Ms. Gorres obtained her Bachelor of Science Degree in Business and Economics from the De La Salle University.

Atty. Ma. Criselda B. Guhit, 53 years old, Tax Management Head, joined the Company in January 2000 and served as Tax Compliance Center Head until February 2001 and Coordinator of the Tax Management Sector until February 2006. 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. Emeraldo L. Hernandez, 58 years old, Technical Operations Centre Center Head, has been in PLDT's service for over 30 years and manages the operations and maintenance of core, transport and access network of PLDT. From April 1, 2009 to March 31, 2011, he was in-charge of the PLDT Migration Office and responsible in the actual network migration of Public Switch Telephone Network to IP based Next Generation Network. He graduated with a Bachelor of Science Degree in Electronics and Communications Engineering from Pamantasan ng Lungsod ng Maynila.

Ms. Marven S. Jardiel, 48 years old, Enterprise Operations Support Readiness Head, has been in PLDT's service for over 25 years and held various positions in the areas of performance report and statistics, strategy and business development support and corporate process review and information management. 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, 50 years old, Corporate Relationship Management E Head, has been in PLDT's service since April 2000 and served 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, 52 years old, Organization 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. Joseph Nelson M. Ladaban, 51 years old, Consumer Credit and Collection Management Head, has been in PLDT's service since March 2000 and held various positions in the areas of billing, credit and collection and marketing. Prior to joining PLDT, he spent 12 years in Citibank with the Retail Bank and Credit Card operations group. He then moved to Asia Capital as Vice President and Head for Marketing Services. He obtained his Bachelor of Science Degree in Business Management from the Ateneo de Manila University.

Mr. Javier C. Lagdameo, 51 years old, Corporate Relationship Management B 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. Joselito S. Limjap, 54 years old, Mainstream Business Development and Research Head, has been in PLDT's service for over 25 years and held various positions in the areas of product research and development, demand planning, product rates and tariffs. He obtained his Bachelor of Science Degree in Electrical Engineering from the Technological University of the Philippines and Diploma in Retail Management from De La Salle College of Saint Benilde.

Mr. Albert Mitchell L. Locsin, 45 years old, assumed the position of Small and Medium Enterprises Business Head, effective January 1, 2016. Prior to that, he was the Corporate Relationship Management C Head since May 2013. He joined the Company in June 2011. He 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 Administration Management from Notre Dame College, Belmont, California, U.S.A and completed the Mentor Management Program of Harvard University, Massachusetts, U. S. A.

Mr. Luis Ignacio A. Lopa, 56 years old, Enterprise Subsidiaries and VIP Account Management Head, has been in PLDT's service for over 20 years and held various positions in the areas of relationship management, sales and marketing. He is the General Manager of ABM Global Solutions, Inc. Mr. Lopa obtained his Bachelor of Science and Bachelor of Arts Degrees Major in Business Management and Applied Humanities from De La Salle University.

Mr. Paolo Jose C. Lopez, 45 years old, HOME Customer Care and Sales Support Head, joined the Company in May 2007 and served as Assistant Vice President for HOME Data and Voice Usage until July 2012. He also served as 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 served as 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, 48 years old, Financial and Revenue Audit Head, leads the PLDT Group's compliance activities for Section 404 of the U.S. Sarbanes-Oxley-Act (SOX 404). She has almost 26 years of combined experience in Internal Audit, External Audit, Finance and Business Advisory. Prior to joining PLDT in 1999, she served as Audit Manager of Sycip, Gorres, Velayo & Co., a member firm of Earnst & 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, 45 years old, Business Continuity & Resilience Head and concurrent Asset Protection & Risk Management Head of PLDT and Smart, 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 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. Atty. Odulio 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.

Atty. Aileen D. Regio, 45 years old, Staff Officer, Business Transformation Office, has been in PLDT's service since June 2001 and served as Associate Attorney under Legal Services until November 2001, Head of General Legal Division until February 2004, Head of Business Contracts until December 2010, Head of Regulatory Strategy and Support from January 2011 until February 2014 and Head of Supply Chain Planning and Procurement from February 2014 to March 2016. She also concurrently served as Corporate Secretary and Head of Legal and Regulatory of Digitel and Corporate Secretary of Digitel Mobile from August 2012 to January 2014. Prior to joining PLDT, she was a Senior Associate at SGV & Co and Legal Officer at Urban Bank. She obtained her Bachelor of Science Degree in Business Administration Major in Accounting from Pamantasan ng Lungsod ng Maynila and Bachelor of Laws Degree from Lyceum of the Philippines.

Mr. Ricardo C. Rodriguez, 57 years old, Compensation, Rewards and Performance Management Head, handles compensation and rewards/incentive planning and management for officers, executives, supervisory and rank-in-file employees and performance management. He has been in PLDT's service for over 30 years and held various positions in the areas of systems, management audit, executive development and organization development. Mr. Rodriquez 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, 54 years old, International Network Head and concurrent Carrier Relations & Sales Management Head , has been in PLDT's service for over 30 years and held various positions in the areas of

submarine cable projects, carrier relations, business support systems management, carrier product development and marketing, network planning and engineering and international cable system and gateway operations. He has a Master in Business Administration Degree from the De La Salle University and a Bachelor of Science in Electronics and Communications Engineering Degree from Mapua Institute of Technology.

Ms. Ana Maria Sotto, 57 years old, Staff Officer of Technology Project Management Office, has been in PLDT's service for over 30 years and held various positions in the areas of customer service delivery management, corporate operations support and computer and network operations. She obtained her Bachelor of Science Degree in Industrial Engineering from the University of the Philippines.

Ms. Julieta S. Tañeca, 56 years old, Consumer Business System Support Management Head, has been in PLDT's service for over 33 years and held various positions in information system planning and billing system. Ms. Tañeca graduated with a Bachelor of Science Degree in Management and Industrial Engineering from the Mapua Institute of Technology.

Mr. Patrick S. Tang, 43 years old, Home Voice Solutions Head, handles residential retail and micro-business customer acquisition, post and prepaid landline customer acquisition and develops convergent products in cooperation with Smart. He joined the Company in 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 and Assistant Vice President for Retail Voice Acquisition-Postpaid until July 2010. 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 March 1996 to August 2000. Mr. Tang obtained his Bachelor of Arts Degree in Social Sciences from the Ateneo de Manila University.

Mr. Victor Y. Tria, 46 years old, Corporate Relationship Management D Head, joined the Company in March 2003 and served as 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 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.

Significant Employees

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

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, Corporate Finance and Treasury) 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 complaint in which our director, Mr. Napoleon L. Nazareno and our director and Corporate Secretary, Ms. Ma. Lourdes C. Rausa-Chan are respondents:

> Mr. Napoleon L. Nazareno and Ms. Ma. Lourdes C. Rausa-Chan, in their respective capacities as director and corporate secretary of Steniel Cavite Packaging Corporation, were impleaded as private respondents in a Supplemental Complaint docketed as OMB C-C-05-0473-1, filed by the Field Investigation Office of the Office of the Ombudsman ("**OMB**"). The Supplemental Complaint dated April 16, 2012 is for the alleged commission of: (a) violation of Section 3(e) of Republic Act No. 3019 (otherwise known as the Anti-Graft and Corrupt Practices Act); and (b) estafa through falsification of public documents in relation to Article 171 and Article 172 of the Revised Penal Code. The case relates to the alleged illegal and fraudulent acquisition by Mannequin International Corporation of several tax credit certificates ("**TCCs**") from the One Stop Shop Inter Agency Tax Credit and Duty Drawback Center purportedly through the use of fake and spurious documents and the subsequent transfer of said TCC's to several transferee corporations, including Steniel Cavite Packaging Corporation.
>
> Mr. Nazareno and Ms. Rausa-Chan had no participation or involvement in the alleged anomalous acquisition and transfer of the subject TCCs and had accordingly filed their respective Counter-Affidavits on March 5, 2013 and March 1, 2013, respectively, seeking the dismissal of the Supplemental Complaint. In a resolution dated October 22, 2014, a copy of which was only received on June 23, 2105, the OMB dismissed the complaint against certain respondents including Mr. Nazareno and Ms. Rausa-Chan**.**

Compensation

The table below sets forth the aggregate amount of compensation paid in 2014 and 2015 and estimated amount of compensation expected to be paid in 2016: (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[16] (In Million)	Bonus[17] (In Million)	Other Compensation[18] (In Million)
1. Napoleon L. Nazareno President & CEO[19]				
2. Ernesto R. Alberto Executive Vice President				

[16] Basic Monthly Salary

[17] Includes Longevity Pay, Mid-year Bonus, 13th Month Pay and Christmas Bonus

[18] Includes Variable Pay and other payments. Variable Pay 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 is the amount of cash award under the 2012-2014 Long Term Incentiive Plan.

[19] The President & CEO receives compensation from Smart but not from PLDT; thus, the above compensation table does not include the salaries, bonuses and other compensation of Mr. Nazareno. Mr. Nazareno retired effective on December 31, 2015.

3. Anabelle L. Chua Senior Vice President				
4. Isaias P. Fermin Executive Vice President				
5. Ma. Lourdes C. Rausa-Chan Senior Vice President				
CEO & four most highly compensated executive officers	Actual 2014	114	51	66
	Actual 2015	123	32	256
	Projected 2016	122	29	44
All other executive officers, other officers and directors as a group (excluding the CEO and four most highly compensated executive officers)	Actual 2014	257	65	237
	Actual 2015	275	69	657
	Projected 2016	251	65	146

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[20].

Incentives and Benefit Plans

A. Long Term Incentive Plan

The Long Term Incentive Plan ("**LTIP**") is a cash plan that is intended to provide meaningful, contingent, financial incentive compensation for eligible executives, officers and advisors of the PLDT Group, who are consistent performers and contributors to the achievement of the long-term strategic plans and objectives, as well as the functional strategy and goals of the PLDT Group. The LTIP is administered by the Executive Compensation Committee ("**ECC**"), which has the authority to determine the following: (a) eligibility and identity of participants; (b) the award attributable to each participant based on the participant's annual base compensation and taking into account such participant's seniority, responsibility level, performance potential, tenure with the PLDT Group, job difficulty and such other measures as the Committee deems appropriate; (c) the level of achievement of the performance objectives; and (d) the actual award payable to each participant based on the level of achievement of the performance objectives.

To ensure the proper execution of our strategic and operational business plans while taking into account the acquisition of Digitel in 2011 and other recent market developments, the 2012 to 2014 LTIP, covering the period from January 1, 2012 to December 31, 2014, was approved by the Board of Directors with the endorsement of the ECC on March 22, 2012. The awards in the 2012 to 2014 LTIP were contingent upon the successful achievement of certain profit targets, intended to align the execution of the business strategies of the expanded Group, including Digitel, over the three-year period 2012 to 2014. In addition, the 2012 to 2014 LTIP allowed for the participation of a number of senior executives and certain newly hired executives and ensured the continuity of management in line with the succession planning of the PLDT Group. LTIP costs recognized for the years ended December 31, 2014 and 2013 amounted to Php168 million and Php1,638 million, respectively. Total outstanding liability and fair value of the 2012 to 2014 LTIP amounted to Php33 million and Php3,297 million as at December 31, 2015 and 2014, respectively. The LTIP liability amounting to Php3,264 million as at December 31, 2014 was paid in 2015.

[20] 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 2014 and 2015 were P45,040,000 and P55,500,000, respectively. The total amount of per diems estimated to be paid in 2016 is P56,875,000.

B. Benefit Plan

The Company has a trusteed, 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 9, 2015 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 2014 and 2015, 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.

AMENDMENT OF THE FIRST ARTICLE AND SECOND ARTICLE OF THE ARTICLES OF INCORPORATION

On April 12, 2016, the Board of Directors (the "**Board**") of the Company approved the amendment of the First Article and Second Article of the Amended Articles of Incorporation (the "**Articles**").

Proposed Amendment of the First Article of the Articles (the "Amendment of the First Article")

The Amendment of the First Article involves the change in the name of the Company from Philippine Long Distance Telephone Company to PLDT, Inc., the acronym of its corporate name and its registered business or trade name.

The Company's current corporate name, Philippine Long Distance Telephone Company, reflects the traditional fixed line telecommunications business that it engaged in for several years following its incorporation in 1928. However, the Company's business has evolved such that its revenues are no longer mainly from its long distance toll revenue business but are now largely from its expanded business portfolio that includes wireless telecommunications, data, broadband and information technology services and other related value added

services. It is by the name PLDT that the Company with its expanded business and leadership in the industry, has been known and recognized in the past several years.

Quoted below is the amended First Article of the Articles, with the amendment underscored:

"First. That the name of said corporation shall be PLDT, Inc."

Proposed Amendment of the Second Article of the Articles (the "Amendment of the Second Article")

The Amendment of the Second Article involves the expansion of the purpose clause to expressly provide for such other purposes and powers incidental to or in furtherance of the primary purpose, including the power to do or engage in such activities required, necessary or expedient in the pursuit of lawful businesses or for the protection or benefit of the Company.

Quoted below is the amended Second Article of the Articles, with the amendments underscored:

"Second. That the purposes for which said corporation is formed are:

To install, maintain, and operate plants, lines, instruments, cables, stations, exchanges, apparatus and any all kinds of equipment, or contrivances, for communications, and the transmission of messages, pictures, impressions, and signals, or any other means which may hereafter be used for communications in their stead; to install, maintain, operate, or lease, in whole, or in part, telephone lines and systems and all other systems and lines of communication, and to purchase, sell and deal in all kinds of apparatus and objects and products which may be advantageously combined with the building, installing and operation of those systems and lines and in general, to engage in any and all acts and business which may be necessary, or convenient, in the furtherance of such lines of communication and business.

Without limiting or restricting in any manner the general powers and all other rights and privileges now or hereafter granted by the laws of the Philippines or any country or territory where said corporation does business or owns property, to corporations of the character of said corporation:

1. To invest and deal with the money and properties of said corporation and to sell, dispose of or transfer the business, properties and goodwill of said corporation or any part thereof for such consideration and under such terms and conditions as the Board of Directors may determine to be wise or expedient for the benefit or advancement of the interest of said corporation, subject to the requirements of applicable law.

2. To purchase, acquire, own lease, sell and convey real properties such as lands and appurtenant air rights, land improvements, buildings, warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of its business or as the Board of Directors may determine to be wise or expedient for the benefit or advancement of the interest of said corporation, and to pay for any property purchased or acquired by or leased to said corporation, or receive payments for any property sold, conveyed or leased by said corporation, in cash, shares of capital stock, debentures and other evidences of indebtedness, or other securities;

3. To redevelop any and all properties owned or acquired by said corporation for purposes of preserving, enhancing or maximizing their value or as may be wise or expedient for the advancement of its interest, and in such manner and under such terms and conditions, as the Board of Directors may determine;

4. To borrow or raise money necessary to meet the financial requirements of the business of said corporation by the issuance of shares of its capital stock, bonds, promissory notes and other evidences of indebtedness, and to secure the repayment of any such bonds, promissory notes and

other evidences of indebtedness by mortgage, pledge, deed of trust or lien upon the properties of said corporation.

5. To guarantee the obligations of, and aid in any manner, any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which, or any bonds, debentures, notes securities, evidences of indebtedness, contracts or obligations of which, are held by or for said corporation, directly or indirectly or through other corporations or otherwise;

6. To enter into any lawful arrangement for sharing profits, reciprocal concession, cooperation or joint venture with any corporation, association, partnership, entity, person or governmental, municipal or public authority, domestic or foreign, in carrying out any business or transaction deemed necessary, convenient or incidental to accomplish the purposes of said corporation;

7. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the purposes of said corporation;

8. To establish and operate one or more branch offices or agencies within or outside the Philippines and to carry out any or all its operations and businesses in or through such branch offices or agencies without any restrictions, except those provided in applicable laws;

9. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or outside the Philippines, and everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of said corporation."

Approvals

Under Section 16 of the Corporation Code, the Amendment of the First Article and Second Article (the "**Amendments**") are subject to approval by the stockholders representing at least two thirds of the outstanding capital stock of the Company (Common, Voting Preferred and Non-Voting Serial Preferred) and by the Philippine Securities and Exchange Commission ("**SEC**").

The favorable endorsement of the Amendments by the National Telecommunications Commission to the SEC is also required.

The Board recommends that the stockholders approve the Amendments as discussed above.

INVESTMENT OF CORPORATE FUNDS IN ANOTHER CORPORATION OR FOR A PURPOSE OTHER THAN THE PRIMARY PURPOSE OF THE COMPANY (the "INVESTMENT OF FUNDS") AND GRANT OF AUTHORITY TO THE BOARD OF DIRECTORS TO DETERMINE THE TIMING, FINAL STRUCTURE, AMOUNT, TERMS AND CONDITIONS OF THE INVESTMENT OF FUNDS

Proposed Investment of Corporate Funds

Pursuant to the purposes or powers stated in subparagraphs 2 and 3 of the second paragraph of the Second Article of the amended Articles, the Company plans to redevelop certain land and appurtenant air rights, land improvements and buildings owned by it (the "**Properties**") to maximize or enhance their value (the "**Redevelopment**") prior to the sale or disposal of portions or all of such redeveloped Properties (the "**Sale of Properties**"). The Properties initially identified for redevelopment are the Ramon Cojuangco Building situated in Makati Avenue and adjacent MGO Building situated in Legaspi corner dela Rosa Streets, Makati City. The proceeds from the Sale of Properties are intended to be used in furtherance of the business of the Company, including the purchase and development of new headquarters for the Company.

For purposes of the Redevelopment, the Company is exploring several options, including investing in shares of stock in an asset holding company that will enter into a joint venture with a real estate developer (the "**Developer**") and other potential co-investors (the "**Investment in Shares**"), or directly entering into a joint venture with the Developer (the "**Investment in Joint Venture**"). It is contemplated that, in either case, the contribution of PLDT would be the Properties identified for Redevelopment and/or cash while the contribution of the Developer and other co-investors would be cash and/or services for the Redevelopment.

In their meeting held on April 12, 2016, the Board approved the broad plan of Redevelopment and the proposed investment of corporate funds for the purpose of either the Investment in Shares or Investment in Joint Venture (the "**Investment of Funds**") taking into consideration the rationale therefor and the best interest of the Company and its stockholders as a whole. The Company is seeking stockholders' (a) ratification of the Investment of Funds, and (b) grant of authority to the Board to determine, based on its best judgment and the best interest of the Company and its stockholders as a whole, the timing, final structure, amount, terms and conditions of the Investment of Funds, in relation to the Redevelopment.

Approvals

Under Section 42 of the Corporation Code, the Investment of Funds is subject to ratification by stockholders representing at least two-thirds of the outstanding capital stock of Company (Common, Voting Preferred and Non-Voting Serial Preferred).

The Board recommends that the stockholders ratify the Investment of Funds and grant the Board the authority to determine the timing, final structure, amount, terms and conditions of the Investment of Funds in relation to the Redevelopment, as discussed above.

Procedure for Exercise of Dissenter's Appraisal Right

Pursuant to the Corporation Code, the appraisal right may be exercised by any stockholder who shall have voted against the corporate action set out in item 7 of the Notice and Agenda ("**Item 7**"). The dissenting stockholder must make a written demand on the Company, within 30 days after the date on which the vote was taken, for payment of the fair value of his shares; provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. Within ten days after demanding payment of his shares, the dissenting stockholder shall submit the stock certificates representing his shares to the Company, for notation thereon that such shares are dissenting shares.

The price of the shares of the dissenting stockholder shall be the fair value thereof as at the day immediately prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of Item 7. If within 60 days from the date Item 7 was approved by the stockholders, the dissenting stockholder and the Company cannot agree on the fair value of the shares, it shall be determined and appraised by three disinterested persons, one of whom shall be named by the stockholder, another by the Company and the third by the two thus chosen. The findings of a majority of the appraisers shall be final, and the award shall be paid by the Company within 30 days after such award is made. The cost and expenses of appraisal shall be borne by the Company, unless the fair value ascertained by the appraisers is approximately the same as the price which the Company has offered to pay the dissenting stockholder, in which case they shall be borne by the latter.

No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment. Upon such payment, the stockholder shall forthwith transfer his shares to the Company.

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, Tadashi Miyashita and Roberto R. Romulo are Advisors to the Audit Committee.

SGV has served as our independent auditors for the past thirteen calendar years. In compliance with the five-year rotation requirement with respect to independent auditors and as provided under the Company's By-Laws and applicable laws and rules, Mr. Ramon D. Dizon from 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 from 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, review of interim financial statements and services that are normally provided by the independent auditors in connection with statutory and regulatory filings amounted to approximately P 41 million in 2015 and P 42 million in 2014. The Company also paid other fees of approximately P18 million in 2015 and P21 million in 2014, respectively, to SGV with respect to the audit of the Company's Sarbanes-Oxley Act Section 404 assessment, educational training regarding transition to 2013 Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, certain projects and out-of-pocket and incidental expenses. Out-of-pocket and incidental expenses do not exceed five percent of the agreed-upon engagement fees. In year 2016, the Company expects to pay or accrue the same level of audit and audit-related fees accrued in 2015.

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, 5, 6 and 7 of the Agenda.

   Owners of shares of Non-Voting Serial Preferred Stock as of the Record Date present or represented by proxy at the Annual Meeting shall not be entitled to vote on Item 4 and Item 5 of the Agenda. However, such owners of shares of Non-Voting Serial Preferred Stock shall be entitled to vote on Items 6 and 7 of the Agenda in accordance with Section 6 of the Corporation Code.

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, 2015 contained in the Company's 2015 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
Approval of the proposed amendment of the First Article and Second Article of the Articles of Incorporation	Common Shares, Voting Preferred Shares and Non-Voting Serial Preferred Shares	2/3 of total outstanding Common Shares, Voting Preferred Shares and Non-Voting Serial Preferred Shares voting as a whole
Ratification of the proposed investment of corporate funds in another corporation or for a purpose other than the primary purpose of the Company (**"**the **Investment of Funds**") and grant of authority to the Board of Directors to determine the timing, final structure, amount, terms and conditions of the Investment of Funds	Common Shares, Voting Preferred Shares and Non-Voting Serial Preferred Shares	2/3 of total outstanding Common Shares, Voting Preferred Shares and Non-Voting Serial Preferred Shares voting as a whole

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, Sycip, Gorres, Velayo & Co., 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.

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 copy of the Company's Annual Report in SEC Form 17-A. Such written request should be directed to the Corporate Secretary, Philippine Long Distance Telephone Company, 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, 2016 (the "First Quarter 2016 Results") in CD format.

The Company will publish in a newspaper of general circulation not later than 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 2016 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 5th day of May, 2016.

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

MA. LOURDES C. RAUSA-CHAN
Corporate Secretary

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY
STOCKHOLDER PROXY

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

The undersigned hereby appoints the Chairman of the Board of PHILIPPINE LONG DISTANCE TELEPHONE COMPANY (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 14, 2016 (the "Annual Meeting of Stockholders") 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 of Stockholders, the undersigned hereby grants the President of the Company or, in case of his absence, the Chairman of the Annual Meeting of Stockholders 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 of Stockholders 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 Proposals 1, 3 and 4 "FOR ALL" with respect to Proposal 2.

PROPOSALS AND VOTING INSTRUCTIONS

Management recommends a "**FOR"** vote for Proposals 1, 3 and 4 and "**FOR ALL**" vote for Proposal 2

1. Approval of the audited financial statements for the fiscal year ended December 31, 2015 contained in the Company's 2015 Annual Report

   FOR ☐ AGAINST ☐ ABSTAIN ☐

2. Election of 13 directors including 3 independent directors

   The nominees for election as directors/independent directors are:

   1. Bernido H. Liu (Independent Director)
   2. Former Chief Justice Artemio V. Panganiban (Independent Director)
   3. Mr. Pedro E. Roxas (Independent Director)
   4. Ms. Helen Y. Dee
   5. Atty. Ray C. Espinosa
   6. Mr. James L. Go
   7. Mr. Tadashi Miyashita
   8. Mr. Napoleon L. Nazareno
   9. Mr. Hideaki Ozaki
   10. Mr. Manuel V. Pangilinan
   11. Ms. Ma. Lourdes C. Rausa-Chan
   12. Mr. Juan B. Santos
   13. Mr. Tony Tan Caktiong

   FOR ALL ☐ WITHHOLD FOR ALL ☐ EXCEPTIONS ☐

   Exceptions_____

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

Instructions:

1. The 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 the 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.
2. The stockholder can either (a) vote for all of the nominees, in which case the stockholder's total votes will be split and cast equally among the nominee(s); (b) withhold his vote for all of the nominees; or (c) vote only for some and not all of the nominees, in which case the stockholder's total votes will be distributed and cast as indicated by the stockholder in the spaces provided above. If the stockholder does not indicate the number of shares to be distributed among the remaining nominees who are not named on the spaces for exceptions above, then the 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.

3. Approval of the proposed amendment of the First Article and Second Article of the Articles of Incorporation as explained in the Information Statement.

   FOR ☐ AGAINST ☐ ABSTAIN ☐

4. Ratification of the proposed investment of corporate funds in another corporation or for a purpose other than the primary purpose of the Company (the "**Investment of Funds**") and grant of authority to the Board of Directors to determine the timing, final structure, amount, terms and conditions of the Investment of Funds, as explained in the Information Statement

   FOR ☐ AGAINST ☐ ABSTAIN ☐

_____
(Signature Over Printed Name)

☐ Stockholder
☐ Authorized Representative of Stockholder

Date: _____, 2016

PLEASE SEE REVERSE SIDE FOR ADDITIONAL INFORMATION AND INSTRUCTIONS

==========

RECEIPT

Received from PLDT one (1) envelope containing the following:

- ✓ Notice of Annual Meeting of Stockholders on June 14, 2016 and Information Statement with accompanying
- ✓ 2015 Annual Report of PLDT (in CD)
- ✓ Proxy Form Reply Envelope

Received by:

_____
(Signature Over Printed Name)
Date: _____, 2016

GENERAL INFORMATION AND INSTRUCTIONS

1. Solicitation Information

Solicitation of proxies for the Annual Meeting of Stockholders 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 & Co., 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 & Co., LLC will be paid approximately US$ 30,000 inclusive of out-of-pocket expenses incurred by them in the course of solicitation.

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

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

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

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 7, 2016. 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 of Stockholders on June 14, 2016 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, 15th Floor South Tower BDO Corporate Center, 7899 Makati Avenue, Makati City, not later than 5:00 p.m. on June 11, 2016. 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 9, 2016. 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 Section 20.11.2 of SRC Rule 20. 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

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY
STOCKHOLDER PROXY

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

The undersigned hereby appoints the Chairman of the Board of PHILIPPINE LONG DISTANCE TELEPHONE COMPANY (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 14, 2016 (the "Annual Meeting of Stockholders") 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 of Stockholders, the undersigned hereby grants the President of the Company or, in case of his absence, the Chairman of the Annual Meeting of Stockholders 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 of Stockholders 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 Proposals 1, 3 and 4 "FOR ALL" with respect to Proposal 2.

PROPOSALS AND VOTING INSTRUCTIONS

Management recommends a "**FOR"** vote for Proposals 1 and 2.

1. Approval of the proposed amendment of the First Article and Second Article of the Articles of Incorporation as explained in the Information Statement.

   FOR ☐ AGAINST ☐ ABSTAIN ☐

2. Ratification of the proposed investment of corporate funds in another corporation or for a purpose other than the primary purpose of the Company (the "**Investment of Funds**") and grant of authority to the Board of Directors to determine the timing, final structure, amount, terms and conditions of the Investment of Funds, as explained in the Information Statement

   FOR ☐ AGAINST ☐ ABSTAIN ☐

_____
(Signature Over Printed Name)

☐ Stockholder
☐ Authorized Representative of Stockholder

Date: _____, 2016

PLEASE SEE REVERSE SIDE FOR ADDITIONAL INFORMATION AND INSTRUCTIONS

==========

RECEIPT

Received from PLDT one (1) envelope containing the following:

- ✓ Notice of Annual Meeting of Stockholders on June 14, 2016 and Information Statement with accompanying
- ✓ 2015 Annual Report of PLDT (in CD)
- ✓ Proxy Form Reply Envelope

Received by:

_____
(Signature Over Printed Name)
Date: _____, 2016

(Reverse Side of Stockholder Proxy)

GENERAL INFORMATION AND INSTRUCTIONS

1. Solicitation Information

Solicitation of proxies for the Annual Meeting of Stockholders 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 & Co., 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 & Co., LLC will be paid approximately US$ 30,000 inclusive of out-of-pocket expenses incurred by them in the course of solicitation.

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

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

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

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 7, 2016. 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 of Stockholders on June 14, 2016 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, 15th Floor South Tower BDO Corporate Center, 7899 Makati Avenue, Makati City, not later than 5:00 p.m. on June 11, 2016. 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 9, 2016. 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 Section 20.11.2 of SRC Rule 20. 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

CERTIFICATION OF NOMINEES IDENTIFIED AS INDEPENDENT DIRECTORS

I, **BERNIDO H. LIU**, Filipino, of legal age and with office address at GABC 1155, 1155 North EDSA, Balintawak, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I have been nominated and identified for election as independent director of Philippine Long Distance Telephone Company (PLDT) at the Annual Meeting of Stockholders on June 14, 2016.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/ Relationship	Period of Service
Matimco Incorporated	Director	2003 – present
Children's Hour Philippines	Director	2004 – present
Basic Graphics Inc.	Director	2005 – present
LH Paragon, Inc.	Chairman	2006 – present
Golden ABC, Inc.	President & CEO/Chairman	2006 – present
Oakridge Realty Development Corporation	Director	2006 – present
Red Logo Lifestyle, Inc.	Chairman	2007 – present
Philippine Retailers Association	Vice President Regional Affairs President Chairman Member, Board of Trustees	2007 – 2009 2009 – 2010 2011 – 2013 2013 – present
Habitat for Humanity	Member, Visayas Advisory Council	2014 – present
PLDT – SMART Foundation Inc.	Independent Director	2013 – present
Essentia Medical Group, Inc.	Director	2014 – present
Mga Likha ni Inay Inc. (member of CARD MRI)	Director	2015 – present
Greentree Food Solutions, Inc.	Director	2016 – present
GABC Int'l. Pte. Lt. (SG)	Director	2016 – 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 31st day of March 2016, at Quezon City, Philippines.

BERNIDO H. LIU

SUBSCRIBED AND SWORN to before me, a notary public in and for the City of CITY OF MAKATI this ____ day of MAR 3 1 2016 2016. The affiant, whom I identified through the following competent evidence of identity: Philippine Passport No. EB 6358199 expiring on 16 September 2017, 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.

NOTARY PUBLIC

MILDRED A. FABIAN
Notary Public for the City of Makati
Until December 31, 2017
Notarial Appointment No. M-82
Roll of Attorneys No. 53908
IBP Lifetime Roll No. 011140-08/02/12
PTR No. 5329779-01/11/2016 Makati City
9/F MGO Bldg. Legaspi St., Legaspi Vill. Makati City, MM

Doc. No. 482;
Page No. 98;
Book No. III;
Series of 2016.

CERTIFICATION OF NOMINEES IDENTIFIED AS INDEPENDENT DIRECTORS

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 have been nominated and identified for election as independent director of Philippine Long Distance Telephone Company (PLDT) at the Annual Meeting of Stockholders on June 14, 2016.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/ Relationship	Period of Service
Fundacion Santiago	Director/President	1993 – present
Roxas Holdings, Inc.	Chairman	1995 – present
Club Punta Fuego, Inc.	Chairman	1997 – present
Brightnote Assets Corp.	Director	1999 – present
BDO Private Bank	Independent Director	2001 – present
Phil. Business for Social Progress	Trustee	2001 – present
Roxas & Company, Inc.	Director Chairman President & CEO	2003 – 2009 2009 – present 2010 – present
Manila Electric Company	Independent Director	2010 – present
Hawaiian-Phil. Co.	Chairman	2013 – 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 _____ day of _____ 2016, at MAKATI CITY.

PEDRO E. ROXAS

SUBSCRIBED AND SWORN to before me, a notary public in and for the City of MAKATI CITY this ____ day of _____ 2016. The affiant, whom I identified through the following competent evidence of identity: Philippine Passport No. EC2368933 expiring on 09 October 2019, 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.

NOTARY PUBLIC

Doc. No. 154;
Page No. 33;
Book No. I;
Series of 2016.

MA. THERESA U. BALLELOS
Notary Public for the City of Makati
Until December 31, 2016
Notarial Appointment No. M-92
Roll of Attorneys No. 47541
PTR No. 5329776-01/11/16 MAKATI CITY
IBP Lifetime No. 05594-01/09/06
9/F MGO Bldg. Legaspi St., Legaspi Vill. Makati City, MM

CERTIFICATION OF NOMINEES IDENTIFIED AS INDEPENDENT DIRECTORS

I, **ARTEMIO V. PANGANIBAN**, 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 have been nominated and identified for election as independent director of Philippine Long Distance Telephone Company (PLDT) at the Annual Meeting of Stockholders on June 14, 2016.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/ Relationship	Period of Service
First Philippine Holdings Corp.	Independent Director	2007 – present
GMA Network, Inc.	Independent Director	2007 – present
Metro Pacific Investments Corp.	Independent Director	2007 – present
Metropolitan Bank and Trust Co.	Senior Adviser	2007 – present
Philippine Daily Inquirer	Columnist (Opinion Writer)	2007 – present
Asean Law Association	Member, Philippines Chairman, ALA Philippines	2007 – present 2015 – present
Manila Electric Company	Independent Director	2008– present
Manila Metropolitan Cathedral-Basilica Foundation, Inc.	President	2008 – present
Robinsons Land Corp.	Independent Director	2008 – present
Tollways Management Corp.	Independent Director	2008 – present
V. Mapa Blue Falcon Honor Society	Senior Adviser	2008 – present
De La Salle University College of Law	Member, Board of Advisers	2009 – present
GMA Holdings, Inc.	Independent Director	2009 – present
Johann Strauss Society	Member. Board of Advisers	2009 – present
World Bank (Philippines)	Member, Advisory Board	2009 – present
Asian Terminals Inc.	Independent Director	2010 – present
Bank of the Philippine Islands	Independent Director	2010 – present
Metrobank Foundation, Inc.	Chairman, Board of Advisers	2010 – present
Metro Pacific Tollways Corp.	Independent Director	2010 – present
Petron Corporation	Independent Director	2010 – present
Foundation for Liberty & Prosperity	Chairman, Board of Trustees	2011 – present
Jollibee Foods Corp.	Non-executive Director	2012 – present
Claudio Teehankee Foundation	Member, Board of Trustees	2013 – present

Philippine Dispute Resolution Center	Chairman Emeritus	2013 – present
University of Asia and the Pacific	Chairman, Board of Advisers, College of Law	2013 – present
Double Dragon Properties Corp.	Adviser	2014 – present
Tan Yan Kee Foundation	Member, Board of Trustees	2014 – present
TeaM Energy Corp.	Director	2015 – present

(For my full bio-data, log to my personal website: cjpanganiban.com)

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 30th day of March 2016, at Makati City.

ARTEMIO V. PANGANIBAN

SUBSCRIBED AND SWORN to before me, a notary public in and for the City of Makati this MAR 3 1 2016 day of March 2016. The affiant, whom I identified through the following competent evidence of identity: Philippine Passport No. DE0013400 expiring on 14 December 2020, 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.

NOTARY PUBLIC

MILDRED A. FABIAN
Notary Public for the City of Makati
Until December 31, 2017
Notarial Appointment No. M-82
Roll of Attorneys No. 53908
IBP Lifetime Roll No. 011140-08/02/12
PTR No. 5329779-01/11/2016 Makati City
9/F MGO Bldg. Legaspi St., Legaspi Vill. Makati City MM

Doc. No. 483;
Page No. 98;
Book No. III;
Series of 2016

PLDT

SECRETARY'S CERTIFICATE

I, **MA. LOURDES C. RAUSA-CHAN**, Corporate Secretary of Philippine Long Distance Telephone Company (the "Company"), hereby certify that no director or officer or nominee for election as director or officer of the Company is connected with any government agencies or its instrumentalities, except Mr. Juan B. Santos, a director and a nominee for election as director, who is the Chairman of Social Security Commission.

WITNESS my hand and the seal of the Company this 4th day of May, 2016 at Makati City, Philippines.

MA. LOURDES C. RAUSA-CHAN
Corporate Secretary
PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

SUBSCRIBED AND SWORN to before me this 4th day of May, 2016 at Makati City, affiant exhibited to me her Philippine Passport No. EB3934720 issued in Manila by the Department of Foreign Affairs on October 24, 2011 and valid until October 23, 2016.

Doc. No. 498
Page No. 101
Book No. V
Series of 2016.

DINAH ROSE C. BALA
Notary Public for the City of Makati
Until December 31, 2017
Notarial Appointment No. M-78
Roll of Attorneys No. 53286
PTR O.R. No. 5329781-01/11/16 Makati City
IBP Lifetime No. 011141-08/02/12
9/F MGO Bldg. Legaspi St., Legaspi Vill, Makati City, MM

Republic of the Philippines
DEPARTMENT OF FINANCE
Roxas Boulevard Corner Pablo Ocampo, Sr. Street
Manila 1004

14 May 2014

HON. JUAN B. SANTOS
Chairman
Social Security Commission
12/F SSS Makati Building
Ayala Avenue corner V.A. Rufino St.
Makati City

Dear Chairman Santos,

In reference to your nomination as director of Philippine Long Distance Telephone (PLDT) Company while concurrently serving as Chairman of the Social Security Commission (SSC), we respectfully transmit herewith a copy of GCG Memorandum Circular No. 2012-05 entitled "Fit and Proper Rule for Appointive Directors and CEOs of GOCCs", which embodies the "standards, which shall include, but not be limited to, standards of integrity, experience, education, training and competence...for determining whether an individual is qualified fit and proper to be appointed to be a member of the Board of Directors/Trustees, and elected CEO of a GOCC, or whether an Incumbent Appointive Director or CEO is qualified, fit and proper to be re-appointed to, or to continue to hold such position, in a GOCC."[1]

Also attached hereto for your reference is a copy of a letter dated 31 July 2013 from the Governance Commission for Government Owned or Controlled Corporations (GCG) to one of the former directors on the Philippine Reclamation Authority (PRA) Board. The letter addresses, among others, the query on whether a person nominated for or holding an Appointive Directorship in a GOCC is disqualified from becoming a director/trustee or officer of a private corporation. The GCG answered in the negative, thus: "[I]t is not one of the grounds for disqualification under Article 6 of the Fit and Proper Rule for a nominee to an Appointive Directorship in the GOCC to be currently a director/trustee or officer of a private corporation, nor would it constitute a form of disqualification for an incumbent Appointive Director of a GOCC to become a director/trustee or officer of a private corporation. The exception to this rule is when the fact of employment with or directorship in a private corporation would constitute a conflict-of-interest situation in his or her position as an Appointive Director."

In view of the foregoing, the Department interposes no objection to your nomination or election as director of a private corporation while serving as SSC Chairman, provided that this would not prejudice your effective performance of the duties and responsibilities concomitant with the latter public office.

For your reference and guidance.

Very truly yours,

CESAR V. PURISIMA
Secretary of Finance

020990

[1] Fit and Proper Rule, Art. 1.