


# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM – ACGR

### ANNUAL CORPORATE GOVERNANCE REPORT

1. Report is Filed for the Year 2012
2. Exact Name of Registrant as Specified in its Charter PHILIPPINE LONG DISTANCE TELEPHONE COMPANY
3. Ramon Cojuangco Building, Makati Avenue, Makati City 0721  
Address of Principal Office Postal Code
4. SEC Identification Number PW-55
5.  (SEC Use Only)  
Industry Classification Code
6. BIR Tax Identification Number 000-488-793
7. (632) 8168553  
Issuer's Telephone number, including area code
8. Not Applicable  
Former name or former address, if changed from the last report

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## A. BOARD MATTERS

### 1) Board of Directors

Number of Directors per Articles of Incorporation <sup>1</sup>	13
Actual number of Directors for the year	13 <sup>2</sup>

#### (a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) <sup>3</sup>	Elected when (Annual/ Special Meeting)	No. of years served as director <sup>4</sup>
Manuel V. Pangilinan	NED	Philippine Telecommunications Investment Corporation (PTIC), Metro Pacific Resources, Inc. (MPRI)	(5)	11/24/98	06/14/12	Annual Meeting ("AGM")	14.1
Napoleon L. Nazareno	ED	--	(5)	11/24/98	06/14/12	AGM	14.1
James L. Go	NED	JG Summit Holdings, Inc. (JGSHI)	(6)	11/03/11	06/14/12	AGM	1.2
Helen Y. Dee	NED	--	(5)	06/18/86	06/14/12	AGM	26.5
Ray C. Espinosa	ED	--	(5)	11/24/98	06/14/12	AGM	14.1
Bienvenido F. Nebres <sup>7</sup>	ID	--	(8)	11/24/98	06/14/12 [ID: 3 mos]	AGM	(9)
Juan B. Santos	NED	Social Security System (SSS)	(10)	01/25/11	06/14/12	AGM	1.9
Setsuya Kimura	NED	NTT DOCOMO, Inc. (NTTD)	(11)	07/05/11	06/14/12	AGM	1.5
Hideaki Ozaki	NED	NTT Communications Corporation (NTTC)	(11)	12/06/11	06/14/12	AGM	1.1
Ma. Lourdes C. Rausa-Chan	ED	--	(8)	03/29/11	06/14/12	AGM	1.8
Pedro E. Roxas	ID	--	(8)	03/01/01	06/14/12 [ID: 7 mos]	AGM	(12)
Alfred V. Ty	ID	--	(8)	06/13/06	06/14/12 [ID: 7 mos]	AGM	(13)
Tony Tan Caktiong	NED	--	(11)	07/08/08	06/14/12	AGM	4.5

<sup>1</sup> A copy of the Company's Articles of Incorporation, as amended (the "Articles of Incorporation") is posted at: [http://www.pldt.com.ph/investor/Documents/pse\\_amended%20articles\\_revised.pdf](http://www.pldt.com.ph/investor/Documents/pse_amended%20articles_revised.pdf).

<sup>2</sup> Actual number of Directors became 12 upon the resignation of independent director Rev. Fr. Bienvenido F. Nebres, S.J. on September 25, 2012.

<sup>3</sup> Reckoned from the election immediately following January 2, 2012. (ACGR footnote)

<sup>4</sup> Reckoned from the date of first election as director up to December 31, 2012.

<sup>5</sup> Several stockholders including PTIC and MPRI.

<sup>6</sup> Several stockholders including JGSHI.

<sup>7</sup> Rev. Fr. Bienvenido F. Nebres, S.J. resigned on September 25, 2012.

<sup>8</sup> Several individuals and corporate stockholders, including Ma. Criselda B. Guhit, Leo I. Posadas, Nerissa S. Ramos, Fe M. Vidar, PTIC, and MPRI.

<sup>9</sup> Elected on, and served as Independent Director since, November 1998; total term served as Independent Director up to September 25, 2012 is 13.8 years.

<sup>10</sup> Several stockholders including SSS.

<sup>11</sup> Several stockholders including NTTD and NTTC.

<sup>12</sup> Elected on, and served as Independent Director since, March 1, 2001; total term served as Independent Director up to December 2012 is 11.8 years.

<sup>13</sup> Elected on, and served as Independent Director since, June 13, 2006; total term served as Independent Director up to December 2012 is 6.6 years.

- (b) **Provide a brief summary of the corporate governance policy that the board of directors has adopted. Please emphasize the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.**

PLDT's corporate governance system is embodied in two (2) fundamental policies: the *PLDT Manual on Corporate Governance* (the "**PLDT CG Manual**")<sup>14</sup> and the *Code of Business Conduct and Ethics* (the "**PLDT Code of Ethics**")<sup>15</sup>.

The *PLDT CG Manual*, as amended, was approved and adopted by the Board of Directors on March 26, 2010 pursuant to Philippine SEC Memorandum Circular No. 6, Series of 2009, otherwise known as the *Revised Code of Corporate Governance* (the "**SEC CG Code**"). It supersedes the Company's *Manual on Corporate Governance* approved and adopted on September 24, 2002, as amended on March 30, 2004 and January 30, 2007. The *PLDT CG Manual* defines our corporate governance framework and structure. Together with the *Articles of Incorporation* and the Company's *By-Laws, as amended* ("**By-Laws**")<sup>16</sup>, it assigns and delineates functions and responsibilities, and entrusts powers, authorities and resources for the execution of such functions and responsibilities. The *PLDT CG Manual* provides, among other matters, the composition and responsibilities of the Board, the Company's duties towards its shareholders in general, its minority shareholders and its other stakeholders, and the Company's obligation to comply with applicable disclosure rules.

The *PLDT Code of Ethics*, on the other hand, defines the Company's corporate governance values of *Accountability, Integrity, Fairness and Transparency*, which the Company shall observe in the conduct of its business. It sets the governance and ethical standards that shall govern and guide all business relationships of the Company, its directors, officers and employees. It is through the *PLDT Code of Ethics* that the Company promotes a culture of good corporate governance based on the aforementioned values.

The implementation of the *PLDT CG Manual* and the *PLDT Code of Ethics* is guided by other related policies, guidelines and procedures which the Company has adopted, such as the Company's policies on conflict of interest, gifts, sponsorship and entertainment, supplier and vendor relations, and whistleblowing.

#### *Board Responsibilities*

The responsibilities of the Board are set out in the *PLDT CG Manual* and *By-Laws*. The general responsibilities of the Board are to exercise corporate powers and conduct the business of the Company in consonance with good corporate governance principles and to foster the long term success of the Company and secure its sustained competitiveness. The major specific responsibilities of the Board include the following: (a) select and appoint the CEO and other officers; (b) determine, together with Management, the Company's vision, mission and strategic objectives; (c) oversee Management's implementation of business strategies, plans and policies, financial reporting and internal control systems, enterprise risk management, compensation policies and programs, and succession planning for senior management; and (d) ensure that the Company has an effective internal audit system, compliance program, investor relations program, communication program for sectors in the community in which the Company operates or which are directly affected by its operations, and an independent audit mechanism. The Board Committees, namely, the Audit Committee, the Governance and Nomination Committee and the Executive Compensation Committee, assist the Board in the performance of its responsibilities.

#### *Duties to Shareholders and Minority Stockholders*

The *PLDT CG Manual* mandates that the Company shall respect and uphold the rights of stockholders, including the right to vote, pre-emptive right, the right to inspect corporate books and records, the right to timely receive relevant information, the right to dividends, and the appraisal right. The *PLDT CG Manual* also provides that it is the duty of the Board to facilitate the exercise of stockholders' rights, including stockholders' participation in annual or special meetings. Related to this, the Company, in addition to the requirements in the *Corporation Code*, promptly posts notices of annual meetings or special meetings on the Company website, along with the agenda, Information Statement and Annual Report; conducts voting by poll in stockholders' meeting and promptly posts the voting results on the Company website; and sends to all its stockholders its financial statements (contained in the Annual Report) at least 15 business days prior to its annual meeting without need for any request. The Company also explores and implements steps to reduce excessive or unnecessary costs that impede stockholders' participation in order to encourage stockholders to attend annual and special stockholders' meetings and to act with transparency and fairness at such meetings.

In addition to the foregoing stockholder rights, minority stockholders have the right to nominate candidates for directors, including independent directors, and the right to cumulative voting which enables minority shareholder representation on the Board. The rights of minority stockholders are protected through the Company's compliance with relevant laws, rules and regulations and observance of best practices which increase the quality of Board oversight and lessen the risks arising

<sup>14</sup> A copy of the *PLDT CG Manual* is posted at:

[http://www.pldt.com.ph/governance/about/Documents/22336f71c88c495793d15575c2addffcpldtcorpgov\\_manual.pdf](http://www.pldt.com.ph/governance/about/Documents/22336f71c88c495793d15575c2addffcpldtcorpgov_manual.pdf).

<sup>15</sup> A copy of the *PLDT Code of Business Conduct and Ethics* is posted at:

[http://www.pldt.com.ph/governance/about/Documents/27623c20007849698da4df57179ec70dPLDT\\_Code\\_of\\_Business\\_Conduct\\_and\\_Ethics.pdf](http://www.pldt.com.ph/governance/about/Documents/27623c20007849698da4df57179ec70dPLDT_Code_of_Business_Conduct_and_Ethics.pdf)

<sup>16</sup> A copy of the *By-Laws* is posted at:

[http://www.pldt.com.ph/investor/shareholder/Documents/amended%20by-laws%20\(sec%20approved\).pdf](http://www.pldt.com.ph/investor/shareholder/Documents/amended%20by-laws%20(sec%20approved).pdf).

from conflicts of interest, such as the election of independent directors in the Board, the all-independent director composition of the Audit Committee, and the majority membership of independent directors in the Governance and Nomination Committee and Executive Compensation Committee; and with relevant Company policies on the handling of conflicts of interest and related party transactions which provide for the appropriate review, approval and disclosures of such relationships and transactions.

#### *Respect for Stakeholders*

PLDT recognizes that fulfilling its obligations to its various stakeholders is an integral aspect of good corporate governance. The Company's philosophy regarding its various stakeholders is embodied in the *PLDT Group Corporate Social Responsibility (CSR) Statement* which considers as an integral part of the Company's business the imperative to help improve the overall well-being of the Filipino people. To achieve this goal, the Company proactively addresses the interests of its various stakeholders. As we seek to enhance value for our shareholders, we recognize our responsibility to: (a) provide quality products and services for our customers; (b) develop our employees; (c) work with our suppliers and business partners in an ethical and mutually beneficial manner; (d) care for the environment; and (e) improve our communities.

#### *Disclosure Duties*

It is the Company's policy to make timely disclosure of material information and transactions that could potentially affect the market price of the Company's shares and such other information which are required to be disclosed pursuant to the *Securities Regulation Code ("SRC")* and its Implementing Rules and Regulations including, without limitation, earnings results, acquisition or disposal of significant assets, off balance-sheet transactions, related party transactions, Board membership changes, shareholdings of Directors and Officers and any changes thereto, and remuneration of Directors and Officers. The Company files with the Philippine Securities and Exchange Commission ("**SEC**") and the Philippine Stock Exchange ("**PSE**") all written disclosures or reports on material information and transactions in accordance with the *Securities Regulation Code* and its Implementing Rules and Regulations and the established procedures of the SEC and the PSE regarding such matters.

#### **(c) How often does the Board review and approve the vision and mission?**

The Company's Mission/Vision guides the overall strategic direction and plans and is thereby periodically reviewed and evaluated by the Board at least once a year during the review of such strategic direction, plans and budgets.

#### **(d) Directorship in Other Companies**

##### **(i) Directorship in the Company's Group<sup>17</sup>**

**Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:**

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman <sup>18</sup>
Manuel V. Pangilinan	Smart Communications, Inc.	Non-Executive, Chairman
	Connectivity Unlimited Resources Enterprise Inc.	Non-Executive, Chairman
	PLDT Global Corporation (incorporated in the British Virgin Islands)	Non-Executive, Chairman
	Digital Telecommunications Phils., Inc.	Non-Executive
	Digital Mobile Phils., Inc.	Non-Executive
	SPi Global Holdings, Inc.	Executive, Chairman, President & CEO
	Manila Electric Company	Non-Executive, Chairman
	Meralco PowerGen Corporation	Non-Executive, Chairman
	Beacon Electric Asset Holdings, Inc.	Non-Executive, Chairman
Napoleon L. Nazareno	Smart Communications, Inc.	Executive
	ACeS Philippines Cellular Satellite Corporation	Non-Executive, Chairman
	Mabuhay Investments Corporation	Executive, Chairman, President & CEO
	ePLDT, Inc.	Non-Executive
	PLDT Global Corporation	Non-Executive
	Digital Telecommunications Phils., Inc.	Non-Executive, Chairman

<sup>17</sup> The Group is composed of the parent, subsidiaries, associates and joint ventures of the Company. (ACGR footnote)

<sup>18</sup> Excludes directorships in 2012 which have been relinquished as of the date of this report.

	Digitel Mobile Phils., Inc.	Non-Executive, Chairman
	SPI Global Holdings, Inc.	Non-Executive
	PLDT Communications and Energy Ventures Inc. (formerly, Pilipino Telephone Corporation)	Non-Executive, Chairman
	Smart Broadband, Inc.	Non-Executive, Chairman
	Wolfpac Mobile, Inc.	Non-Executive, Chairman
	i-Contacts Corporation	Non-Executive, Chairman
	Connectivity Unlimited Resources Enterprise Inc.	Executive, President & CEO
	Beacon Electric Asset Holdings, Inc.	Non-Executive
Ray C. Espinosa	Bonifacio Communications Corporation	Non-Executive
	Digital Telecommunications Phils., Inc.	Non-Executive
	Digitel Mobile Philippines, Inc.	Non-Executive
	Manila Electric Company	Non-Executive
	Beacon Electric Asset Holdings, Inc.	Non-Executive
	Meralco PowerGen Corporation	Non-Executive
Pedro E. Roxas	Manila Electric Company	Independent Director
Ma. Lourdes C. Rausa-Chan	ePLDT, Inc.	Non-Executive

**(ii) Directorship in Other Listed Companies**

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman
James L. Go	JG Summit Holdings, Inc.	Executive, Chairman
	Universal Robina Corporation	Non-Executive, Chairman
	Robinsons Land Corporation	Non-Executive, Chairman
	Cebu Air, Inc.	Non-Executive
Helen Y. Dee	EEl Corporation	Non-Executive
	National Reinsurance Corporation of the Philippines	Non-Executive, Chairman
	PetroEnergy Resources Corporation	Non-Executive, Chairman
	Rizal Commercial Banking Corporation	Non-Executive, Chairman
	Seafront Resources Corporation	Non-Executive, Chairman
Ray C. Espinosa	Lepanto Consolidated Mining Company	Independent Director
Pedro E. Roxas	Roxas & Company, Inc.	Executive, Chairman
	Roxas Holdings, Inc.	Non-Executive, Chairman
Alfred V. Ty	GT Capital Holdings, Inc.	Non-Executive
Tony Tan Caktiong	Jollibee Foods Corporation	Executive, Chairman
	First Gen Corporation	Independent Director

**(iii) Relationship within the Company and its Group**

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Director's Name	Name of the Significant Shareholder	Description of the relationship
Manuel V. Pangilinan	Philippine Telecommunications Investment Corporation (PTIC)	Chairman of the Board of Directors and proxy or duly authorized representative of PTIC to represent and vote the PLDT shares of common stock of PTIC in the Annual Meeting of Stockholders of PLDT ("AGM"). PTIC owns 12.05% of PLDT's outstanding common stock.
	Metro Pacific Resources, Inc.	Chairman of the Board of Directors, President and

	(MPRI)	duly appointed proxy or authorized representative of MPRI to represent and vote the PLDT shares of common stock of MPRI in the AGM. MPRI owns 9.98% of PLDT's outstanding common stock.
Napoleon L. Nazareno	PTIC	Director of PTIC which owns 12.05% of PLDT's outstanding common stock.
	MPRI	Director of MPRI which owns 9.98% of PLDT's outstanding common stock.
	BTF Holdings, Inc. (BTFHI)	Director of BTFHI which owns 100% of PLDT's outstanding voting preferred stock.
Ray C. Espinosa	PTIC	Director and Corporate Secretary of PTIC which owns 12.05% of PLDT's outstanding common stock.
	MPRI	Director of MPRI which owns 9.98% of PLDT's outstanding common stock.
	BTFHI	Director of BTFHI which owns 100% of PLDT's outstanding voting preferred stock.
James L. Go	JG Summit Group	Chairman and CEO of JG Summit Holdings, Inc. <sup>19</sup>
Setsuya Kimura	NTT DOCOMO, Inc. (NTTD)	Director, Network Department of NTTD. NTTD owns 10.55% of PLDT's outstanding common stock. <sup>20</sup>
Hideaki Ozaki	NTT Communications Corporation (NTTC)	Vice President of Planning, Global Sales/Global Business of NTTC. NTTC owns 5.85% of PLDT's outstanding common stock.

- (iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly describe other guidelines:

	Guidelines	Maximum Number of Directorships in other companies
<b>Executive Director</b>	<p>The Governance and Nomination Committee of the PLDT Board of Directors shall ensure that the Executive Directors, Independent Directors, Non-Executive Directors who serve as full-time executives in other corporations shall submit themselves to a low-indicative limit on directorships in other corporations. The capacity of the director to diligently and efficiently perform his/her duties and responsibilities to the Company should not be compromised.</p> <p>The Company has not set a one-size fits all quantitative limit on directorships which may not give due regard to differences in individual capabilities and</p>	Please see the standard described in the second column under <i>Guidelines</i> .
<b>Non-Executive Director</b>		

<sup>19</sup> The total PLDT shareholdings of JG Summit Group is 17,305,625 shares, of which 17,208,753 shares are beneficially owned by JGSHI, 86,723 shares are beneficially owned by Express Holdings, Inc., 10,148 shares are beneficially owned by Ms. Elizabeth Yu Gokongwei and 1 share is beneficially owned by Mr. James L. Go, all held on record by PCD Nominee Corporation, collectively representing 8.01% of the outstanding common stock of PLDT as at February 28, 2013. Based on a certification signed by a duly authorized officer of JGSHI, under the By-Laws of JGSHI, each of the Chairman and CEO of JGSHI (Mr. James L. Go) and President and Chief Operating Officer of JGSHI (Mr. Lance Y. Gokongwei) is authorized to vote the 17,208,753 common shares of PLDT owned by JGSHI and to appoint and/or sign proxies in behalf of JGSHI in connection with the AGM.

<sup>20</sup> In addition to the 22,796,902 common shares owned on record by NTT DOCOMO, NTT DOCOMO also owns 8,533,253 American Depositary Shares (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 ADSs owned by NTT DOCOMO collectively represents 14.50% of the outstanding common stock of PLDT as at February 28, 2013.



<b>CEO</b>	nature of directorships. The Company has instead adopted, as embodied in the <i>PLDT CG Manual</i> , a performance-based standard that directorships should not compromise the capacity of a director to serve and perform his duties and responsibilities to the Company diligently and efficiently.	
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**(e) Shareholding in the Company**

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock	
			% of Common Capital Stock	% of Total Outstanding Capital Stock
Manuel V. Pangilinan	244,450	-	0.113142	0.036701
Napoleon L. Nazareno	6,427	13,500 (PCD Nominee Corporation or PCD)	0.009223	0.002992
James L. Go	57,914	2,000 (PCD)	0.027731	0.008995
Helen Y. Dee	98	-	0.000045	0.000015
Ray C. Espinosa	13,043	5,700 (PCD)	0.008675	0.002814
Bienvenido F. Nebres <sup>21</sup>	2	-	0.000001	0.000000
Juan B. Santos	2	-	0.000001	0.000000
Setsuya Kimura	1	-	0.000000	0.000000
Hideaki Ozaki	1	-	0.000000	0.000000
Pedro E. Roxas	21	-	0.000010	0.000003
Alfred V. Ty	1	-	0.000000	0.000000
Tony Tan Caktiong	1	-	0.000000	0.000000
Ma. Lourdes C. Rausa-Chan	39	660 (PCD)	0.000324	0.000105
<b>TOTAL</b>	<b>322,000</b>	<b>21,860</b>	<b>0.159152</b>	<b>0.051625</b>

**2) Chairman and CEO**

- (a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes ☒ No ☐

Identify the Chair and CEO:

Chairman of the Board	Manuel V. Pangilinan
CEO/President	Napoleon L. Nazareno

**(b) Roles, Accountabilities and Deliverables**

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	Chief Executive Officer
Role	<ul style="list-style-type: none"> <li>Provide leadership for the Board and ensure that the Board works effectively and performs its duties responsibly.</li> </ul>	<ul style="list-style-type: none"> <li>Have the general care, supervision and management of the business and affairs of the corporation, subject to the control of the Board.</li> <li>Exercise such functions and all duties incident to</li> </ul>

<sup>21</sup> Rev. Fr. Bienvenido F. Nebres, S.J. resigned as director effective September 25, 2012.

		<p>the office of the President and such other duties as may, from time to time, be assigned to him by the Board or as prescribed in the <i>By-Laws</i>.</p> <ul style="list-style-type: none"> <li>• Provide leadership for management in developing and implementing business strategies, plans and budgets.</li> </ul>
Accountabilities	<ul style="list-style-type: none"> <li>• Ensure that Board meetings are held in accordance with the <i>By-Laws</i> and annual schedule is approved by the Board.</li> <li>• Preside at all meetings of the stockholders and Board of Directors.</li> <li>• Supervise the preparation of the agenda of each meeting in coordination with the Corporate Secretary, taking into consideration the proposals of the CEO, Management and Directors of the Company.</li> </ul>	<ul style="list-style-type: none"> <li>• See that all orders and resolutions of the Board are carried to effect, subject to the right of the Board to delegate any specific powers, except as may by statute be exclusively conferred on the President, to any officer or officers of the Company.</li> <li>• In the absence of the Chairman of the Board, preside at all meetings of the stockholders and the Board.</li> <li>• Ensure that the business and affairs of the Company are managed in a sound and prudent manner and operational, financial and internal controls are adequate and effective to ensure reliability and integrity of financial and operational information, effectiveness and efficiency of operations, safeguarding of assets and compliance with laws, rules, regulations and contracts.</li> <li>• With the assistance of the rest of Management, provide the Board with a balanced, understandable and accurate account of the Company's performance, financial condition, results of operations, and prospects, on a regular basis.</li> </ul>
Deliverables	<ul style="list-style-type: none"> <li>• Assist in assuring compliance with and performance of the corporate governance policies and practices.</li> <li>• Ensure that the lines of communication and flow of information between Management and the Board are maintained.</li> </ul>	

**3) Explain how the board of directors plans for the succession of the CEO/Managing Director/President and the top key management positions?**

Our Board is committed to ensure the continuity of executive leadership as a critical factor in sustaining the success of the PLDT Group. To this end, a succession planning process referred to as Leadership Succession Planning and Development has been established. This enterprise-wide process covers senior management positions, including the President and CEO. Reflecting the significance that the Chairman of the Board attaches to succession planning, the First Pacific Leadership Academy was reorganized to facilitate the succession planning process within the PLDT Group and other companies affiliated with First Pacific. The Board's involvement in Leadership Succession Planning and Development is performed through its Executive Compensation Committee (ECC), which reviews and updates the criteria for employment and promotion, as well as any training and development plans for senior management, keeps track of their performance and development, and reviews their potential career paths.

**4) Other Executive, Non-Executive and Independent Directors**

**Does the company have a policy of ensuring diversity of experience and background of directors in the board? Please explain.**

Among the specific duties and functions of the Board as enumerated in the *PLDT CG Manual*, the Board is tasked to ensure a high standard of governance for the Company and to promote and protect the interest of the Company, its stockholders and other stakeholders. In this regard, the Board has the duty to implement a process of selection of Directors to ensure a mix of knowledge, expertise and experience and balance among Independent, non-Executive and Executive Directors in the context of the needs of the Board, and that each Director can add value and contribute independent judgment to the formulation of sound corporate strategies and policies.

Further, the Charter of the Governance and Nomination Committee (GNC)<sup>22</sup> of the Board directs the GNC, as part of its nomination function, to pre-screen and shortlist candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications set forth in the Charter and such other factors which the GNC may deem appropriate, such as judgment, skill, experience with other business organizations of a size comparable to that of the Company, the interplay of a candidate's experience with the experience of other Directors, and possible conflict of interest.

In this regard, in order to ensure a mix of knowledge, expertise and experience and balance among Independent, Non-Executive and Executive Directors, the GNC conducts an evaluation of the nominees using PLDT's *Board of Director/s Screening Checklist*

<sup>22</sup> A copy of the *Governance and Nomination Committee Charter, as amended ("GNC Charter")* is posted at: <http://www.pldt.com.ph/about/management/Documents/Governance%20and%20Nomination%20Committee%20Charter.pdf>

which contains, among others, the criteria and qualifications for directorship and a matrix on the skills, expertise and experience relevant to the responsibilities of the Board.

**Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? Please explain.**

The Company ensures that at least one non-executive director has experience in the industry that the Company belongs to, i.e., the telecommunications industry. For the covered year 2012, the Company had as non-executive directors Mr. Setsuya Kimura, Mr. Hideaki Ozaki and Mr. James L. Go, who all have experience in the telecommunications industry.

**Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:**

	Executive	Non-Executive	Independent Director
Role	<p>Executive, Non-Executive and Independent Directors are members of the Board which has the responsibility for fostering the long-term success of the Company and securing its sustained competitiveness, and the authority to exercise the corporate powers, conduct the business, and control the properties of the Company in order to perform such responsibility.</p> <p>All directors have a three-fold duty of obedience, diligence and loyalty to the Company as set forth in the <i>PLDT CG Manual</i>: (a) to act within the scope of power and authority of the Company and the Board; (b) to exercise his best care, skill, judgment and observe utmost good faith; and (c) to act in the best interest of the Company and for the common benefit of the Company's stockholders and other stakeholders.</p> <p>All directors must devote the time and attention necessary to properly discharge their fiduciary duties and must exercise independent judgment.</p>		
Accountabilities	<p>As members of the Board, Executive, Non-Executive and Independent Directors shall participate and contribute in the performance of the responsibilities of the Board as set forth in the <i>PLDT CG Manual</i>, including to: (a) select and appoint the CEO and other Officers; (b) determine, together with Management, the Company's vision, mission and strategic objectives; (c) oversee Management's implementation of business strategies, plans and policies and overall performance, financial reporting and internal control systems, enterprise risk management, compensation policies and programs, and succession planning for senior management; and (d) ensure that the Company has an effective internal audit system, compliance program, investor relations program, communication program for sectors in the community in which the Company operates or which are directly affected by its operations, and an independent audit mechanism.</p> <p>In addition to the foregoing:</p> <p>Executive Directors shall perform the functions and duties of the offices which they occupy as executive officers of the Company. The President &amp; CEO shall have general care and management of the business operations of the Company and shall ensure that: (a) the business of the Company is managed in a sound and prudent manner; and (b) the operational, financial and internal controls are adequate and effective. The other Executive Directors shall assist the President &amp; CEO by performing the functions of their respective offices.</p>		
Deliverables	<p>Independent Directors, as members of the Audit Committee which under the <i>PLDT CG Manual</i> shall be composed entirely of Independent Directors, shall collectively perform the functions of the said committee, which include selection, appointment or dismissal of independent auditors; oversight over the integrity of the Company's accounting and financial reporting principles and policies, financial statements and their independent audit, and internal control system, compliance with applicable laws and regulations, enterprise risk management, and audit process; and review of material related party transactions. Independent Directors, as members comprising the majority of the Governance and Nomination Committee and Executive Compensation Committee, shall exercise oversight and provide guidance on matters concerning governance, nomination and compensation.</p> <p>Please refer to <i>Annex C-A.4: "Other Executive, Non-Executive and Independent Directors"</i> hereto attached for further discussion on Accountabilities/Deliverables.</p>		

**Provide the company's definition of "independence" and describe the company's compliance to the definition.**

"Independent Director" means a person who is independent of Management and who, apart from his fees and shareholdings, is free from any business or other relationship with the Company which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director of the Company.

The GNC pre-screens the candidates nominated for election as Independent Directors and determines if they are eligible for

election as such, taking into consideration the qualifications of directors, the independence criteria/standards provided in the *By-Laws, PLDT CG Manual* and Charters of the Board Committees, and such other independence criteria/standards as may be considered and recommended by the GNC and approved by the Board.

Please refer to *Annex C-A.4: "Other Executive, Non-Executive and Independent Directors"* hereto attached for a detailed definition of "independence". Such definition is also set forth in the *PLDT CG Manual* and each of the Board Committees' Charters.

**Does the company have a term limit of five consecutive years for independent directors? If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain.**

In accordance with SEC Memorandum Circular No. 9, Series of 2011, the Company limits the term of independent directors to 5 consecutive years. After the completion of the five-year service, an independent director shall no longer be eligible for election as such, unless such independent director has undergone a "cooling off period" of 2 years. If such independent director is re-elected after the "cooling off period", he can only serve for 5 additional years after which he is perpetually barred from being elected as such. In accordance with the SEC's interpretative guidelines, the application of the term limit shall begin upon election on or after January 2, 2012.

## 5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

### (a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
Bienvenido F. Nebres	Independent Director	September 25, 2012	Resignation

### (b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

Procedure	Process Adopted	Criteria
<b>a. Selection/Appointment</b>		
(i) Executive Directors	<p>1. All nominations for election of directors by stockholders shall be submitted in writing to the Board of Directors through the Chairman of the Board and the Secretary.</p> <p>2. The Governance and Nomination Committee (GNC) shall then pre-screen and shortlist candidates nominated to become members of the Board.</p> <p>3. Thereafter, the GNC will determine, identify and prepare a final list of the qualified Director and Independent Director nominees and recommend that the Board approve such final list and recommend to stockholders the qualified nominees included in the final list for election in the annual meeting of stockholders.</p> <p>Please refer to <i>Annex C-A.5: "Changes in the Board of Directors"</i> hereto attached for the detailed Procedure/Process Adopted.</p>	<p>1. Owner of at least one (1) share of stock of the Company</p> <p>2. Have a college education or equivalent academic degree</p> <p>3. At least 21 years old</p> <p>4. Possess integrity and probity</p> <p>5. Have a practical understanding of the business of the Company or previous business experience</p> <p>6. Have attended a seminar on corporate governance or issued an undertaking to attend such a seminar as soon as practicable.</p> <p>Please refer to <i>Annex C-A.5: "Changes in the Board of Directors"</i> hereto attached for the detailed Criteria.</p>

(ii) Non-Executive Directors	Same as the process for Executive Directors.	Same as the criteria for Executive Director.
(iii) Independent Directors	<p>Same as the process for Executive Directors. In addition, the GNC pre-screens the candidates nominated for election as Independent Directors and determines if they are eligible for election as such, taking into consideration the qualifications for directors and the independence criteria/ standards specified in the <i>By-Laws, PLDT CG Manual</i> and Board Committees’ Charters, and such other independence criteria/ standards as may be considered and recommended by the GNC and approved by the Board.</p> <p>Please refer to Annex C-A.5: “<i>Changes in the Board of Directors</i>” hereto attached for the detailed Procedure/Process Adopted.</p>	<p>Same as the criteria for Executive and Non-Executive Directors. In addition, Independent Directors are subject to the criteria for Independent Directors enumerated in <i>Annex C-A.4: “Other Executive, Non-Executive and Independent Directors”</i> definition of “Independence”).</p>
b. Re-appointment		
(i) Executive Directors	Same as the process for Selection/Appointment.	Same as the criteria for the Selection/Appointment of Executive Directors.
(ii) Non-Executive Directors		
(iii) Independent Directors		Same as the criteria for the Selection/Appointment of Independent Directors.
c. Permanent Disqualification		
(i) Executive Directors	<p>1. The GNC may consider and recommend to the Board the permanent disqualification of a Director based on the grounds specified in the <i>By-Laws</i> and <i>PLDT CG Manual</i>.</p> <p>2. Any permanent disqualification of a Director recommended by the GNC to be valid and effective must be approved by the Board and comply with the requirements of applicable laws, rules and regulations.</p>	<p>Among others:</p> <p>1. Any person convicted or adjudged guilty of any of the offenses or specified crimes;</p> <p>2. Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the Commission or any court or administrative body of competent jurisdiction from: (a) acting as an underwriter, broker, dealer, etc.; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in subparagraphs (a) and (b) above.</p> <p>Please refer to <i>Annex C-A.5: “Changes in the Board of Directors”</i> hereto attached for the detailed Criteria for Permanent Disqualification.</p>
(ii) Non-Executive Directors		Same as the criteria for the Permanent Disqualification of Executive Directors.
(iii) Independent Directors		<p>Same as the criteria for the Permanent Disqualification of Executive Directors.</p> <p>In addition, Independent Directors are permanently disqualified under Item (iv) of Added Restrictions in the Criteria for Selection/Appointment of Independent Directors. Please refer to <i>Annex C-A.4:</i></p>

		"Other Executive, Non-Executive and Independent Directors" hereto attached (see definition of "Independence").
d. Temporary Disqualification		
(i) Executive Directors	1. The GNC recommends to the Board the temporary disqualification of a Director based on the grounds specified in the <i>By-Laws</i> and <i>PLDT CG Manual</i> . 2. Any temporary disqualification of a Director recommended by the GNC to be valid and effective must be approved by the Board and comply with the requirements of applicable laws, rules and regulations. 3. A temporarily disqualified Director shall take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent. Please refer to <i>Annex C-A.5: "Changes in the Board of Directors"</i> hereto attached for the detailed Procedure/Process Adopted.	1. Refusal to comply with the disclosure requirements of the <i>SRC</i> and its Implementing Rules and Regulations; 2. Absence in more than fifty percent (50%) of all Board meetings during his incumbency or any twelve (12) month period during said incumbency; 3. Dismissal or termination for cause as director of any corporation covered by the <i>SEC CG Code</i> ; 4. Being under preventive suspension by the Company (in the case of an Executive Director); and 5. If any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final. Please refer to <i>Annex C-A.5: "Changes in the Board of Directors"</i> hereto attached for the detailed Criteria for Temporary Disqualification.
(ii) Non-Executive Directors		Same as the criteria for the Temporary Disqualification of Executive Directors, except Item 4.
(iii) Independent Directors		
e. Removal		
(i) Executive Directors	PLDT follows the procedure set forth under Sec. 28 of the <i>Corporation Code</i> , i.e., any director of the company may be removed from office by a vote of the stockholders holding or representing at least two-thirds (2/3) of the outstanding capital stock at a regular or special meeting duly called for such purpose.  Please refer to <i>Annex C-A.5: "Changes in the Board of Directors"</i> hereto attached for the detailed Procedure/Process Adopted.	May be with or without cause.
(ii) Non-Executive Directors		
(iii) Independent Directors		
f. Re-instatement		
(i) Executive Directors	Same as the process for the Selection/Appointment of Executive Directors.	Same as the criteria for the Selection/Appointment of Executive Directors.
(ii) Non-Executive Directors		
(iii) Independent Directors		
g. Suspension		
(i) Executive Directors	Same as the process for the Temporary Disqualification of Executive Directors.	Same as the criteria for Temporary Disqualification.
(ii) Non-Executive Directors		
(iii) Independent Directors		

Note: The foregoing information are set forth in the *By-Laws, Governance and Nomination Charter* and/or the *PLDT's Board of Director/s Screening Checklist*.

#### Voting Result of the last Annual General Meeting (2012)

Name of Director	Votes Received
Bienvenido F. Nebres	188,364,360
Pedro E. Roxas	188,692,343
Alfred V. Ty	189,165,519
Helen Y. Dee	185,152,259
Ray C. Espinosa	186,715,301
James L. Go	183,472,848
Setsuya Kimura	186,463,758
Napoleon L. Nazareno	187,811,908
Manuel V. Pangilinan	190,569,760
Hideaki Ozaki	186,373,571
Ma. Lourdes C. Rausa-Chan	187,222,582
Juan B. Santos	186,462,667
Tony Tan Caktiong	186,936,659

#### 6) Orientation and Education Program

##### (a) Disclose details of the company's orientation program for new directors, if any.

At the start of the service of a new director, the Chairman, President & CEO, Chief Financial Officer, Corporate Secretary and Chief Governance Officer give a newly appointed director a briefing on the Company's structure and business, the responsibilities of the Board and its Committees and how each operates and the schedule of Board meetings, among others. The new director is also furnished with copies of all relevant information about the Company and policies applicable to the directors, including the *Articles of Incorporation*, *By-Laws*, *Annual Report*, *PLDT CG Manual*, *PLDT Code of Ethics*, the *Charters of the Board Committees*, and *PLDT's Handbook on Corporate Governance*.

##### (b) State any in-house training and external courses attended by Directors and Senior Management<sup>23</sup> for the past three (3) years:

Date and venue	Topic	Speaker/s
<b>For Year 2012</b>  <i>For the Board of Directors:</i> November 19, 2012 Meralco Lighthouse	NAVIGATING THE NEW WORLD OF BUSINESS: The PLDT Group Corporate Governance Session for 2012	DR. THOMAS DONALDSON, PhD Mark O. Winkelman Professor, Wharton School of the University of Pennsylvania Director, the Zicklin Center for Business Ethics Research, the Wharton School, University of Pennsylvania
<i>For Officers:</i> November 20, 2012 Meralco Theater	NAVIGATING THE NEW WORLD OF BUSINESS: The PLDT Group Corporate Governance Session for 2012*	
<b>For Year 2011</b>  <i>For the Board of Directors:</i> December 7, 2011 First Pacific Company Ltd., Central Hong Kong	PERFORMANCE, PRINCIPLES AND PEOPLE: Enhancement Session on Corporate Governance	MR. STEVEN JOHN PRIEST Senior Advisor, Global Compliance Services, Inc. Founder, Ethical Leadership Group

<sup>23</sup> Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company. (ACGR footnote)



<i>For Officers:</i> December 7, 2011 Makati Shangri-La Hotel	PERFORMANCE, PRINCIPLES AND PEOPLE: Enhancement Session on Corporate Governance*	
<b>For Year 2010</b>  <i>For the Board of Directors:</i> December 14, 2010 The Lighthouse, MERALCO, Pasig City	BOARD OF DIRECTORS' FIDUCIARY DUTIES AND ROLE IN RELATION TO ERM: Best Practices in Dealing with the Agency Dilemma and Setting a Company's Risk Appetite	MR. MARC RONEZ Managing Director, Asia Risk Management Institute (ARiMI)
<i>For Officers:</i> December 14, 2010 Dusit Thani Hotel, Makati	ENTERPRISE RISK MANAGEMENT in Relation to Transformation and Change Efforts of an Organization	

\*Note: The content for these enhancement sessions has been customized for Officers.

**(c) Continuing education programs for directors: programs and seminars and roundtables attended during the year.**

In accordance with the *PLDT CG Manual*, PLDT provides as part of its education and communication program, continuous training for its Board, senior management, officers, executives, and employees, which includes an annual enhancement session conducted by internationally known experts to share their insights and interact with the Board, senior management and officers. PLDT has organized and conducted six (6) annual enhancement sessions since 2007. Further, in furtherance of the Company's Leadership Succession Planning and Development Process, the Executive Compensation Committee (ECC) reviews training and development plans for senior management and officers, and offers additional training and development opportunities through the First Pacific Leadership Academy.

Name of Director/Officer <sup>24</sup>	Date of Training	Program	Name of Training Institution
Manuel V. Pangilinan	Feb 2-3, 2012	Future Proofing Our Business	Facilitated by: Mr. Karl Ronn and Mr. Bob Johansen (Organized by the First Pacific Leadership Academy)
	Aug 29, 2012	Corporate Governance Practices for Listed Company's Directors Under the New Listing Rules	Presented by: Ms. Cecelia Ng Director of Ernst & Young (Organized by First Pacific Company Limited, held in Hong Kong)
	Nov 19, 2012	Navigating the New World of Business	Speaker: Dr. Thomas Donaldson, PhD Mark O. Winkelman Professor, Wharton School of the University of Pennsylvania
Napoleon L. Nazareno	Feb 2-3, 2012	Future Proofing Our Business	Facilitated by: Mr. Karl Ronn and Mr. Bob Johansen
	Aug 29, 2012	Corporate Governance Practices for Listed Company's Directors Under the New Listing	Presented by: Ms. Cecelia Ng

<sup>24</sup> Most of the PLDT Directors who do not appear in the table above as having attended continuing programs in 2012 have attended such programs in earlier years, including:

1. Helen Y. Dee – (a) "Current Governance Environment in the United States and Ethics and Tone at the Top" held in 2008, Speaker: Ms. Suzanne Hopgood, National Association of Corporate Directors (NACD), USA; (b) "Corporate Governance Trends in Asia" held in 2007, Speaker: Prof. CK Low, Chinese University of Hong Kong; and (c) CGOP.
2. Bienvenido F. Nebres – (a) "Performance, Principles and People: A Discussion with the PLDT Board of Directors", held in 2011, Speaker: Steve Priest, Ethical Leadership Group, U.S.A.; (b) "Board of Directors Fiduciary Duties and Role in Relation to ERM: Best Practices in Dealing with the Agency Dilemma and Setting a Company's Risk Appetite" held in 2010, Speaker: Marc Ronez, ARiMI, Singapore; (c) "Governing in a Global Crisis: Lessons from the Great Recession" held in 2009, Speaker: Keith Darcy Ethics and Compliance Officer Association (ECO), U.S.A.; (d) "Current Governance Environment in the United States and Ethics and Tone at the Top" held in 2008, Speaker: Ms. Suzanne Hopgood, NACD, U.S.A.; and (e) "Corporate Governance Trends in Asia" held in 2007, Speaker: Prof. CK Low, Chinese University of Hong Kong.
3. Alfred V. Ty – (a) "Performance, Principles and People: A Discussion with the PLDT Board of Directors", held in 2011, Speaker: Steve Priest, Ethical Leadership Group, U.S.A. (b) "Board of Directors Fiduciary Duties and Role in Relation to ERM: Best Practices in Dealing with the Agency Dilemma and Setting a Company's Risk Appetite" held in 2010, Speaker: Marc Ronez, ARiMI, Singapore; (c) "Corporate Governance Trends in Asia" held in 2007, Speaker: Prof. CK Low, Chinese University of Hong Kong; (d) "Governing in a Global Crisis: Lessons from the Great Recession" held in 2009, Speaker: Keith Darcy, ECO, U.S.A.; and (e) "Current Governance Environment in the United States and Ethics and Tone at the Top" held in 2008, Speaker: Ms. Suzanne Hopgood, NACD, U.S.A.



		Rules	
	Aug 29, 2012	Effective Risk Management and Internal Controls	Presented by: Mr. Tim Clough, Mr. Keith Stephenson and Mr. Wong Hung Han Risk & Controls Solutions, PriceWaterhouseCoopers
	Nov 20, 2012	Navigating the New World of Business	Speaker: Dr. Thomas Donaldson, PhD
Ray C. Espinosa	Feb 2-3, 2012	Future Proofing Our Business	Facilitated by: Mr. Karl Ronn and Mr. Bob Johansen
	Nov. 20, 2012	Navigating the New World of Business	Speaker: Dr. Thomas Donaldson, PhD
Juan B. Santos	Nov 19, 2012	Navigating the New World of Business	Speaker: Dr. Thomas Donaldson, PhD
Setsuya Kimura	Feb 2-3, 2012	Future Proofing Our Business	Facilitated by: Mr. Karl Ronn and Mr. Bob Johansen
	Nov 19, 2012	Navigating the New World of Business	Speaker: Dr. Thomas Donaldson, PhD
Hideaki Ozaki	Sep 6, 2012	Corporate Governance Orientation Program (CGOP)	Institute of Corporate Directors
Pedro E. Roxas	Nov 20, 2012	Navigating the New World of Business	Speaker: Dr. Thomas Donaldson, PhD
Tony Tan Caktiong	Nov 19, 2012	Navigating the New World of Business	Speaker: Dr. Thomas Donaldson, PhD
Ma. Lourdes C. Rausa-Chan	Feb 2-3, 2012	Future Proofing Our Business	Facilitated by: Mr. Karl Ronn and Mr. Bob Johansen
	Nov 19, 2012	Navigating the New World of Business	Speaker: Dr. Thomas Donaldson, PhD

## B. CODE OF BUSINESS CONDUCT & ETHICS

- 1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
<p>The <i>PLDT Code of Ethics</i> sets out the Company's business principles and values and aims to promote a culture of good corporate governance. It provides standards that govern and guide all business relationships of PLDT, its directors, officers and employees, especially with respect to the following:</p> <ul style="list-style-type: none"> <li>• Compliance with applicable laws, rules and regulations, including anti-graft and corruption laws;</li> <li>• Ethical handling of conflicts of interest, corporate opportunities and confidential information;</li> <li>• Protection and proper use of company assets;</li> <li>• Fair dealing with employees, customers, service providers, suppliers, and competitors;</li> <li>• Compliance with reporting and disclosure obligations to the relevant regulators and to investors;</li> <li>• Compliance with disclosure and financial reporting controls and procedures;</li> <li>• Assessment and management of risks involved in business endeavors; and</li> <li>• Adoption of international best practices of good corporate governance in the conduct of business.</li> </ul>			
(a) Conflict of Interest	<p>The Company has a <i>Conflict of Interest Policy</i> that seeks to ensure that members of the organization always act in the best interest of the company and must not be motivated by personal considerations and relationships that interfere with their independent judgment. Specifically, it aims to ensure that work-related actions are based on sound business principles and judgment devoid of bias or partiality. It enjoins all personnel to be aware of the possibility of such bias and partiality in dealings with various entities or individuals in the course of or in relation to their work. The policy mandates that directors, officers, executives, employees, and consultants who find themselves in a potential or actual conflict of interest situation should promptly disclose the matter and, as applicable, seek approval from the proper authorities in accordance with the policy. Unless otherwise authorized by the Company, the person</p>		

	<p>concerned is required to inhibit himself from any action, transaction, discussion, evaluation, or decision involving such conflict of interest. The policy also mandates directors, officers, executives, employees and consultants to avoid competing with the Company on a business opportunity or acquiring an interest adverse to that of the Company. The policy also prohibits the Company from granting personal loans to directors or officers, unless allowed by applicable laws and regulations.</p> <p>IMPLEMENTING POLICY: <i>PLDT'S CONFLICT OF INTEREST POLICY ("CONFLICT OF INTEREST POLICY")</i><sup>25</sup></p>
(b) Conduct of Business and Fair Dealings	<p>The <i>PLDT Code of Ethics</i> enjoins directors, officers and employees to: (a) avoid taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice; and (b) deal fairly with the Company's customers, service providers, suppliers, competitors and employees.</p>
(c) Receipt of gifts from third parties	<p>The Company has a <i>Gifts, Entertainment and Sponsored Travel Policy</i> that defines the guidelines on the handling of gifts, entertainment and sponsored travel offered by third parties that have business dealings with the Company. It provides safeguards so that the custom of giving gifts is handled in accordance with the principles of integrity, accountability, fairness and transparency. It aims to prevent the occurrence of situations or actions that could significantly affect the objective and effective performance of an employee's duties. It prohibits the solicitation of gifts, sponsored travel, and entertainment from such third parties. In addition, receipt and acceptance of gifts voluntarily given by such third parties are handled in accordance with the safeguards set forth in this policy and such gifts should be less than the minimal threshold amount set by the Company. Further, the guidelines require full disclosure of the facts and circumstances surrounding offers and/or acceptance of such gifts, entertainment and sponsored travel.</p> <p>IMPLEMENTING POLICY: <i>PLDT'S POLICY ON GIFTS, ENTERTAINMENT AND SPONSORED TRAVEL ("GIFTS POLICY")</i><sup>26</sup></p>
(d) Compliance with Laws & Regulations	<p>The <i>PLDT Code of Ethics</i> enjoins directors, officers and employees to: (a) engage in honest conduct and comply with all applicable laws, rules and regulations, including prohibitions on insider trading, both in letter and spirit. Demands brought on by prevailing business conditions or perceived pressures are not excuses for violating any law, rules or regulations; (b) personally adhere to the standards and restrictions imposed by those laws, rules and regulations; and (c) avoid the direct or indirect commission of bribery and corruption of representatives of governments or regulators to facilitate any transaction or gain any perceived or actual favor or advantage, excluding permissible additional payments for routine governmental actions allowed by all applicable laws and regulations.</p>
(e) Respect for Trade Secrets/Use of Non-public Information	<p>The <i>PLDT Code of Ethics</i> and the <i>PLDT CG Manual</i> enjoin directors, officers and employees: (a) to maintain and safeguard the confidentiality of information entrusted by the Company, its subsidiaries, affiliates, customers, business partners, or such other parties with whom the Company relates, except when disclosure is authorized or legally mandated (confidential information includes any non-public information that might be of use to competitors, or harmful to the Company, its subsidiaries, affiliates, customers, business partners, or such other parties with whom the Company relates, if disclosed); (b) to follow Company policy and applicable laws regarding business records retention and ensure that records are not altered, concealed, destroyed or falsified to impede, obstruct or influence any investigation by, or proceeding before any official Company committee or body, governmental, regulatory or judicial body having jurisdiction; (c) to avoid trading any of the Company's securities or those of its subsidiaries and affiliates using price sensitive information that is not normally available publicly, and obtained by reason of position, contact within, or other relationship with the Company; and (d) not to communicate material non-public information about and involving the Company, including any act, transaction, development or event unless the Company is ready to simultaneously disclose the material non-public information to the SEC, PSE and other regulatory bodies having jurisdiction (this rule shall not apply if the disclosure is made to: [i] a person who is bound by a duty to maintain trust and confidence to the Company, such as, but not limited to, the Company's consultants, auditors, legal counsels, investment bankers, financial advisers; and [ii] a person who agrees in writing to maintain in strict confidence the disclosed material information and will not take advantage of it for his personal gain); (e) use Company property and resources, including Company time, supplies and software, efficiently, responsibly and only for legitimate business purposes; and (f) protect the assets of the Company from loss, damage, misuse or theft.</p>

<sup>25</sup> See 17-A Annual Report, p. 154 and <http://www.pldt.com.ph/governance/about/Pages/Policies.aspx>.

<sup>26</sup> See 17-A Annual Report, p. 154 and <http://www.pldt.com.ph/governance/about/Pages/Policies.aspx>.

(f) Use of Company Funds, Assets and Information	<p>The <i>PLDT Code of Ethics</i> enjoins directors, officers and employees to: (a) use Company property and resources, including Company time, supplies and software, efficiently, responsibly and only for legitimate business purposes; (b) protect the assets of the Company from loss, damage, misuse or theft; (c) maintain and safeguard the confidentiality of information entrusted by the Company, its subsidiaries, affiliates, customers, business partners, or such other parties with whom the Company relates, except when disclosure is authorized or legally mandated. Confidential information includes any non-public information that might be of use to competitors, or harmful to the Company, its subsidiaries, affiliates, customers, business partners, or such other parties with whom the Company relates, if disclosed; (d) follow Company policy and applicable laws regarding business records retention and ensure that records are not altered, concealed, destroyed or falsified to impede, obstruct or influence any investigation by, or proceeding before any official Company committee or body, governmental, regulatory or judicial body having jurisdiction; and (e) avoid trading any of the Company's securities or those of its subsidiaries and affiliates using price sensitive information that is not normally available publicly, and obtained by reason of position, contact within, or other relationship with the Company.</p> <p>IMPLEMENTING POLICY: <i>CONFLICT OF INTEREST POLICY</i></p>
(g) Employment & Labor Laws & Policies	<p>The Company's policy is to comply with all applicable laws, rules and regulations, which include employment and labor laws. In accordance with the said policy, the Company complies with the labor laws and regulations on, among others, the prohibition of child labor and on the payment of minimum wage. The <i>PLDT Personnel Manual</i> sets forth the Company's policies on hiring and placement, work schedule and working conditions, salary and benefits programs, performance appraisal, promotions or movements, training and development, and disciplinary action, which comply with, if not exceed, the requirements under employment and labor laws. It is also the Company's policy to develop its employees. In line with this, the Company ensures that its employees are provided with relevant training and development programs suited to their needs. The Company also supports programs and activities that promote employees' well-being. The Company deals with its employees' unions fairly and with transparency and honors the terms of its collective bargaining agreements with such unions.</p> <p>IMPLEMENTING POLICY: <i>PLDT PERSONNEL MANUAL</i></p>
(h) Disciplinary action	<p>The Company has a structured disciplinary system to ensure fair treatment of employees in furtherance of the recognized need to preserve order and harmony within the organization. Said disciplinary system provides for preliminary investigation, investigation proper, respondent's opportunity to be heard (notice to explain), decision and recommendation, and review process. The offenses and corresponding penalties are defined in the <i>PLDT Personnel Manual's</i> Table of Penalties. A Committee on Employee Discipline is responsible for final evaluation and approval of a disciplinary action involving suspension of thirty (30) days or more or dismissal. In addition, under the <i>PLDT Code of Ethics</i>, the Company may impose disciplinary action and/or file appropriate civil and criminal action against "violators", defined as: (a) persons who commit prohibited acts or who fail to implement prescribed acts when there is an obvious opportunity to do so; (b) employees who knowingly abet such acts of commission or omission or who fail to report such acts that violate the <i>PLDT Code of Ethics</i>; and (c) persons of authority who fail to impose the necessary disciplinary measures against violators.</p> <p>IMPLEMENTING POLICY: <i>PLDT PERSONNEL MANUAL</i></p>
(i) Whistle Blower	<p>The Company has an <i>Expanded Whistleblowing (EWB) Policy ("Whistleblowing Policy")</i> that encourages the disclosure by Company personnel of any violation of corporate governance rules or policies, questionable accounting or auditing matters, and offenses covered by the Table of Penalties in the <i>PLDT Personnel Manual</i>. At the heart of this policy is the ability and opportunity of anyone in the Company, acting in good faith, to freely communicate and expect official action on observed such violations, including the option to file anonymous complaints. In addition, it establishes mechanisms and procedures designed to ensure confidentiality and fairness in the handling of a disclosure or complaint and to protect whistleblowers and witnesses from any retaliation.</p> <p>IMPLEMENTING POLICY: <i>WHISTLEBLOWING POLICY</i><sup>27</sup></p>
(j) Conflict Resolution	<p>The Corporate Governance Office is responsible for applying the <i>PLDT Code of Ethics</i> to specific situations in which questions or concerns may arise, and has the authority to interpret</p>

<sup>27</sup> See: 17-A Annual Report, p. 155; <http://www.pldt.com.ph/governance/about/Pages/Policies.aspx> and <http://www.pldt.com.ph/governance/Pages/WhistleBlowing.aspx>.

	<p>and decide on such issues arising from the implementation of the <i>PLDT Code of Ethics</i>. Any director, officer or employee is encouraged to contact the Corporate Governance Office when in doubt about the best course of action in a particular situation relating to a subject matter of the <i>PLDT Code of Ethics</i>.</p> <p>With respect to grievance handling, <i>i.e.</i>, a complaint made by an individual, employee, a group of employees or by the Union for a review or appeal of a decision of a supervisor/division head or of the results or interpretation or application of the terms of existing CBA or established working conditions, the Company has established a structured grievance system to ensure fair treatment of employees, deal with employee complaints and to resolve problems. The grievance system establishes an opportunity to settle grievances at 3 levels, namely: (a) Division/Customer Service Zone Head; (b) Union-Management Grievance Committee; and (c) Board of Arbitrators.</p> <p>IMPLEMENTING POLICY: <i>PLDT PERSONNEL MANUAL</i></p>
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**2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?**

Yes. The *PLDT Code of Ethics* has been disseminated to all PLDT directors, officers and employees through the Company's continuing education and communication program on corporate governance. The *PLDT Code of Ethics* is taken up and discussed in training and enhancement sessions. Copies of the *PLDT Code of Ethics* are distributed to employees. Directors, officers and executives are furnished with the *PLDT Handbook on Corporate Governance*, which contains a copy of the *PLDT Code of Ethics*. Copies of the *PLDT Code of Ethics* are made available for download by employees through PLDT's corporate governance website at: <http://www.pldt.com.ph/governance/about/Pages/Policies.aspx> and the PLDT InfoCentral intranet portal. Employees were also provided with the *CG Primer* which includes a simplified discussion of the *PLDT Code of Ethics*.

**3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.**

The Company implements and monitors compliance with its corporate governance policies ("**CG Policies**"), which include the *PLDT Code of Ethics*, through its governance monitoring and evaluation system which consists of the following:

1. Annual performance self-assessment conducted by the Board and the Board Committees. Our Board conducts a self-assessment each calendar year to evaluate the performance of the Board as a whole, the Board Committees and the individual directors, which includes relevant criteria regarding governance and business ethics in accordance with the Company's CG Policies. Each Board Committee also conducts an annual self-assessment of its performance.
2. Review of the effectiveness of the Company's CG Policies and their implementation every two years. The review results and recommendations for improvement are reported by the Corporate Governance Office to the Governance and Nomination Committee (GNC) for approval.
3. Annual compliance evaluation conducted by Management. PLDT monitors and assesses compliance with corporate governance rules and policies through a cross-functional evaluation system whereby the heads of the various business and support units/groups conduct an evaluation of their unit/group's compliance using an evaluation questionnaire consisting of the governance regulations applicable and relevant to their respective functions, including the requirements of the *SEC CG Code* and the *PSE Corporate Governance Guidelines*. The evaluation results are reported to the President & CEO and the GNC.
4. Implementation of the *Whistleblowing Policy*. Compliance with CG Policies, among others, is monitored through the whistleblowing system, which receives and handles concerns and complaints of non-compliance therewith.
5. Other monitoring and survey tools. As part of the implementation of CG Policies, the Company conducts and evaluates the feedback from and results of: (a) training through face-to-face learning interventions and online learning modules; and (b) an annual focus group discussion across a wide cross-section of Company personnel. The Company has also instituted a follow-through survey for newly-hired employees which is intended to track improvements in their observance of the CG Policies and values over the first five (5) years of employment, as well as the employee's perception of the level of observance of the CG Policies and values by his/her unit; and developed an ethics perception survey which will provide quantitative information that can be more easily tracked, managed and be made the basis for development and review of programs, policies and initiatives.

A more detailed discussion of the Company's governance monitoring and evaluation system is presented in *PLDT's 2012 Annual Report on Philippine SEC Form 17-A ("17-A Annual Report")*, pp. 157-158. A copy of the *17-A Annual Report* is posted at: [http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Form%2017-A\\_FINAL.pdf](http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Form%2017-A_FINAL.pdf).

**4) Related Party Transactions**

**(a) Policies and Procedures**

**Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.**

Related Party Transactions	Policies and Procedures
(1) Parent Company	<p>PLDT's <i>Guidelines on the Proper Handling of Related Party Transactions</i> (the "<b>RPT Guidelines</b>")<sup>28</sup> provides the process of review, approval and disclosure of the Company's RPTs. Guided by <i>Philippine Accounting Standard 24 on Related Party Disclosures</i> ("<b>PAS 24</b>"), RPTs are reviewed and approved by appropriate authorities designated in the <i>RPT Guidelines</i>. The review determines whether an RPT meets the following standards: (1) the RPT is on arm's length terms; and (2) the RPT is in the best interest of PLDT and its stakeholders, as a whole, considering the relevant circumstances. Material RPTs are reviewed by the Audit Committee, which is composed entirely of Independent Directors, and approved by the Board. The Board of Directors may require that an RPT it has approved be submitted to the stockholders for consideration and ratification.</p> <p>The Head of Financial Reporting and Controllarship Sector, in coordination with the Company's Disclosure Committee, shall be responsible for the disclosure of RPTs in the relevant financial reports of the Company as required under <i>PAS 24</i> and other applicable disclosure requirements.</p>
(2) Joint Ventures	
(3) Subsidiaries	
(4) Entities Under Common Control	
(5) Substantial Stockholders	
(6) Officers including spouse/ children/ siblings/parents	
(7) Directors including spouse/ children/ siblings/parents	
(8) Interlocking director relationship of Board of Directors	

**(b) Conflict of Interest**

**(i) Directors/Officers and 5% or more Shareholders**

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s:	
Helen Y. Dee	PLDT has insurance policies with Malayan Insurance Company (" <b>Malayan</b> ") wherein premiums are directly paid to Malayan. Ms. Dee is director of Malayan and PLDT.
Name of Officer/s	—
Name of Significant Shareholders:	
Metro Pacific Resources, Inc.	Asia Link B.V. (" <b>ALBV</b> "), an affiliate of Metro Pacific Resources, Inc., provides technical support services and assistance in the operations and maintenance of the cellular business of Smart Communications, Inc. (" <b>Smart</b> "), a wholly-owned subsidiary of PLDT.
NTT Communications Corporation (" <b>NTT Communications</b> ")	NTT Communications provides PLDT with technical, marketing and other consulting services for various business areas of PLDT.
	NTT Communications and PLDT have cooperative arrangements for conventional international telecommunications services to enhance their respective international businesses.
	NTT World Engineering Marine Corporation, an affiliate of NTT Communications, provides PLDT with offshore submarine cable repair and other allied services for the maintenance of PLDT's domestic fiber optic network submerged plant.
	NTT Worldwide Telecommunications Corporation, an affiliate of NTT Communications, has given a license to PLDT to market and manage data and other services under the "Arcstar" brand to its corporate customers in the Philippines. PLDT has also been given the right to use the trade name "Arcstar" and its related trademarks.
NTT DOCOMO	NTT DOCOMO provides services of certain key personnel in connection with certain aspects of the business of PLDT and Smart.

The Company's policy is to publicly disclose only such related party transactions or conflicts of interest which are so

<sup>28</sup> See: <http://www.pldt.com.ph/governance/about/Pages/EquitableTreatmentOfShareholders.aspx>

required to be publicly disclosed pursuant to *PAS 24*. Internally, related party transactions and conflicts of interest are required to be disclosed to the Company's appropriate authorities in accordance with the *RPT Guidelines* and *Conflict of Interest Policy* which provide appropriate mechanisms and safeguards, including the review, approval and disclosure of related party transactions and conflicts of interest by designated authorities within the Company.

A more detailed discussion is provided in the *17-A Annual Report* under *Item 12. Certain Relationships and Related Party Transactions* (pp. 145-146) and *Note 24 – Related Party Transactions* (pp. F-113 to F-118).

(ii) **Mechanism**

**Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.**

	Directors/Officers/Significant Shareholders
Company	<p>The <i>Conflict of Interest Policy</i> requires directors, officers, executives, employees, and consultants who find themselves in a potential or actual conflict of interest situation to promptly disclose the matter to designated approving authorities of the Company. Unless otherwise authorized by the appropriate approving authority, the person concerned is required to inhibit himself from any action, transaction, discussion, evaluation, or decision involving such conflict of interest. The policy also prohibits the Company from granting personal loans to directors or officers, unless allowed by applicable laws and regulations.</p> <p>The <i>RPT Guidelines</i> provides the procedures for the review, approval and disclosure of related party transactions in order to ensure that they are fair, on arm's length terms, and in the best interest of the Company and its shareholders, as a whole. Material related party transactions are reviewed by the Audit Committee which is composed entirely of independent directors and approved by the Board. The Board of Directors may require that RPT it has approved be submitted to the stockholders for consideration and ratification. Disclosures of RPTs in relevant financial reports are made in accordance with <i>PAS 24</i> and other applicable disclosure requirements.</p>
Group	Transactions of the Company with other members of the Group are subject to the requirements and safeguards provided in the <i>Conflict of Interest Policy</i> and <i>RPT Guidelines</i> , as well as their corresponding policies regarding conflict of interest and related party transactions in accordance with the applicable laws, rules and regulations on related party transactions.

**5) Family, Commercial and Contractual Relations**

- (a) **Indicate, if applicable, any relation of a family,<sup>29</sup> commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:**

No such relationship between the holders of significant equity is known to the Company.

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
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- (b) **Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:**

Names of Related Significant Shareholders	Type of Relationship	Brief Description
Metro Pacific Resources, Inc.	Technical Assistance Agreement between ALBV, an affiliate of Metro Pacific Resources, Inc., and Smart, a wholly-owned subsidiary of PLDT	ALBV provides technical support services and assistance in the operations and maintenance of the cellular business of Smart.
NTT Communications	Service Agreement with NTT World Engineering Marine	NTT World Engineering Marine Corporation provides offshore submarine

<sup>29</sup> Family relationship up to the fourth civil degree either by consanguinity or affinity. (ACGR footnote)



	Corporation, an affiliate of NTT Communications	cable repair and other allied services for the maintenance of PLDT's fiber optic network submerged plant.
	Advisory Services Agreement	NTT Communications provides PLDT with technical, marketing and other consulting services for various business areas of PLDT.
	Conventional International Telecommunications Services Agreement	NTT Communications and PLDT have cooperative arrangements for conventional international telecommunications services to enhance their respective international businesses.
	Arcstar Licensing Agreement and Arcstar Service Provider Agreement with NTT Worldwide Telecommunications Corporation, an affiliate of NTT Communications	PLDT markets and manages data and other services under NTT Communications' "Arcstar" brand to its corporate customers in the Philippines. PLDT has also been given the right to use the trade name "Arcstar" and its related trademarks.
NTT DOCOMO	Advisory Services Agreement	NTT DOCOMO provides services of certain key personnel in connection with certain aspects of the business of PLDT and Smart.
Metro Pacific Resources, Inc. and certain affiliates of the First Pacific Group, NTT Communications and NTT DOCOMO	Cooperation Agreement	The relevant parties extended certain rights of NTT Communications under the Stock Purchase and Strategic Investment Agreement and the Shareholders Agreement to NTT DOCOMO.  Further details are provided in <i>Item B.5.c</i> below.

A more detailed discussion is provided in the *17-A Annual Report* under *Item 12. Certain Relationships and Related Party Transactions* (pp. 145-146) and *Note 24 – Related Party Transactions* (pp. F-113 to F-118).

**(c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:**

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
Metro Pacific Resources, Inc. and certain affiliates of the First Pacific Group, NTT Communications and NTT DOCOMO	First Pacific Group – 25.57% of the outstanding common stock of PLDT as of February 28, 2013.  NTT Communications and NTT DOCOMO – 20.35% of the outstanding common stock of PLDT as of February 28, 2013.	Cooperation Agreement among certain affiliates of the First Pacific Group, NTT Communications and NTT DOCOMO which provides for, among other things, restriction on ownership of shares of PLDT by NTT Communications and NTT DOCOMO, limitation on competition, and business cooperation.  Please refer to <i>Annex C-B.5: "Family, Commercial and Contractual Relations"</i> for a more detailed description.

**6) Alternative Dispute Resolution**

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

Alternative Dispute Resolution System	
Corporation & Stockholders	Stockholders who have matters for discussion or concerns directly relating to the business of the Company may initially elevate such matters or concerns to: (a) the Corporate Secretary; (b) the Investor Relations Officer; (c) Management; or

	(d) the Board.
Corporation & Third Parties	The Company complies with, abides and is guided by, the policy set forth in Republic Act No. 9285, otherwise known as the " <i>Alternative Dispute Resolution Act of 2004</i> ", in handling conflicts or differences between the Company and third parties, including regulators, in that the Company considers and explores with the other party or parties involved mutually acceptable alternative means or procedures for resolving such dispute that are provided by law prior to resorting to court action, to the extent that such is feasible and will not prejudice the rights and interests of the Company.
Corporation & Regulatory Authorities	

Further details are provided in *Annex C-B.6: "Alternative Dispute Resolution"* hereto attached.

## C. BOARD MEETINGS & ATTENDANCE

### 1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

Yes. The schedule of Board meetings is determined at the beginning of the year.

### 2) Attendance of Directors

Board	Name	Date of Election <sup>30</sup>	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Manuel V. Pangilinan	Jun 14, 2011 Jun 14, 2012	15	15	100
Member	Napoleon L. Nazareno	Jun 14, 2011 Jun 14, 2012	15	15	100
Member	Ray C. Espinosa	Jun 14, 2011 Jun 14, 2012	15	15	100
Member	James L. Go	Nov 3, 2011 Jun 14, 2012	15	15	100
Member	Setsuya Kimura	Jul 5, 2011 Jun 14, 2012	15	15	100
Member	Hideaki Ozaki	Dec 6, 2011 Jun 14, 2012	15	14	93
Member	Ma. Lourdes C. Rausa-Chan	Jun 14, 2011 Jun 14, 2012	15	15	100
Member	Juan B. Santos	Jun 14, 2011 Jun 14, 2012	15	14	93
Member	Tony Tan Caktiong	Jun 14, 2011 Jun 14, 2012	15	12	80
Member	Helen Yuchengco-Dee	Jun 14, 2011 Jun 14, 2012	15	11	73
Independent Director	Bienvenido F. Nebres <sup>31</sup>	Jun 14, 2011 Jun 14, 2012	11	11	100
Independent Director	Pedro E. Roxas	Jun 14, 2011 Jun 14, 2012	15	14	93
Independent Director	Alfred V. Ty	Jun 14, 2011 Jun 14, 2012	15	13	87

### 3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

Yes, in accordance with Sec. 2.1.6 (e) of the *PLDT CG Manual*, the Board shall hold executive sessions with the Independent Directors and non-Executive Directors, excluding Executive Directors, at least once a year and at such other times as the Board may deem necessary or appropriate. Such executive sessions shall be presided by the Chairman of the Governance and

<sup>30</sup> The members of the Board of Directors are appointed annually for a one-year term. In this table, the dates of election pertain to the covered year 2012, i.e., for the term of office beginning on June 14, 2011 and ending June 14, 2012 and for the term of office beginning on that date and ending June 14, 2013. The number of meetings held and attended pertains to the covered year 2012.

<sup>31</sup> Rev. Fr. Bienvenido F. Nebres, S.J. resigned as director effective September 25, 2012.



Nomination Committee, except if said Chairman is an Executive Director, in which case, by an Independent Director or non-Executive Director designated by the Board.

**4) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.**

The *By-Laws* provide that at any meeting of the Board of Directors, a majority of the number of the Directors as specified in the *Articles of Incorporation* shall constitute a quorum. At any meeting of the Board of Directors at which there is a quorum, all matters approved by at least a majority of the Board of Directors present at such meeting shall be valid as a corporate act, except for such matters which require the vote of majority of all the members of the Board as prescribed by the law or the *By-Laws*.

This quorum requirement is consistent with Section 25 of the *Corporation Code* which provides that unless the articles of incorporation or by-laws provide for a greater majority, a majority of the number of directors as fixed in the articles of incorporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of all members of the board.

A majority of directors is apparently sufficient to constitute a quorum considering that under the *Corporation Code*, for the approval of major corporate actions (such as extension or shortening corporate term, increase or decrease in capital stock, incurrence, creation or increase in bonded indebtedness, sale or other disposition of all or substantially all of assets, investment of corporate funds in another corporation or business or for any other purpose, amendment of articles of incorporation, merger or consolidation and dissolution) the voting requirement at the Board level is only a majority vote and the two thirds (2/3) voting requirement applies to stockholders' approval/ratification of such corporate actions.

**5) Access to Information**

**(a) How many days in advance are board papers<sup>32</sup> for board of directors meetings provided to the board?**

Board papers are supplied at least 2 working days in advance of the meeting. In addition, Item 2.4.1(c) of the *PLDT CG Manual* provides that in order to enable the members of the Board to properly fulfill their duties and responsibilities, Management shall provide the Directors/Board with adequate and timely information about the matters to be taken up in their Board meetings and, upon the request of any Director or the Board, make presentations on specific topics and respond to further inquiries in relation thereto during Board meetings. The Directors shall have independent access to Management.

**(b) Do board members have independent access to Management and the Corporate Secretary?**

Yes. In accordance with Secs. 2.1.4(p) and 2.4.1(c) of the *PLDT CG Manual*, to ensure a high standard of governance for the Company and to promote and protect the interest of the Company, its stockholders and other stakeholders, the Board shall, among others, ensure that the Board and Board Committees are enabled to obtain independent professional advice at the Company's expense and have access to Management as they may deem necessary or appropriate to carry out their duties; and in order to enable the members of the Board to properly fulfill their duties and responsibilities, Management shall provide the Directors/Board with adequate and timely information about the matters to be taken up in their Board meetings and, upon the request of any Director or the Board, make presentations on specific topics and respond to further inquiries in relation thereto during Board meetings. The Directors shall have independent access to Management.

**(c) State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc?**

The *PLDT CG Manual* provides the following duties and responsibilities of the Corporate Secretary or Assistant Corporate Secretary: (a) be loyal to the mission, vision and objectives of the Company; (b) perform their duties and responsibilities set out in Article VIII of the *By-Laws*; (c) be responsible for the safekeeping and preservation of the integrity of the minutes of Board meetings and other official records of the Company; (d) work fairly and objectively with the Board, Management and stockholders; (e) inform the Directors of the schedule and agenda of Board meetings and ensure that Management provides them complete, accurate and relevant information; (iv) attend all Board meetings, except when justifiable causes prevent them from doing so; and (v) ensure that all Board procedures, rules and regulations are strictly followed by the Directors.

In case the Corporate Secretary or Assistant Corporate Secretary is also the compliance officer, s/he shall perform the following duties of the said officer: (a) monitor compliance with the provisions and requirements of the *PLDT CG Manual*, the *SEC CG Code* and such other laws, circulars, rules and regulations issued in relation thereto; (b) assist the Board and the GNC in the performance of their governance functions, including their duties to oversee the formulation or review and implementation of the corporate governance structure and policies of the Company, and to assist in the conduct of a self-

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<sup>32</sup> Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents. (ACGR footnote)

assessment of the performance and effectiveness of the Board, the Board Committees and individual Board members. The Corporate Governance Office (CGO) assists in facilitating training of directors and keeping directors updated regarding relevant statutory and regulatory changes. The CGO has three (3) functional units which correspond to the three E's of corporate governance, namely, Corporate Governance Education, Corporate Governance Engineering and Corporate Governance Enforcement, all under the leadership of the Chief Governance Officer.

In 2012, the positions of Corporate Secretary and Chief Governance Officer were held in concurrent capacity by the same individual. In the performance of her dual functions, the Corporate Secretary-Chief Governance Officer assists the Chairman in preparing the Board agenda, facilitating the training of directors, and keeping directors updated regarding any relevant statutory and regulatory changes.

**(d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative.**

Yes. In accordance with Sec. 2.5.1 of the *PLDT CG Manual*, the Corporate Secretary and Assistant Corporate Secretary shall, among others, possess appropriate administrative, interpersonal and legal skills, be aware of the laws, rules and regulations necessary in the performance of their duties or responsibilities, and have at least an understanding of basic financial and accounting matters.

**(e) Committee Procedures**

**Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:**

Yes ☒ No ☐

Committee	Details of the procedures
Executive	<i>n/a</i> <sup>33</sup>
Audit: <i>Audit Committee (AC)</i>	<p>In accordance with Sec. 4.1(c) of the <i>Audit Committee Charter, as amended ("AC Charter")</i><sup>34</sup>, written notices of AC meetings (specifying the date, place and time, and matters to be discussed at the meeting) are sent by the AC Secretariat (Internal Audit team) to the concerned AC Members/Advisors a month before, or at least three (3) days prior to the scheduled meeting.</p> <p>Further, per Sec. 4.4(a) of the <i>AC Charter</i>, any other notice or document to be given or issued to the Members/Advisors may be served by the Committee upon any Member/Advisor either (i) personally, or (ii) by sending it by mail, postage prepaid, addressed to such Member/Advisor at his address and, in any case where the address of a Member/Advisor is outside the Philippines, by prepaid airmail or courier, or (iii) by facsimile transmission.</p> <p>Materials for the AC meetings are sent to concerned Members and Advisors at least three (3) days before the scheduled meeting.</p> <p>The AC Member or Advisor can request from the AC Secretariat for further information relevant to the AC meetings personally, or via mail, email or telephone/facsimile numbers.</p>
Nomination: <i>Governance and Nomination Committee (GNC)</i>	<p>In accordance with Sec. 4.1(c) of the <i>GNC Charter</i><sup>35</sup>, written notices of GNC meetings (specifying the date, place and time, and matters to be discussed at the meeting) are sent by the GNC Secretariat (Corporate Governance Office) to the concerned GNC Members/Advisors at least three (3) days prior to the scheduled meeting, endeavoring, in practice, however to provide the notice at least two (2) weeks in advance. Materials, documents, papers and all other pertinent information are provided at least one (1) week prior to the scheduled meeting.</p> <p>Further, per item 4.4(a) of the <i>GNC Charter</i>, any other notice or document to be given or issued to the Members/Advisors may be served by the Committee upon any Member/Advisor either (i) personally, or (ii) by sending it by mail, postage prepaid,</p>

<sup>33</sup> The Board of Directors has not created or delegated its powers to an Executive Committee.

<sup>34</sup> A copy of the *Audit Committee Charter* is posted at:

<http://www.pldt.com.ph/about/management/Documents/Audit%20Committee%20Charter.pdf>.

<sup>35</sup> A copy of the *Governance and Nomination Committee Charter* is posted at:

<http://www.pldt.com.ph/about/management/Documents/Governance%20and%20Nomination%20Committee%20Charter.pdf>

	<p>addressed to such Member/Advisor at his address and, in any case where the address of a Member/Advisor is outside the Philippines, by prepaid airmail or courier, or (iii) by facsimile transmission.</p> <p>The GNC Member or Advisor can request from the GNC Secretariat for further information relevant to the GNC meetings personally, or via mail, email or telephone/facsimile numbers.</p>
Remuneration: <i>Executive Compensation Committee (ECC)</i>	<p>In accordance with Item 4.1(c) of the <i>Executive Compensation Committee Charter, as amended ("ECC Charter")</i><sup>36</sup>, written notices of ECC meetings (specifying the date, place and time, and matters to be discussed at the meeting) are sent by the ECC Secretariat (Human Resources) to the concerned ECC Members/Advisors at least three (3) days prior to the scheduled meeting. Materials, documents, papers and all other pertinent information are likewise provided at least three (3) days prior to the scheduled meeting.</p> <p>Further, per item 4.4(a) of the <i>ECC Charter</i>, any other notice or document to be given or issued to the Members/Advisors may be served by the Committee upon any Member/Advisor either (i) personally, or (ii) by sending it by mail, postage prepaid, addressed to such Member/Advisor at his address and, in any case where the address of a Member/Advisor is outside the Philippines, by prepaid airmail or courier, or (iii) by facsimile transmission.</p> <p>The ECC Member or Advisor can request from the ECC Secretariat for further information relevant to the ECC meetings personally, or via mail, email or telephone/facsimile numbers.</p>
Others (specify): <i>Technology Strategy Committee ("TSC")</i>	<p>In accordance with Item 4.1(c) of the <i>Technology Strategy Committee Charter, as amended ("TSC Charter")</i><sup>37</sup>, written notices of TSC meetings (specifying the date, place and time, and matters to be discussed at the meeting) are sent by the TSC Secretariat to the concerned TSC Members/Advisors at least three (3) days prior to the scheduled meeting. Materials, documents, papers and all other pertinent information are likewise provided at least three (3) days prior to the scheduled meeting.</p> <p>Further, per item 4.4(a) of the <i>TSC Charter</i>, any other notice or document to be given or issued to the Members/Advisors may be served by the Committee upon any Member/Advisor either (i) personally, or (ii) by sending it by mail, postage prepaid, addressed to such Member/Advisor at his address and, in any case where the address of a Member/Advisor is outside the Philippines, by prepaid airmail or courier, or (iii) by facsimile transmission.</p> <p>The TSC Member or Advisor can request from the TSC Secretariat for further information relevant to the TSC meetings personally, or via mail, email or telephone/facsimile numbers.</p>

For all the committees listed above, the Chairman of the Committee and/or any of its Members/Advisors may meet separately with Management, the Internal Audit Head/Chief Audit Officer and/or the external auditor/s of the Company to discuss any matter that the Committee or any of the foregoing persons or firms believe should be discussed privately. The Committee may also request any Officer, Executive or employee of the Company or the Company's outside counsel or external auditor to attend a meeting of the Committee or to meet with any Member, Advisor or consultant of the Committee. (Common provision set forth in Sec. 2.3 of the *AC Charter*, *GNC Charter*, *ECC Charter* and *TSC Charter*).

## 6) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details:

Procedures	Details
Per Section 2.1.4(p) of the <i>PLDT CG Manual</i> , the Board shall ensure that the Board and the Board Committees are enabled to obtain independent professional advice at the Company's expense and have access to Management as they may deem necessary or appropriate to carry out their duties.	Per Sections 2.2 and 2.3 of the Charters of the Board Committees ( <i>AC Charter</i> , <i>GNC Charter</i> , <i>ECC Charter</i> and <i>TSC Charter</i> ):
	<ul style="list-style-type: none"> <li>The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to engage and obtain external advice, counsel or consultancy services as it deems appropriate without need for</li> </ul>

<sup>36</sup> A copy of the *Executive Compensation Committee Charter* is posted at:

<http://www.pldt.com.ph/about/management/Documents/Executive%20Compensation%20Committee%20Charter.pdf>.

<sup>37</sup> A copy of the *Technology Strategy Committee Charter* is posted at:

<http://www.pldt.com.ph/about/management/Documents/Technology%20Strategy%20Committee%20Charter.pdf>.

Board approval.

- The Chairman of the Committee and/or any of its Members/Advisors may meet separately with Management to discuss any matter that the Committee or any of the foregoing persons believe should be discussed privately. The Committee may also request any Officer, Executive or employee of the Company or the Company's outside counsel or external auditors to attend a meeting of the Committee or to meet with any Members, Advisors or consultants of the Committee.

## 7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

Existing Policies	Changes	Reason
--	None	--

## D. REMUNERATION MATTERS

### 1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Guaranteed Annual Cash Compensation ("GACC") consisting of the 12 months Basic Pay ("Basic Pay"), one month Midyear Bonus, 13 <sup>th</sup> Month Pay, Christmas Bonus and Longevity Pay. Monthly Basic Pay is determined based on the salary range applicable for the position. The salary range is determined on the basis of benchmark market rates.	GACC consisting of the 12 months Basic Pay, one month Midyear Bonus, 13 <sup>th</sup> Month Pay, Christmas Bonus and Longevity Pay. Monthly Basic Pay is determined based on the salary range applicable for the position. The salary range is determined on the basis of benchmark market rates.
(2) Variable remuneration	Performance-based pay in terms of percentage of the GACC. Range is 0% to 60% of the GACC. Actual payout is dependent on the achievement of the Core Net Income target of the PLDT Group.	Performance-based pay in terms of percentage of the Officer's GACC. Range is 0% to 60% of the GACC. Actual payout is dependent on the achievement of the Core Net Income target of the PLDT Group.
(3) Per diem allowance	--	--
(4) Bonus	--	--
(5) Stock Options and other financial instruments	--	--
(6) Others (specify): <i>Long Term Incentive Plan</i>	Cash Plan based on the achievement of the 3-year cumulative Consolidated Core Income Target of the PLDT Group. Individual Target Awards are determined based on a multiple of the GACC.	Cash Plan based on the achievement of the 3-year cumulative Consolidated Core Income Target of the PLDT Group. Individual Target Awards are determined based on a multiple of the GACC.

### 2) Remuneration Policy and Structure for Executive and Non-Executive Directors

Disclose the company's policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive Directors is calculated.

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
Executive Directors	Executive Directors get their regular compensation and benefits from PLDT on top of a <i>per diem</i> which is given based on attendance in Board and Board Committee Meetings (Php 200,000 per Board	Similar to compensation structure of other Officers of the Company.	Similar to computation of compensation of other Officers of the Company.

	Meeting and Php 75,000 per Board Committee Meeting).		
Non-Executive Directors	PLDT does not provide compensation and benefits for Non-Executive Directors. They are only given a <i>per diem</i> based on attendance in Board and Board Committee Meetings (Php 200,000 per Board Meeting and Php 75,000 per Board Committee Meeting).	--	--

**Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Provide details for the last three (3) years.**

Remuneration Scheme	Date of Stockholders' Approval
Executive, Non-Executive and Independent Directors do not receive remuneration or benefits, in their capacity as such. They only receive <i>per diem</i> for attending Board and Board Committee Meetings. The current per diem rates for Directors is Php 200,000 per Board Meeting and Php 75,000 per Board Committee Meeting.	Not applicable. The current <i>per diem</i> rates were approved by the Board of Directors on January 27, 2009. Under Sec. 30 of the <i>Corporation Code</i> , <i>per diems</i> are excluded from compensation which is subject to approval by a majority vote of stockholders.

### 3) Aggregate Remuneration

**Complete the following table on the aggregate remuneration accrued during the most recent year:**

The data on the aggregate compensation of Executive Directors excludes that pertaining to Mr. Napoleon L. Nazareno whose compensation comes from Smart Communications, Inc.

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration	Php 55,766,715	--	--
(b) Variable Remuneration	Php 26,682,235	--	--
(c) Per diem Allowance	Php 9,525,000	Php 23,550,000	Php 10,375,000
(d) Bonuses	--	--	--
(e) Stock Options and/or other financial instruments	--	--	--
(f) Others (Specify)	--	--	--
<b>Total</b>	Php 91, 973,950	Php 23,550,000	Php 10,375,000

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances	--	--	--
2) Credit granted	--	--	--
3) Pension Plan/s Contributions	--	--	--
(d) Pension Plans, Obligations incurred	--	--	--
(e) Life Insurance Premium	Php 374,106	--	--
(f) Hospitalization Plan	Actual; 100% covered	--	--
(g) Car Plan	Php 6,000,000	--	--
(h) Others (Specify)	--	--	--
<b>Total</b>	Php 6,374,106	--	--

### 4) Stock Rights, Options and Warrants

#### (a) Board of Directors

**Complete the following table, on the members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:**

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Option/Rights/Warrants	Number of Equivalent Shares	Total % from Capital Stock
--	--	--	--	--

**(b) Amendments of Incentive Programs**

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

Incentive Program	Amendments	Date of Stockholders' Approval
PLDT Group has adopted a Long Term Incentive Plan (LTIP) under which certain Officers and Executives of the PLDT Group who are identified as qualified participants will be granted plan awards based on the achievement of the PLDT Group's Cumulative Consolidated Core Net Income Targets for the 3-year performance cycle 2012, 2013 and 2014.	Adoption of the 2012-2014 PLDT Group LTIP.  The LTIP covering the performance cycle January 1, 2010 to December 31, 2012 was terminated since the profit targets for the covered performance cycle were no longer achievable. There were no payouts under the 2010 to 2012 LTIP.	Not applicable. The PLDT Group LTIP is approved only up to the level of the Board of Directors and thereafter promptly disclosed to the SEC and PSE and in the financial reports.

**5) Remuneration of Management**

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
Ernesto R. Alberto	Php 138,528,025 (for 2012)
Rene G. Bañez	
Anabelle L. Chua	
Jun R. Florencio	
Menardo G. Jimenez, Jr.	

## E. BOARD COMMITTEES

### 1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-executive Director (NED)	Independent Director (ID)				
Executive	n/a <sup>38</sup>						
Audit: <i>Audit Committee (AC)</i>	--	--	3 <sup>39</sup>	<p>Committee Charter: The <i>AC Charter</i> was approved on March 29, 2011 by the Board of Directors.</p> <p>Functions, Key Responsibilities and Powers of the Audit Committee:</p> <p>The Audit Committee's main purpose or function is to assist the Board in fulfilling its oversight responsibilities for:</p> <ol style="list-style-type: none"> <li>1. the integrity of the Company's accounting and financial reporting principles and policies, and system of internal controls, including the integrity of the Company's financial statements and the independent audit thereof;</li> <li>2. the Company's compliance with legal and regulatory requirements;</li> <li>3. the Company's assessment and management of enterprise risks including credit, market, liquidity, operational and legal risks; and</li> <li>4. the Company's audit process and the performance of the Company's internal audit organization and External Auditor, including the External Auditor's qualifications and independence.</li> </ol> <p>The Audit Committee's primary responsibility is oversight. The Audit Committee has oversight responsibilities and powers over the following areas:</p> <ul style="list-style-type: none"> <li>• External auditors;</li> <li>• Internal auditors;</li> <li>• Financial reporting principles and policies and system of internal control;</li> <li>• Enterprise risks; and</li> <li>• Legal and regulatory compliance</li> </ul> <p>The Audit Committee's functions, key responsibilities and powers are set forth in complete detail in <i>Annex C-E.1: "Audit Committee"</i> attached hereto and in the <i>AC Charter</i>.</p>			
Nomination: <i>Governance and Nomination Committee (GNC)</i>	--	2	3 <sup>40</sup>	<p>Committee Charter: The <i>GNC Charter</i> was approved on September 28, 2010 by the Board of Directors.</p> <p>Functions, Key Responsibilities and Powers of the Governance and Nomination Committee (GNC):</p> <p>The GNC's nomination-related primary purposes or functions are the following:</p> <ol style="list-style-type: none"> <li>1. Review and evaluate the qualifications of the persons nominated to the Board as well as those nominated to other positions requiring appointment by the Board;</li> </ol>			

<sup>38</sup> The Board of Directors has not created or delegated its powers to an Executive Committee.

<sup>39</sup> Rev. Fr. Bienvenido F. Nebres, S.J. resigned as Chairman and member effective September 25, 2012 which temporarily decreased the number of incumbent members to two (2) independent directors.

<sup>40</sup> Rev. Fr. Bienvenido F. Nebres, S.J. resigned as a member effective September 25, 2012 which temporarily reduced the number to two (2) independent directors.

				<p>2. Identify persons believed to be qualified to become members of the Board and/or the Board Committees; and</p> <p>3. Assist the Board in making an assessment of the Board's effectiveness in the process of replacing or appointing new members of the Board and/or Board Committees.</p> <p>The GNC has key responsibilities and powers over the following nomination-related matters:</p> <ul style="list-style-type: none"> <li>• Nomination of Directors and Independent Directors;</li> <li>• Pre-screening nominee Independent Directors;</li> <li>• Preparation and recommendation to the Board of the final list of qualified nominee Directors and Independent Directors;</li> <li>• Recommending qualified Director or Independent Director in case of a vacancy;</li> <li>• Recommending qualified persons as Board Committees members; and</li> <li>• Evaluation of qualifications of persons nominated for Board-appointed positions.</li> </ul> <p>In addition to the foregoing matters that pertain to nomination, the GNC has the following functions, responsibilities and powers pertaining to governance:</p> <ol style="list-style-type: none"> <li>1. Oversee the development and implementation of corporate governance principles and policies;</li> <li>2. Assist the Board in developing and implementing the Board's performance evaluation process;</li> <li>3. Review and assess the adequacy and effectiveness of the Company's corporate governance structures, principles and policies;</li> <li>4. Establish the appropriate evaluation system for monitoring and assessing compliance with the corporate governance policies;</li> <li>5. Oversee the continuing corporate governance communication and education programs; and</li> <li>6. Consider, resolve and/or submit its recommendations to the Board on corporate governance issues.</li> </ol> <p>The GNC's nomination and governance functions, key responsibilities and powers are set forth in complete detail in <i>Annex C-E.1: "Nomination Committee (Governance and Nomination Committee)"</i> attached hereto and in the <i>GNC Charter</i>.</p>
Remuneration: <i>Executive Compensation Committee (ECC)</i>	--	2	3 <sup>41</sup>	<p>Committee Charter: The <i>ECC Charter</i> was approved on November 4, 2010 by the Board of Directors.</p> <p>Functions, Key Responsibilities and Powers of the Executive Compensation Committee (ECC):</p> <p>The ECC's primary purposes or functions are to:</p> <ol style="list-style-type: none"> <li>1. Provide guidance to and assist the Board in developing a compensation philosophy or policy consistent with the culture, strategy and control environment of the Company;</li> <li>2. Oversee the development and administration of the Company's executive compensation programs, including long term incentive plans and equity based plans for Officers and Executives; and</li> <li>3. Assist the Board in the performance evaluation of and succession planning for Officers, including the CEO, and in overseeing the development and implementation of</li> </ol>

<sup>41</sup> Rev. Fr. Bienvenido F. Nebres, S.J. resigned as a member effective September 25, 2012 which temporarily reduced the number to two (2) independent directors.



				<p>professional development programs for Officers.</p> <p>The ECC has key responsibilities and powers over the following:</p> <ul style="list-style-type: none"> <li>• Compensation philosophy;</li> <li>• Compensation policies and programs for the President &amp; CEO, Directors and other members of management and key personnel; and</li> <li>• Development programs and succession planning.</li> </ul> <p>The ECC's functions, key responsibilities and powers are set forth in complete detail in <i>Annex C-E.1: "Remuneration (Executive Compensation Committee)"</i> attached hereto and in the <i>ECC Charter</i>.</p>
Others (specify): <sup>42</sup> <i>Technology Strategy Committee (TSC)</i>	2	4	--	<p>Committee Charter: The <i>TSC Charter</i>, as amended, was approved on September 28, 2010 by the Board of Directors.</p> <p>Functions, Key Responsibilities and Powers of the Technology Strategy Committee (TSC):</p> <p>The TSC's primary purposes are to assist and enable the Board to:</p> <ol style="list-style-type: none"> <li>1. review and approve the strategic vision for the role of technology in the Company's overall business strategy, including the technology strategy and roadmap of the Company;</li> <li>2. fulfill its oversight responsibilities for the Company's effective execution of its technology-related strategies; and</li> <li>3. ensure the optimized use and contribution of technology to the Company's business and strategic objectives and growth targets.</li> </ol> <p>The TSC's primary responsibility is oversight. The TSC has key responsibilities and powers over the following:</p> <ul style="list-style-type: none"> <li>• Review of the Company's major technology strategy; and</li> <li>• Assisting the Board to achieve an understanding of the technologies needed for strategic growth plans.</li> </ul> <p>The TSC's functions, key responsibilities and powers are set forth in complete detail in <i>Annex C-F.1: "Other Board Committees (Technology Strategy Committee)"</i> attached hereto and the <i>TSC Charter</i>.</p>

## 2) Committee Members

### (a) Executive Committee: n/a<sup>43</sup>

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	--					
Member (ED)	--					
Member (NED)	--					
Member (ID)	--					
Member	--					

<sup>42</sup> The Board of Directors is advised by several advisors comprising the Advisory Board/Committee, which provides guidance and suggestions, as necessary, on matters deliberated during Board meetings. While nominally referred to as the Advisory Board/Committee, it is not a separate functional committee to which the Board delegates the performance of specific Board functions or responsibilities. As of December 21, 2012, there were 7 advisors comprising the Advisory Board/Committee, namely, Artemio V. Panganiban, Oscar S. Reyes, Roberto R. Romulo, Benny S. Santoso, Washington Z. Sycip, Orlando B. Veja and Christopher H. Young.

<sup>43</sup> The Board of Directors has not created or delegated its powers to an Executive Committee.

**(b) Audit Committee (AC)**

Office	Name	Date of Appointment <sup>44</sup>	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee (years)
Chairman (ID)	Bienvenido F. Nebres <sup>45</sup>	Jun 14, 2011 Jun 14, 2012	7	6	86	12.1
Member/Acting Chairman (ID)	Pedro E. Roxas <sup>46</sup>	Jun 14, 2011 Jun 14, 2012	9	9	100	10.8
Member (ID)	Alfred V. Ty	Jun 14, 2011 Jun 14, 2012	9	7	78	2.3
Advisor/Audit Committee Financial Expert	Corazon S. Dela Paz-Bernardo <sup>47</sup>	Jun 14, 2011 Jun 14, 2012	9	9	100	8.8
Advisor	Roberto R. Romulo	Jun 14, 2011 Jun 14, 2012	9	7	78	10.1
Advisor (NED)	James L. Go	Nov 3, 2011 Jun 14, 2012	9	9	100	1.2
Advisor (NED)	Setsuya Kimura	Jul 5, 2011 Jun 14, 2012	9	9	100	1.5

**Disclose the profile or qualifications of the Audit Committee members.**

The qualifications of Audit Committee members as provided in Section 3.2 of the *AC Charter* are as follows:

- Each Member must be financially literate and the Chairman must have accounting or related financial management expertise, as such qualifications are interpreted by the Board in its business judgment.
- Each Member shall be a Philippine citizen if so required under applicable Philippine laws and regulations and/or the *By-Laws*.

Profile of incumbent Audit Committee Members as of December 31, 2012:

Mr. Pedro E. Roxas

Mr. Roxas is the Chairman and/or Chief Executive Officer/President of Roxas Holdings Inc. and Roxas and Company, Inc., holding and investments companies, as well as of several companies engaged in agri-business, sugar manufacturing and real estate development, namely, Central Azucarera Don Pedro, Inc., Central Azucarera de la Carlota, Inc., Hawaiian Philippine Sugar Company, Roxol Bioenergy Corporation, Roxaco Land Corporation and Fuego Land Corporation. He is also an independent director of Meralco and BDO Private Bank, a director of Brightnote Assets Corporation, and a member of the Board of Trustees of the Philippine Business for Social Progress and Fundacion Santiago. He also serves as a member of the Governance and Nomination, and Executive Compensation Committees of the PLDT Board of Directors. Mr. Roxas received his Bachelor of Science Degree in Business Administration from the University of Notre Dame, Indiana, U.S.A.

Mr. Alfred V. Ty

Mr. Ty is the Vice Chairman of GT Capital Holdings, Inc. and Toyota Motor Philippines Corporation, the Chairman of Lexus Manila, Inc. and Asia Pacific Top Management International Resources Corp. (Marco Polo Plaza Cebu), the President of Federal Land, Inc., the Corporate Secretary of Metropolitan Bank and Trust Company and a trustee of the Metro Bank Foundation, Inc. He is also a director of Global Business Power Corp. and was an independent director of Digitel until May 2013. He also serves as a member of the Governance and Nomination, and Executive Compensation Committees of the PLDT Board of Directors. Mr. Ty received his Bachelor of Science Degree in Business Administration from the University of Southern California.

Through their education and experience as Chairman of the Board or Chief Executive Officer of other companies, they possess accounting or related financial management competencies, more specifically: (a) an understanding of generally accepted accounting principles ("GAAP") and financial statements; (b) an ability to assess the general applications of GAAP; (c) experience in reviewing or analyzing financial statements; (d) an understanding of internal controls and procedures for financial reporting; and (e) an understanding of audit committee functions.

<sup>44</sup> Audit Committee members are appointed annually for a one-year term. In this and subsequent tables regarding Board Committees, the dates of appointment pertain to the covered year 2012, *i.e.*, for the term of office beginning on June 14, 2011 and ending June 14, 2012 and for the term of office beginning on that date and ending June 14, 2013. The number of meetings held and number of meetings attended pertain to the covered year 2012 while the length of service in the committee is reckoned from the date of first appointment up to December 31, 2012.

<sup>45</sup> Rev. Fr. Bienvenido F. Nebres, S.J. resigned as Chairman and member effective September 25, 2012.

<sup>46</sup> Mr. Pedro E. Roxas was appointed as Acting Chairman of the Audit Committee on September 25, 2012.

<sup>47</sup> Appointed as Audit Committee Financial Expert since March 30, 2004, and continued as such after her resignation as a director on October 3, 2008 (per Board resolution dated November 4, 2008).

In addition, one of the advisors of the Audit Committee, Ms. Corazon S. de la Paz-Bernardo, is a certified public accountant who was the first woman to be admitted partner of Price Waterhouse International in 1973 and the first woman to be named Senior Partner and Chairperson of Joaquin Cunanan & Co./PricewaterhouseCoopers-Philippines (now Isla Lipana & Co.) in 1981, a position she occupied for twenty (20) years until June 30, 2001. She was also a member of the Price Waterhouse World Firm Limited Board from 1992 to 1995.

**Describe the Audit Committee's responsibility relative to the external auditor.**

The Audit Committee's key responsibilities relative to the external auditor include the following: review of the qualification, performance and independence of the external auditor; selection and appointment of the external auditor or replacement of the external auditor as the Audit Committee may deem necessary or appropriate; review of all audit and non-audit services to be performed by the external auditor and all fees to be paid for such services; review of the external auditor's Auditor Statement on its internal quality control procedures; ensuring the rotation at least every five (5) years or such other period as required by applicable law or regulation of the external auditor or its lead audit partner; considering reports submitted by the external auditor in accordance with applicable Auditing Standard; and ensuring that the external auditor has unrestricted access to all records, properties and personnel to enable the performance of its audit functions.

The Audit Committee's responsibilities relative to the external auditor are set forth in complete detail in Sections 1 and 3 of the AC Charter-Schedule, Duties and Powers as provided in Annex C-E.1: "Audit Committee" hereto attached and in the AC Charter.

**(c) Nomination Committee: Governance and Nomination Committee (GNC)**

Office	Name	Date of Appointment <sup>48</sup>	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee (years)
Chairman	Manuel V. Pangilinan (NED)	Jun 14, 2011 Jun 14, 2012	3	3	100	8.2
Member (ED)	--					
Member (NED)	Setsuya Kimura	Jul 5, 2011 Jun 14, 2012	3	3	100	1.5
Member (ID)	Bienvenido F. Nebres <sup>49</sup>	Jun 14, 2011 Jun 14, 2012	2	2	100	9.7
	Pedro E. Roxas	Jun 14, 2011 Jun 14, 2012	3	3	100	9.9
	Alfred V. Ty	Jun 14, 2011 Jun 14, 2012	3	2	67	6.6
Member	<i>Non-Voting Members:</i> Artemio V. Panganiban (Independent)	Jun 14, 2011 Jun 14, 2012	3	3	100	3.6
	Menardo G. Jimenez, Jr.	Jun 14, 2011 Jun 14, 2012	3	3	100	2.3
	Ma. Lourdes C. Rausa-Chan (ED)	Jun 14, 2011 Jun 14, 2012	3	3	100	4.8

**(d) Remuneration Committee: Executive Compensation Committee (ECC)**

Office	Name	Date of Appointment <sup>50</sup>	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee (years)
Chairman	Manuel V. Pangilinan (NED)	Jun 14, 2011 Jun 14, 2012	2	2	100	1.5
Member (ED)	--					
Member	Setsuya Kimura	Jul 5, 2011	2	2	100	1.5

<sup>48</sup> Governance and Nomination Committee members are appointed annually for a one-year term. See footnote no. 44.

<sup>49</sup> Rev. Fr. Bienvenido F. Nebres, S.J. resigned as member effective September 25, 2012.

<sup>50</sup> Executive Compensation Committee members are appointed annually for a one-year term. See footnote no. 44.

(NED)		Jun 14, 2012				
Member (ID)	Bienvenido F. Nebres <sup>51</sup>	Jun 14, 2011	1	1	100	1.7
	Pedro E. Roxas	Jun 14, 2012				
		Jun 14, 2011	2	2	100	11.6
	Alfred V. Ty	Jun 14, 2012				
Member		Jun 14, 2011	2	2	100	6.6
		Jun 14, 2012				
Member	<i>Non-Voting Member:</i>					
	Menardo G. Jimenez, Jr.	Jun 14, 2011	2	2	100	2.3
		Jun 14, 2012				

**(e) Others (Specify)<sup>52</sup>**

**Provide the same information on all other committees constituted by the Board of Directors:**

(i) *Technology Strategy Committee (TSC)*

Office	Name	Date of Appointment <sup>53</sup>	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee (years)
Chairman	Manuel V. Pangilinan (NED)	Jun 14, 2011 Jun. 14, 2012	2	2	100	5.6
Member (ED)	Napoleon L. Nazareno	Jun 14, 2011 Jun 14, 2012	2	2	100	5.6
	Ray C. Espinosa	Jun 14, 2011 Jun 14, 2012	2	2	100	5.6
Member (NED)	Oscar S. Reyes	Jun 14, 2011 Jun 14, 2012	2	2	100	5.6
	Setsuya Kimura	Jul 5, 2011 Jun 14, 2012	2	2	100	1.5
	James S. Go	Nov 3, 2011 Jun 14, 2012	2	2	100	1.2
Member (ID)	--					
Member	Orlando B. Veja	Jun 14, 2011 Jun 14, 2012	2	2	100	4.6

**3) Changes in Committee Members**

**Indicate any changes in committee membership that occurred during the year and the reason for the changes:**

Name of Committee	Name	Reason
Executive	<i>n/a</i> <sup>54</sup>	
Audit: <i>Audit Committee (AC)</i>	Bienvenido F. Nebres	Resigned as Chairman and member effective Sep 25, 2012
	Pedro E. Roxas	Appointed as Acting Chairman on September 25, 2012
Nomination: <i>Governance and Nomination Committee (GNC)</i>	Bienvenido F. Nebres	Resigned as member effective Sep 25, 2012
Remuneration: <i>Executive Compensation Committee (ECC)</i>	Bienvenido F. Nebres	Resigned as member effective Sep 25, 2012
Others (specify):	--	

<sup>51</sup> Rev. Fr. Bienvenido F. Nebres, S.J. resigned as member effective September 25, 2012.

<sup>52</sup> See footnote 42.

<sup>53</sup> Technology Strategy Committee members are appointed annually for a one-year term. Please see footnote no. 44.

<sup>54</sup> The Board of Directors has not created or delegated its powers to an Executive Committee.

#### 4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
Executive	<i>n/a</i> <sup>54</sup>	
Audit: <i>Audit Committee (AC)</i>	<ul style="list-style-type: none"> <li>Reviewed and resolved to retain the existing <i>AC Charter</i>.</li> <li>Discussed with internal audit group and external auditor the overall scope and plans for their respective audits, and the results of their examinations and evaluations of PLDT Group's internal controls and overall quality of the PLDT Group's financial reporting.</li> <li>Reviewed and approved all audit and non-audit services provided by external auditor to the PLDT Group and the related fees, and concluded that the non-audit fees are not significant to impair their independence.</li> <li>Discussed with external auditor the matters required to be discussed by the prevailing applicable Auditing Standard and its independence from the PLDT Group and the PLDT Group's management.</li> <li>Discussed with the President and CEO the PLDT Group top risks and the corresponding mitigation measures to address these key enterprise risks, and received from PLDT Group's Enterprise Risk Management (ERM) Officer periodic status reports on PLDT Group's ERM activities.</li> <li>Reviewed and discussed the audited financial statements of the PLDT Group as at and for the year ended December 31, 2012 with the PLDT Group's management, which has the primary responsibility for the financial statements, and with the external auditor responsible for expressing an opinion on the conformity of the PLDT Group's audited financial statements with PFRS.</li> <li>Recommended to the Board of Directors the inclusion of the PLDT Group's financial statements as at and for the year ended December 31, 2012 in the PLDT Group's Annual Report to the Stockholders and to the Philippine SEC on Form 17-A.</li> <li>Reviewed SGV's performance and qualifications, including management's recommendation, and on the basis thereof, approved the appointment of SGV as the PLDT Group's external auditor.</li> </ul>	<p>Compliance and effectiveness of <i>AC Charter</i></p> <p>Effectiveness of internal controls and overall quality of financial reporting</p> <p>Independence of external auditor in relation to non-audit services and fees</p> <p>Independence of external auditor</p> <p>Management of risks</p> <p>Integrity of financial reports</p> <p>Integrity of financial reports</p> <p>Qualifications, independence and appointment of external auditor</p>
Nomination: <i>Governance and Nomination Committee (GNC)</i>	<p>Nomination Function:</p> <ul style="list-style-type: none"> <li>Pre-screened nominee Directors and Independent Directors.</li> <li>Submitted to the Board the final list of qualified nominee Directors and Independent Directors for election at the Annual Stockholders' Meeting.</li> <li>Reviewed the qualifications of officers and recommended their re-appointment.</li> </ul> <p>Governance Function:</p> <ul style="list-style-type: none"> <li>Reviewed the following corporate governance policies and their implementation: <i>PLDT Code of Ethics</i> and the <i>Conflict of Interest Policy</i>.</li> <li>Guided the development of the <i>RPT Guidelines</i> and Stakeholder Engagement matrix which</li> </ul>	<p>Compliance with applicable regulations and conformance with the <i>PLDT CG Manual</i></p> <p>Continuous improvement of the Company's corporate governance standards</p>

	<p>harmonized and integrated existing procedures and practices regarding RPTs and modes of engagement with various stakeholders.</p> <ul style="list-style-type: none"> <li>• Reviewed and approved the corporate governance continuing education and communication program, including the Directors and Officers' Enhancement Sessions conducted with Dr. Tom Donaldson and the corporate governance themes for the annual posters for 2013.</li> <li>• Assisted the Board in implementing the Board Assessment for 2011, including the performance evaluation of Board Committees and individual Directors.</li> <li>• Reviewed, noted and, as applicable, approved the conflict of interest disclosures.</li> <li>• Reviewed the whistleblowing cases and the handling thereof.</li> <li>• Reviewed and gave directives on proposed and issued governance-related rules, such as the Guidelines for the Assessment of the Performance of Audit Committees.</li> <li>• Reviewed and approved the Corporate Governance Report for 2011 and noted the PSE Corporate Governance Disclosure Report.</li> <li>• Received updates from corporate governance officers of certain subsidiaries on such companies' adoption and implementation of, and innovations in, their corporate governance policies.</li> <li>• Received updates on various proposed CG Reports/Scorecards/Awards, such as the SEC Annual Corporate Governance Report, ASEAN CG Scorecard and PSE Bell Awards.</li> </ul>	
Remuneration: <i>Executive Compensation Committee (ECC)</i>	<ul style="list-style-type: none"> <li>• Discussed and approved the discretionary pay for officers and executives for 2011 performance in lieu of the 2011 Variable Pay.</li> <li>• Reviewed and approved the 2012 Variable Pay Targets and the corresponding Variable Pay payout levels.</li> <li>• Reviewed and approved the cancellation of the 2010-2012 Long Term Incentive Plan (LTIP) and approved instead a discretionary payout in 2012.</li> <li>• Discussed and approved the continuation of the 2010-2012 LTIP of PLDT subsidiary SPi and to revisit the 2010-2012 LTIP of ePLDT and PLDT Global Corporation.</li> <li>• Discussed and approved the presentation of the new 2012-2014 LTIP to the Board for approval.</li> <li>• Reviewed and approved the 2012 merit increase for officers and executives.</li> </ul>	Effectiveness and competitiveness of the Company's compensation strategy and its implementation.
Others (specify): <i>Technology Strategy Committee (TSC)</i>	<ul style="list-style-type: none"> <li>• Discussed prospects and plans on 3G and LTE technologies, Over the Top Providers (OTTP), Location-based Services and Cloud Computing.</li> <li>• Discussed updates on the PLDT Technology Roadmap and the PLDT Group's Cloud Deployment.</li> <li>• Discussed the gains on synergies with Digitel and Sun Cellular.</li> </ul>	Effectiveness of the Company's technology strategy and optimized use and contribution of technology to the Company's strategic objectives and growth targets

## 5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive	<i>n/a</i> <sup>54</sup>	
Audit: <i>Audit Committee (AC)</i>	Continue the executive sessions with key operating officers regarding enterprise risk management in their areas of responsibility	For the regular update and better understanding of the Audit Committee members
Nomination: <i>Governance and Nomination Committee (GNC)</i>	<p>Nomination Function:</p> <ul style="list-style-type: none"> <li>• Pre-screening and submission to the Board of the final list of qualified nominee Directors and Independent Directors for election at the Annual Stockholders' Meeting</li> <li>• Review of the qualifications of officers for appointment or re-appointment</li> </ul> <p>Governance Function:</p> <ul style="list-style-type: none"> <li>• Review of the continuing education and communication program for incoming year, including the appropriate enhancements session for Directors and Officers and the corporate governance themes for the annual posters for the following year</li> <li>• Review of corporate governance policies and their implementation</li> <li>• Implementation of the Board Assessment for the current year, including the performance evaluation of Board Committees and individual Directors</li> <li>• Review of conflict of interest disclosures</li> <li>• Review of whistleblowing cases and the handling thereof</li> <li>• Review of the Corporate Governance Report for previous year and other governance-related compliance reports</li> <li>• Other governance enhancement projects, including the upgrade of the corporate governance and ethics awareness survey as a monitoring tool and the corporate governance website</li> </ul>	<p>To ensure continued compliance with applicable regulations and conformance with the <i>PLDT CG Manual</i></p> <p>To sustain the continuous improvement of the Company's corporate governance standards</p>
Remuneration: <i>Executive Compensation Committee (ECC)</i>	<ul style="list-style-type: none"> <li>• Annual review of compensation policy with comparatives to market and peer companies</li> <li>• Obtain information on best compensation practices of best managed companies abroad</li> </ul>	To maintain the competitiveness of the Company's compensation structures and practices
Others (specify) <i>Technology Strategy Committee (TSC)</i>	<ul style="list-style-type: none"> <li>• Attendance by members in technology forum or conference</li> <li>• Briefing by a technology expert</li> <li>• Briefing on network and technology budget/CAPEX</li> </ul>	To enable the Technology Strategy Committee to assist the Board in performing its oversight responsibilities on the Company's technology strategy and roadmap

## F. RISK MANAGEMENT SYSTEM

### 1) Disclose the following:

#### (a) Overall risk management philosophy of the company;

The PLDT Group's commitment to effective management of risk is encompassed in the PLDT Group Risk Management Philosophy as follows:

*The PLDT Group operates in a complex and dynamic business environment which gives rise to a variety of risks that can be both threat and opportunity. Recognizing that these risks are an integral part of its business, the PLDT Group is committed to managing its overall risk exposure in a systematic way and in such a manner that supports its strategic decision-making process. Accordingly, the PLDT Group employs a comprehensive, integrated risk management program, effected across all levels of the organization, with the goal of identifying, analyzing and managing the Group's risks to an acceptable level, so as to enhance opportunities, reduce threats, and thus sustain competitive advantage. The PLDT Group believes that an effective risk management program will contribute to the attainment of objectives by PLDT and its subsidiaries, thus creating value for the business and its stakeholders.*

This philosophy statement is contained in the *PLDT Group Risk Management Policy Manual* approved in December 2011.

#### (b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;

The Audit Committee has submitted the *Audit Committee Report* which confirmed that the Audit Committee has discussed with the President and CEO the PLDT Group top risks and the corresponding mitigation measures to address these key enterprise risks, and has received from PLDT Group's Enterprise Risk Management Officer periodic status reports on PLDT Group's enterprise risk management activities, and based thereon, among others, recommended to the Board the inclusion of the PLDT Group's financial statements as at and for the year ended December 31, 2012 in the PLDT Group's Annual Report to the Stockholders. A copy of the *Audit Committee Report* is included in *PLDT's 2012 Annual Report ("2012 Annual Report")*. A copy of the relevant section of the *2012 Annual Report* is posted at:

<http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Annual%20Report%20-%20Financial%20Section.pdf>.

The PLDT Group Risk Management Philosophy Statement, the Enterprise Risk Management framework, the guidelines governing the process, and the roles and responsibilities for its implementation are contained in the *PLDT Group Risk Management Policy Manual*. This manual, reviewed and endorsed for approval by Napoleon L. Nazareno, President and CEO of the PLDT Group, was also presented and approved initially by the PLDT Audit Committee and subsequently by the Board of Directors.

#### (c) Period covered by the review;

The review in accordance with the aforementioned Audit Committee Report covers the period from January 2012 to December 2012.

#### (d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness; and

The Group Enterprise Risk Management Department reports to the PLDT Audit Committee on a quarterly basis and to the PLDT Board of Directors on a semi-annual basis on developments with regard to the Group's risk management activities. Discussion merits continuous evaluation of the effectiveness of the Company's risk management practices.

#### (e) Where no review was conducted during the year, an explanation why not.

A review was conducted during and for the covered year 2012, as noted above,

### 2) Risk Policy

#### (a) Company

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
1. Evolving Business Model	Keep abreast of new technological business developments that may affect the business model employed by the PLDT Group.	To manage risks related to new technologies, changes in consumer behavior and service substitution.



2. Market Dynamics	Strengthen business analytics, adjust pricing strategies and enhance customer service.	To manage risks related to competition, margin erosion and market saturation.
3. Regulatory Developments	Closely manage the regulatory environment and continuously update compliance functions.	To manage risks related to regulatory developments.
4. Fast Pace of Technological Change	Continuously monitor new technologies and review of the organization's technological architecture.	To ensure the capability and capacity of the Group's technological architecture to support new products and services that address new markets and needs.
5. Potential Points of Failure in Network and IT Systems	Continuously review the capacity and capability of the PLDT Group's network and IT systems quality and reliability.	To enhance the ability of our network to support customer usage, in particular in relation to the anticipated surge in demand for mobile data. In addition, this policy ensures the ability of the PLDT Group's IT systems to continuously support operations.
6. Vendor-related Issues	Follow a multi-vendor strategy, as well as the implementation of a Vendor Accreditation Process by the Vendor Management Office.	To protect the PLDT Group from over-dependency on a particular vendor.
7. Hazards	Develop and implement business continuity plans. Management policies also acknowledge the important role of insurance in protecting the PLDT Group from losses resulting from hazardous events.	To ensure that the PLDT Group is protected from losses resulting from hazards such as fire, typhoon, flood, earthquake, etc.
8. People	Take a proactive approach toward talent recruitment, talent retention, talent development and succession planning.	To manage manpower and talent requirements.
9. Information Security and Privacy	Thoroughly implement regulations and guidelines related to information security and privacy.	To mitigate the Company's risk from breach of confidentiality, system viruses and information theft.
10. Lack of New Growth Areas	Continuously monitor investment opportunities. Policies also dictate the need for stringent due diligence in relation to investments the PLDT Group is interested in making.	To increase the likelihood of making value enhancing investments, to manage investments effectively so that they produce expected rate of return.

**(b) Group<sup>55</sup>**

Give a general description of the Group's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
1. Evolving Business Model	Same as the corresponding entry in the preceding table ( <i>Item F.2.a</i> )	Same as the corresponding entry in the preceding table ( <i>Item F.2.a</i> )
2. Market Dynamics	- same as above-	- same as above-
3. Regulatory Developments	- same as above-	- same as above-
4. Fast Pace of Technological Change	- same as above-	- same as above-
5. Potential Points of Failure in Network and IT Systems	- same as above-	- same as above-
6. Vendor-related	- same as above-	- same as above-

<sup>55</sup> The PLDT Group adopted and implements a Group-wide approach to enterprise risk management.

Issues		
7. Hazards	- same as above-	- same as above-
8. People	- same as above-	- same as above-
9. Information Security and Privacy	- same as above-	- same as above-
10. Lack of New Growth Areas	- same as above-	- same as above-

**(c) Minority Shareholders**

**Indicate the principal risk of the exercise of controlling shareholders' voting power.**

There is a risk that the groups of shareholders which hold a significant number of the Company's outstanding shares with voting rights may not act in the interest of other shareholders or stakeholders of the Company. This risk is managed by the Company through compliance with laws and regulations that protect minority shareholders; oversight of the Board and Board Committees, whose independence is underscored by the involvement of Independent Directors; and the implementation of Company policies intended to protect the rights of minority shareholders, including the *PLDT CG Manual*, *Conflict of Interest Policy* and *RPT Guidelines*.

**3) Control System Set Up**

**(a) Company**

**Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:**

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Strategic, Operational, Financial and Compliance Risks	The Enterprise Risk Management (ERM) Framework adopted by the PLDT Group is based on the principles and framework promulgated by the Committee of Sponsoring Organization of the Treadway Commission (COSO). Definitions used to standardize the process are likewise based on documents published by COSO. Among the definitions used are those pertaining to "Enterprise Risk Management" and "Risk". The ERM process used by the Group Enterprise Risk Management Department is based on the ISO 31000 standard on risk management.	The ERM Framework adopted by the PLDT Group requires all its members, including PLDT, to select and implement a treatment strategy to address high-priority risks. Suitable risk treatment strategies and action plans are developed by operational units. The risk owner shall be responsible for coordinating and engaging the different teams involved in the implementation of the strategies and action plans. Appropriate resources are then made available to ensure these plans are implemented effectively.  The proper implementation of treatment strategies are documented creating an audit trail for periodic audits by Internal Audit and/or external auditors to test compliance with agreed upon policies and strategies.

**(b) Group<sup>56</sup>**

**Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:**

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Strategic, Operational, Financial and Compliance Risks	The Enterprise Risk Management (ERM) framework adopted by the PLDT Group is based on the principles and framework promulgated by the Committee of Sponsoring Organization of the Treadway Commission (COSO). Definitions used to standardize the process are likewise based on documents	The ERM Framework adopted by the PLDT Group requires all its members to select and implement a treatment strategy to address high-priority risks. Suitable risk treatment strategies and action plans are developed by operational units. The risk owner shall be responsible for coordinating and engaging the different teams involved in the implementation of the strategies and action plans. Appropriate resources are then made available to ensure these

<sup>56</sup> See footnote 55.

	published by COSO. Among the definitions used are those pertaining to “Enterprise Risk Management” and “Risk”. The ERM process used by the GRMD is based on the ISO 31000 standard on risk management.	plans are implemented effectively.  The proper implementation of treatment strategies are documented creating an audit trail for periodic audits by Internal Audit and/or external auditors to test compliance with agreed upon policies and strategies.
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**(c) Committee**

**Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions.<sup>57</sup>**

Committee/Unit	Control Mechanism	Details of its Functions
Audit Committee (AC)	Oversight at the Board level on the Company’s risk assessment and management policies and processes.	Assists the Board in fulfilling its oversight responsibilities for, among others, the Company’s assessment and management of enterprise risks.
Governance and Nomination Committee (GNC)	Oversight at the Board level on the Company’s development and implementation of corporate governance principles and policies.	Management of integrity risks and reputational risks related to unethical business and employee practices.
Group Enterprise Risk Management Department	Reports to the PLDT Audit Committee on a quarterly basis and to the PLDT Board of Directors on a semi-annual basis on developments with regards to the PLDT Group’s risk management activities. Discussion merits continuous evaluation of the effectiveness of the Company’s risk management practices.	Promulgates, encourages, and practices an integrated risk management framework for the organization, focusing on ensuring that critical risks are identified, evaluated, treated and monitored across all functions and units within the PLDT Group.
Internal Audit	Provides independent and objective assurance and consulting services based on approved risk-based audit plans.	Management of the evaluation of the effectiveness of risk management, control, and governance processes
Corporate Governance Office	Assists and reports to the Governance and Nomination (GNC) regarding the development and implementation of corporate governance principles and policies, including the conduct of education & communication programs on corporate governance and implementation of the <i>Whistleblowing Policy</i> .	Assists and reports to the GNC on the management of integrity risks and reputational risks related to unethical business and employee practices.

## **G. INTERNAL AUDIT AND CONTROL**

### **1) Internal Control System**

**Disclose the following information pertaining to the internal control system of the company:**

- (a) Explain how the internal control system is defined for the company;**
- (b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;**
- (c) Period covered by the review;**
- (d) How often internal controls are reviewed and the directors’ criteria for assessing the effectiveness of the internal control system; and**
- (e) Where no review was conducted during the year, an explanation why not.**

The Company defines Internal Control, according to the COSO Framework (Committee of Sponsoring Organizations of the Treadway Commission’s “Internal Control–Integrated Framework”), as:

“a process, effected by the Company’s Board of Directors, Management and other personnel, designed to provide

<sup>57</sup> The committee and bodies of corporate governance enumerated above functionally report to the Board or Board Committees and provide control mechanisms at the entity-level and as part of the governance and oversight at the Board level. Control mechanisms are implemented at the operational level by operating units such as the Human Resources Group, Finance Group, Supply Chain, Asset Protection and Management Group, Business Continuity Committee, Integrated Revenue Management, Information Asset Protection and Assurance, and Regulatory Affairs and Policies.

reasonable assurance regarding the achievement of objectives in the following categories:

1. Effectiveness and efficiency of operations;
2. Reliability of financial reporting; and,
3. Compliance with applicable laws and regulations.”

Our Management is responsible for establishing and maintaining adequate internal controls. The Audit Committee of the Board of Directors assists the Board in fulfilling its oversight responsibilities for the Company’s system of internal controls.

In addition, starting with our annual report on Form 20-F for the year ended December 31, 2006 filed with the U.S. Securities and Exchange Commission (U.S. SEC), our Management is required to include annually its assessment of the effectiveness of our internal control over financial reporting (ICFR) in addition to the audited financial statements (FS) as at the end of the most recent fiscal year.

## 2) Internal Audit

### (a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/ Auditing Firm	Reporting process
<p>Per <i>PLDT Internal Audit (IA) Charter</i>:</p> <p>The role of the Internal Audit Organization is to determine whether PLDT’s structure of risk management, control, and governance processes, as designed and represented by Management, is adequate and functioning.</p>	<p>Per <i>PLDT IA Charter</i>:</p> <p>The mission of the PLDT Internal Audit Organization is to provide independent, objective assurance and consulting services designed to add value and improve PLDT’s operations, and to help PLDT accomplish its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.</p>	In-house IA function	Jun R. Florencio, (Chief Audit Executive or CAE)	Functionally to the Audit Committee, and administratively to the President and CEO

### (b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee?

In accordance with Section 2.1 of the Schedule of the *Audit Committee Charter*, the Audit Committee reviews the appointment, removal and replacement of the Internal Audit Head/Chief Audit Officer who shall functionally report directly to the Committee, and ensures that the internal audit organization shall be free from interference by outside parties in the performance of its work.

The Chief Audit Executive or the head of the internal audit organization, together with other officers, is appointed by the Board of Directors during its Organizational Meeting immediately following the Annual Meeting of Stockholders.

### (c) Discuss the internal auditor’s reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel?

In accordance with Section 3.8 of the Schedule of the *Audit Committee Charter*, the Audit Committee meets to have separate sessions periodically, with Management, with the Internal Audit Head/Chief Audit Officer and with the External Auditor as the Committee may deem necessary to surface issues warranting the attention of the Committee.

*PLDT’s Internal Audit Charter*, in pertinent part, mandates that, to provide for the independence of the Internal Audit Organization, its personnel report to the Chief Audit Executive, who reports functionally to the Audit Committee and administratively to the President and Chief Executive Officer. The Chief Audit Executive and staff of the Internal Audit Organization are authorized to: (a) have unrestricted access to all functions, records, property, and personnel; (b) have full and free access to the Audit Committee; (c) allocate resources, set frequencies, select subjects, determine scopes of work,

and apply the techniques required to accomplish audit objectives; and (d) obtain the necessary assistance of personnel in units within PLDT where they perform audits, as well as other specialized services from within or outside PLDT.

**(d) Resignation, Re-assignment and Reasons**

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reason
2 auditors	Resignation
7 auditors	Manpower Rightsizing Program (MRP)
3 auditors	Transferred to other units / departments

**(e) Progress against Plans, Issues, Findings and Examination Trends**

State the internal audit's progress against plans, significant issues, significant findings and examination trends.

<b>Progress Against Plans</b>	<ul style="list-style-type: none"> <li>Activation / implementation of SAP's Audit Information System (AIS) Module (in coordination with Finance): Fully Implemented</li> <li>Roll-out of SOX 404 Readiness and Compliance in Digitel: Completed</li> </ul>
<b>Issues<sup>58</sup></b>	Overall, there are no significant issues based on the results of the reviews.
<b>Findings<sup>59</sup></b>	Overall, there are no significant findings based on the results of the reviews.
<b>Examination Trends</b>	Certain policies and procedures need updating to consider changes in processes or accountable units resulting from various reorganizations and realignment of functions within the Company.

[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

1. Preparation of an audit plan inclusive of a timeline and milestones;
2. Conduct of examination based on the plan;
3. Evaluation of the progress in the implementation of the plan;
4. Documentation of issues and findings as a result of the examination;
5. Determination of the pervasive issues and findings ("examination trends") based on single year result and/or year-to-year results;
6. Conduct of the foregoing procedures on a regular basis.]<sup>60</sup>

**(f) Audit Control Policies and Procedures**

Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column "Implementation."

Policies & Procedures	Implementation
Audit Planning and Risk Assessment Methodology	Fully Implemented
Audit Fieldwork and Working Paper Guidelines	Fully Implemented
Audit Reporting Guidelines	Fully Implemented
Audit Follow-up Guidelines	Fully Implemented
Quality Assurance and Improvement Program (QAIP)	Fully Implemented

<sup>58</sup> "Issues" are compliance matters that arise from adopting different interpretations. (ACGR footnote)

<sup>59</sup> "Findings" are those with concrete basis under the company's policies and rules. (ACGR footnote)

<sup>60</sup> This is an explanatory statement contained in the SEC-ACGR Form.

**(g) Mechanism and Safeguards**

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
<p>Internal Auditors:</p> <p>The following procedures are being done by IA to ensure its staff's independence and objectivity:</p> <ul style="list-style-type: none"> <li>• The IA Division Heads check the assigned auditor's independence from the internal client, area or function to be audited through the "Division Head Review Checklist for Audit Staffing" portion of the Audit Plan.</li> <li>• IA executives and staff accomplish and update, quarterly or as necessary, the Update Information and Declaration of Relatives form. This form indicates the employee's relative(s) in PLDT and its subsidiaries/affiliates, and is being used as references in assessing the auditor's independence.</li> <li>• IA executives and staff are given copies of the IA Code of Ethics. IA executives and staff issue, on an annual basis, their respective signed copies of their Statement of Commitment to the Code of Ethics expressing renewal of their commitment to uphold its principles and undertake its rules of conduct.</li> </ul>			
<p>External Auditors:</p> <p>The following are the Audit Committee's procedures for its evaluation of external auditor independence:</p> <ul style="list-style-type: none"> <li>• The Audit Committee, at least annually, evaluates all existing relationships between the external auditor and PLDT, including audit partner relationships that might affect the external auditor's ability to act objectively. Such matters are discussed and clarified with the external auditor prior to appointment/re-appointment.</li> <li>• The Audit Committee, at least annually, requests and evaluates: <ul style="list-style-type: none"> <li>a. Information from the external auditor regarding its policies and procedures for maintaining independence.</li> <li>b. Confirmation in the engagement letter that the external auditor's performance of the work will not impair independence</li> </ul> </li> </ul>	<p>The <i>Conflict of Interest Policy</i> protects the integrity of the Company's business transactions with all entities that it deals with. The policy provides that transactions which are or may have the potential of being deemed as Conflict of Interest transactions are discouraged and must be avoided. If such a conflict of interest transaction cannot be avoided, the conflicted person is required to submit a written disclosure of such conflict to a designated approving authority in order to ensure the transparency in such transaction. Secondly, the conflicted person is required to inhibit himself/herself from being involved at any stage of the transactional flow. Finally, the conflicted person is required to secure approvals from the designated approving authority in order that appropriate safeguards are put in place.</p> <p>Moreover, the Company has established counterparty limits in order to manage and control credit risk of the financial institutions. These limits are reviewed periodically based on latest available financial data on our counterparties' credit ratings, capitalization, asset quality and liquidity. The Company ensures that its outstanding deposits with any counterparty shall not exceed the assigned limit. In addition, the Company also limits outstanding deposits with any counterparty to a maximum of 15% of total investible funds. With these measures in place, funds are well distributed, and no bank will have more than 15% share of the Company's investible funds at any time.</p> <p>With respect to the financial analysts, including those from the rating agencies, they are covered by their own corporate governance rules that ensure their independence. In particular, analysts are not allowed to buy stocks that they cover.</p>		

**(h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.**

As required under *SEC CG Code* and SEC Memorandum Circular No. 3, Series of 2007, the Company's *Corporate Governance Compliance Report* for 2012 was signed by the Chief Governance Officer (as the Company's compliance officer) and countersigned by the President & CEO. If so required under any rule or regulation amending or replacing said Circular, the Chairman and the President & CEO will attest to the said Compliance Report. The *PLDT CG Manual*, which adopted substantially all of the provisions of the *SEC CG Code*, the *PLDT Code of Ethics* and other implementing policies which contain the respective duties of the directors, officers and employees have been disseminated to them and the Company implements communication and education programs on corporate governance to enhance understanding of such duties and foster a culture of good governance and ethical business practices and conduct.

The statement of compliance in the aforementioned annual *Compliance Report* is disclosed in the *17-A Annual Report*. The aforementioned dissemination and communication and education programs, as well as relevant compliance mechanisms, are likewise disclosed in the Annual Report.

## H. ROLE OF STAKEHOLDERS

### 1) Disclose the company's policy and activities relative to the following:

The Company's policy on its engagement with its various stakeholders is embodied in the *PLDT Group's Corporate Social Responsibility (CSR) Statement*:

*At the PLDT Group of Companies, Corporate Social Responsibility is grounded on the belief that an integral part of its business is the imperative to help improve the overall well-being of the Filipino people. To achieve this goal, we will address proactively the interests of our various stakeholders. We believe that as we seek to enhance value for our shareholders, we have a responsibility to:*

- *Provide quality products and services for our customers*
- *Develop our employees*
- *Work with our suppliers and business partners in an ethical and mutually beneficial manner*
- *Care for the environment*
- *Improve our communities.*

*We are conscious about the proper management of our finite and fragile environment and are taking tangible measures to lessen our carbon footprint. We will continue to invest in technical business solutions that both cut our costs and help save the environment.*

*By succeeding as a corporation, we create wider opportunities for employment, entrepreneurship and the greater well-being of all Filipinos. We believe that as we help raise the overall economic welfare of the Filipino, we expand the market of our products and services. The creed of our business strategy is the desire to change lives for the better.*

The Company carries out this policy through specific implementing policies, guidelines and relevant programs and activities, as set forth below.

	Policy	Activities
Customers' welfare	<p>Our customers include residential customers, small and medium enterprises (SMEs) and corporate customers covering large companies, organizations and government.</p> <p>We strive to satisfy our customers' expectations and concerns regarding quality of service, pricing, application process, service provisioning process, repair and restoration service and the billing process. We continuously engage with our customers through various touchpoints and "<i>Voice of the Customer Programs</i>", through which we are able to know and understand our customers' communication products and service needs, address their concerns and identify areas where we could further enhance customer experience.</p>	<ul style="list-style-type: none"> <li>▪ Enhanced customer experience by upgrading the competencies and skills of customer service representatives; streamlining payment handling operations; and renovating business offices and payment centers.</li> <li>▪ New customer touch points were added through <i>InfoTouch</i> and an improved interactive voice response system (IVRS) to provide greater convenience to our customers.</li> <li>▪ Developed and promoted such products as: <i>PLDT KaAsenso Cyberya</i> ("<i>barya-barya surfing</i>"), an end-to-end business opportunity/solution for micro-entrepreneurs to enable them to provide the masses with conventional and accessible internet access; <i>PLDT Fibr &amp; Clickplay</i> which provides entertainment content via the country's fastest and most reliable broadband connection, in partnership with the Philippine's first online movie-streaming website <a href="http://Clickplay.ph">Clickplay.ph</a>; and <i>PLDT i-Gate</i> which provides dedicated bandwidth for businesses. See Annex C.H.1: "<i>Customer's Welfare</i>" hereto attached for further details on the activities undertaken by the Company for its customers.</li> </ul>
Supplier/contractor selection practice	<p>PLDT shall promote and implement standards of relationship with its suppliers that embody the principles of the <i>PLDT Code of Ethics</i> as well as the values of fairness, integrity, transparency and accountability.</p> <p>As of 2012, PLDT has about 1,500 active suppliers which</p>	<ul style="list-style-type: none"> <li>▪ Accreditation of suppliers conducted based on established standards.</li> <li>▪ Competitive bidding implemented as the primary mode for supplier selection</li> <li>▪ Adoption of relevant contract terms that confirm and guarantee supplier's agreement</li> </ul>



	<p>serve the requirements of the PLDT Group, ranging from capital expenditures to operating expenditure items, as well as services. The Company aspires to maintain mutually beneficial relationships only with suppliers that uphold PLDT's core values of fairness, accountability, integrity, and transparency in their own businesses. Pursuant to this, the Company's <i>Supplier/Contractor Relations Policy</i> ("<b>Supplier Relations Policy</b>") provides for the general principles to be followed in vendor selection. Suppliers must be accredited before they may engage in business with PLDT. Among the criteria for accreditation are financial capability, technical capability, compliance with applicable laws, including those pertaining to industrial relations, environment, health and safety and intellectual property rights. The Company's purchases, as a general rule, are made on the basis of competitive bidding of accredited and qualified suppliers, in accordance with the aforementioned policy.</p> <p>See:  <a href="http://www.pldt.com.ph/governance/about/Pages/Policies.aspx">http://www.pldt.com.ph/governance/about/Pages/Policies.aspx</a></p>	<p>to abide with laws, rules and PLDT standards relating to industrial relations obligations, environment, health and safety, intellectual property rights and other applicable laws</p> <ul style="list-style-type: none"> <li>▪ Communication of the Company's corporate governance policies to suppliers.</li> <li>▪ Regulation of gifts, entertainment and other forms of gratuities given by suppliers to PLDT employees and officers.</li> </ul>
Environ-mentally friendly value-chain	<p>The Company's policy on the environment is embodied in the <i>PLDT Group's Corporate Social Responsibility (CSR) Statement</i> which provides, in pertinent part, that we believe that as we seek to enhance value for our shareholders, we have a responsibility to, among others, care for the environment and improve our communities.</p> <p>We are conscious about the proper management of our finite and fragile environment and are taking tangible measures to lessen our carbon footprint. We will continue to invest in technical business solutions that both cut our costs and help save the environment.</p> <p>The Company implements this policy through various environmental and community programs. It also has an Environmental, Health and Safety Committee which ensures adherence of the Company's environmental programs to government regulatory requirements and the establishment and implementation of programs for the conservation of energy and water.</p>	<ul style="list-style-type: none"> <li>▪ <i>Balik Baterya</i> Program in partnership with PBSP and Motolite which promotes recycling of used lead-acid batteries (ULAB) and proper disposal of hazardous waste from batteries.</li> <li>▪ PLDT <i>TELEpuno</i> tree-planting</li> <li>▪ PLDT's 66K M.V.P. (Movement for Volunteerism and Partnership) Trees environmental greening project</li> <li>▪ Tree-planting project in Cebu Hillylands</li> <li>▪ Mangrove planting in Iloilo</li> <li>▪ Earth Day celebration's eLakad (ecological Lakad) fun walk</li> <li>▪ River Clean-up and Mangrove Reforestation in Iloilo City</li> <li>▪ "Shore it Up: Rescue, Restore, Revive" environmental awareness program</li> <li>▪ The 1<sup>st</sup> Philippine International River Summit</li> </ul> <p>See <i>Annex C.H.1: "Environmentally Friendly Value Chain"</i> hereto attached for more details on the Company's environmental programs and activities.</p>
Community Interaction	<p>PLDT operates in communities all over the Philippines, which include local residents, non-governmental organizations and other sectors in the said communities, and is aware that these communities are concerned about PLDT's products and services and how they are affected by the operations of the Company. As a telecommunications provider, PLDT provides products and services that connect people and enable them to manage the constraints of time and place more efficiently. As a corporation, PLDT creates wider opportunities for employment, entrepreneurship and greater well-being. As a corporate citizen, PLDT engages with the communities, including the sectors directly affected by its operations, through CSR projects in education, health, community, environment, livelihood development, youth development and sports, and disaster relief operations.</p>	<ol style="list-style-type: none"> <li>1. Education and Arts <ul style="list-style-type: none"> <li>▪ PLDT Infoteach Outreach Program</li> <li>▪ Teachers Development Programs</li> <li>▪ eLearning Ville Program</li> <li>▪ Philippine Digital Literacy for Women</li> <li>▪ Balik Eskwela Project</li> <li>▪ Sining Buhay Para sa Kalikasan: a collage art-making project</li> <li>▪ Donation of personal computers</li> <li>▪ PLDT-Motolite-PBSP <i>Balik Baterya</i> Program</li> </ul> </li> <li>2. Health <ul style="list-style-type: none"> <li>▪ PLDT medical and dental missions</li> <li>▪ Bloodletting project</li> <li>▪ Feeding program</li> </ul> </li> <li>3. Livelihood <ul style="list-style-type: none"> <li>▪ Donation of old telephone directories</li> <li>▪ PLDT <i>TELEpuno</i> livelihood component</li> </ul> </li> </ol>



		<p>4. Emergency Response</p> <ul style="list-style-type: none"> <li>Relief operations, medical and dental missions, and feeding programs to calamity victims</li> </ul> <p>5. Other Community Activities</p> <ul style="list-style-type: none"> <li>Various outreach programs</li> <li>Community/religious events sponsorships</li> </ul> <p>See <i>Annex C.H.1 "Community Interaction"</i> hereto attached for more details on the Company's community interaction activities.</p>
Anti-corruption programmes and procedures	<p>The Company's policy against corruption and bribery is set forth in the <i>PLDT Code of Ethics</i>, and further reinforced in specific policies, such as the <i>Gifts Policy</i>, <i>Supplier Relations Policy</i> and <i>Corporate Governance Guidelines for Suppliers</i>, which likewise prohibit bribery involving third parties in business dealings with the Company. These policies are implemented through anti-corruption programs and measures such as internal controls, training and communication, the whistle blowing system, third party due diligence, and support for and participation in multisectoral anti-corruption initiatives to eliminate graft and corruption.</p>	<p>1. Continuing Corporate Governance Education and Communication</p> <ul style="list-style-type: none"> <li>Training and enhancement sessions on corporate governance, which includes anti-bribery and anti-corruption</li> <li>Communication initiatives: advisories and updates on corporate governance, newsletters, newsbriefs, posters, videos and other publications</li> </ul> <p>2. Compliance and Controls Monitoring</p> <ul style="list-style-type: none"> <li>PLDT's SOX 404 internal control systems; accounting and auditing controls</li> <li>Vendor accreditation and performance review</li> <li>Anti-bribery and corporate governance provisions in procurement contracts</li> <li>Guidelines on handling of donations</li> </ul> <p>3. Enforcement</p> <ul style="list-style-type: none"> <li>Implementation of the whistleblowing system</li> <li>Penalty of dismissal for bribery</li> </ul>
Safeguarding creditors' rights	<p>In accordance with the <i>PLDT Code of Ethics</i>, we protect the rights of our creditors by publicly disclosing all material information, such as earning results and risk exposures relating to loan covenants. Our disclosure controls and procedures also include periodic reports to our creditors such as our latest Certified Financial Statements, No Default Certification, and Certification on compliance with financial ratio limits.</p> <p>See:  <a href="http://www.pldt.com.ph/governance/about/Pages/HowWeEngageOurStakeholders.aspx">http://www.pldt.com.ph/governance/about/Pages/HowWeEngageOurStakeholders.aspx</a> </p>	<p>Full Financial Disclosures and Reports in SEC Form 17-A (Annual Report) and SEC Form 17-Q (Quarterly Report)</p>

**2) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?**

Yes, as presented in the Company's *2012 Annual Report*. PLDT has incorporated its CSR report in its Annual Report while the PLDT-Smart Foundation (PSF) publishes its own annual report. PSF is one of the vehicles through which PLDT carries out its CSR strategy and activities.

See: *PLDT Group CSR Report* in pp. 21-25 of the *2012 Annual Report*

**3) Performance-enhancing mechanisms for employee participation.**

**(a) What are the company's policy for its employees' safety, health, and welfare?**

Our employees have a broad range of concerns which includes working conditions, skills training, career opportunities, health and safety, and work-life balance. The Company ensures that its employees are provided relevant training programs suited to their needs. Dedicated staff and facilities are made available for the training and development programs of the Company.

The Company organizes programs that support the well-being of employees, allows them to participate in PLDT's CSR activities and obtains their feedback on company concerns. In accordance with the *PLDT Personnel Manual*, the Company

provides medical benefits for our employees, which include hospitalization, doctor consultation, medicines and laboratory tests. The Company monitors and submits reports on employee health and safety in accordance with applicable regulations.

**(b) Show data relating to health, safety and welfare of its employees.**

For safety:

The Environmental, Health and Safety (EHS) programs being implemented by the Company resulted to an accumulation of more than 17,500,000 safe man-hours to date from January 2012 without lost time accidents.

For health and welfare:

The Company shoulders the medical cost for employees who become ill, inclusive of medicines, hospital confinements and post-operative rehabilitation. Part of the preventive medical approach is to subject employees to Annual Physical Examination (92% compliance rate in 2012). Continuous medical education fora are being conducted monthly to address common health issues such as diabetes, hypertension, and cardio-pulmonary disease (131 conducted in 2012).

The Company ensures that work-life balance is achieved by promoting sports and recreation programs with 28 various events (basketball, bowling, family fun day, volleyball, etc.) that covered and engaged 90% of employees for 2012. Likewise, the Company aims to empower its employees by providing them livelihood workshops and seminars (candle making, food processing, etc.) to engage them in productive activities that are potential for family income augmentation.

We file with the Bureau of Working Conditions of the Department of Labor and Employment the following: (a) Annual Medical Report; (b) Annual Work Accident/Illness Exposure Data Report; and (c) Report on Health and Safety Organization. These reports contain data such as preventive/emergency occupational health services, summary report of diseases, report of immunization program, health education and counseling services, hazards in the workplace, work-related injuries (disabling and non-disabling), and occupational safety and health programs undertaken by the Company.

**(c) State the company's training and development programmes for its employees. Show the data.**

PLDT has an established Training and Development program for all its employees covering behavioral, business skills, telecoms and IP technology, business systems as well as supervisory and leadership training. Annually, it trains its employees on various courses covering the different course categories earlier mentioned. It operates a Telecommunications Training and Education Center (TelTEC) at its Innolab Building in Mandaluyong City where most of the trainings are delivered, and also conducts trainings in its regional offices. TelTEC houses a good number of standard training rooms and technical training laboratories, a well-equipped corporate library, as well as dorm facilities that are being used by employees for training and development activities.

In 2012, PLDT's Training Development and Career Center produced 18,118 classroom training graduates and 1,076 computer-based training graduates. Total employees trained numbered 5,861 (89% of total employee population). Training is delivered by around 32 full time trainers and more than 100 training resource persons coming from line, as well as training service providers from outside PLDT.

**(d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.**

The PLDT Group's compensation philosophy establishes the guiding principles for the compensation plan of each company under the PLDT Group, and has the following major principles and objectives:

- The primary aim is to attract and retain quality employees.
- *Pay for Position*: incorporates pay for the importance of the position with respect to the internal organization and considers the external market covering the pay practices of competitors and other comparator companies.
- *Pay for Performance*:
  - incorporates pay for performance focusing on Company, team, and individual performance to help achieve business objectives;
  - Pay for Performance is to be given more weight and importance than other pay components;
  - provides for long term incentives through stock options to promote an ownership mindset. Long-term incentives shall include home mortgage plans, shadow (phantom) stock plans and other forms of Golden Handcuffs for better performers; and
  - provides for short term incentives through variable pay to reward individual and team performance that contribute to the achievement of corporate goals and objectives. Short-term incentives shall include sales incentives and non-cash recognition awards.
- *Pay for Person*: incorporates pay for competencies and skills of the individual that are valuable to the Company.
- The compensation philosophy should be communicated to all employees.

4) **What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behaviour? Explain how employees are protected from retaliation.**

Under the relevant Company's policies, employees may submit their complaints, including concerns, to the immediate Executive Head, the Human Resources Group (HR) or through the Company's whistleblowing system.

A. Immediate Executive Head

Upon receipt of complaint, the Executive Head shall issue a Notice To Explain (NTE) to the concerned employee/s. The Executive Head evaluates the employee's explanation and submits his recommendation to HR-Industry/Labor Relations. HR-Industry/Labor Relations validates the recommendation submitted to ensure that the administrative sanction to be applied is justified. For sanctions of less than 30 calendar days suspension or reprimand/final warning, HR-Industry/Labor Relations notifies the Executive Head to implement the recommendation. For sanctions of more than 30 days suspension or dismissal, HR-Industry/Labor Relations endorses the case to the Committee on Employee Discipline (CED). The CED deliberates and resolves the case. HR-Industry/Labor Relations thereafter notifies the Executive Head to implement the CED's decision and monitors compliance.

B. Human Resources Group

Upon receipt of complaint, HR-Industry/Labor Relations refers the matter to the appropriate investigating unit. The report on the investigation results is forwarded to the concerned Executive Head. The Executive Head handles the said report in the same manner as in the procedure for handling complaints submitted directly to him by employees, as described above.

C. Whistleblowing System

Upon receipt of a complaint through the whistleblowing reporting system, the Corporate Governance Office (CGO) conducts a preliminary evaluation of the complaint. Should the CGO find the complaint sufficient in form and substance, it shall refer the complaint to the appropriate investigating unit for handling and further investigation. The report on the investigation results is submitted to the CGO for monitoring and endorsement to the immediate Executive Head, or other appropriate authority, for the conduct of the due process procedures and the imposition of the appropriate sanction as may be warranted, in accordance with the abovementioned Company procedures. The CGO monitors the developments in the cases reported and ensures proper reporting to the Audit Committee and the Governance and Nomination Committee (GNC).

For complaints about violations of the *PLDT CG Manual*, the GNC, after proper investigation, notice and hearing, determines and recommends to the Chairman of the Board, the appropriate penalty for any such violation, subject to further review and approval by the Board. The Audit Committee is mandated to obtain and consider any reports and responses thereto submitted by the External Auditor as required in the applicable Auditing Standards, including reports related to detection of fraud and illegal acts, whether or not material, that involve Management or other employees who have a significant role in the Company's internal controls, and that cause a material misstatement of the financial statements.

In all processes and activities related to the handling of a report, complaint or disclosure under the *Whistleblowing Policy*, whether or not submitted anonymously, the identities of the whistleblower and witnesses are kept strictly confidential. Retaliation against a whistleblower or any witness to a case is prohibited and shall be dealt with by the Company.

## I. DISCLOSURE AND TRANSPARENCY

### 1) Ownership Structure

(a) Holding 5% shareholding or more

*Class of Shares: COMMON*

Shareholder	Number of Shares	Percent (to Class)	Beneficial Owner
Philippine Telecommunications Investment Corporation	26,034,263 <sup>61</sup>	12.05	Same as record owner
Metro Pacific Resources, Inc	21,556,676	9.98	Same as record owner
NTT Communications Corporation <sup>62</sup>	12,633,487	5.85	(62)

<sup>61</sup> In addition to the 26,034,263 and 21,556,676 common shares owned of record respectively by PTIC and Metro Pacific Resources, Inc., or MPRI, both of which are Philippine affiliates of First Pacific Company Limited, or First Pacific, 7,653,703 ADS, whose underlying common shares represent approximately 3.54% of the outstanding common stock of PLDT, are owned by non-Philippine wholly-owned subsidiaries 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 April 30, 2013.

<sup>62</sup> Based on publicly available information, NTT Communications Corporation, or NTT Communications, is a wholly-owned subsidiary of Nippon Telegraph and Telephone Corporation, or NTT. Based on a certification signed by a duly authorized officer of NTT Communications, Mr. Jun Sawada is authorized to execute for and on behalf of NTT Communications, endorsements, transfers and other matters relating to the PLDT shares of common

NTT DOCOMO, Inc	22,796,902 <sup>63</sup>	10.55	(64)
JG Summit Group <sup>65</sup>	17,305,625	8.01	(65)
PCD Nominee Corporation <sup>66</sup>	76,356,963	35.34	(66)
J.P. Morgan Asset Holdings (HK) Limited <sup>67</sup>	45,185,307	20.91	(67)

*Class of Shares: VOTING PREFERRED*

Shareholder	Number of Shares	Percent	Beneficial Owner
BTF Holdings, Inc. <sup>68</sup>	150,000,000	100	Same as record owner

*Class of Shares: NON-VOTING SERIAL PREFERRED (SERIES IV CUMULATIVE NON-CONVERTIBLE)*

Shareholder	Number of Shares	Percent	Beneficial Owner
RCBC Trust Account No. 75044-2	300,000,000	100	PLDT Beneficial Trust Fund

Name of Senior Management	Number of Direct Shares (Common)	Number of Indirect shares / Through (name of record owner)	% of Capital Stock	
			% of Common Capital Stock	% of Total Outstanding Capital Stock
Napoleon L. Nazareno	6,427	13,500/PCD Nominee Corp.	0.009223	0.002992
Ernesto R. Alberto	--	--	--	--
Rene G. Bañez	1	--	0.000000	0.000000
Alejandro O. Caeg	--	200/PCD Nominee Corp.	0.000093	0.000030
Anabelle L. Chua	11,258	820/PCD Nominee Corp.	0.005590	0.001813
Ray C. Espinosa	13,043	5,700/PCD Nominee Corp.	0.008675	0.002814
Jun R. Florencio	15	500/PCD Nominee Corp	0.000238	0.000077
Menardo G. Jimenez, Jr.	22	--	0.000010	0.000003

stock held by NTT Communications

<sup>63</sup> In addition to the 22,796,902 common shares owned on record by NTT DOCOMO, NTT DOCOMO also owns 8,533,253 ADSs whose underlying common shares represent approximately 3.95% of the outstanding common stock of PLDT. The common shares and the underlying common shares of the ADS owned by NTT DOCOMO collectively represent 14.50% of the outstanding common stock of PLDT as of the April 30, 2013.

<sup>64</sup> In publicly available reports filed by NTT Communications and NTT DOCOMO, it is stated that because of NTT's ownership of all the outstanding capital stock of NTT Communications and a majority of the common stock of NTT DOCOMO, NTT, NTT Communications and NTT DOCOMO may be considered to constitute a "group" within the meaning of Rule 18.1(5)(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 April 30, 2013.

<sup>65</sup> The total shareholdings of JG Summit Group is 17,305,625, of which 17,208,753 shares are beneficially owned by JG Summit Holdings, Inc. (JGS), 86,723 shares are beneficially owned by Express Holdings, Inc., 10,148 shares are beneficially owned by Ms. Elizabeth Yu Gokongwei and 1 share is beneficially owned by Mr. James L. Go, all held on record by PCD Nominee Corporation, collectively representing 8.01% of the outstanding common stock of PLDT as of the April 30, 2013.

<sup>66</sup> PCD Nominee Corporation, or PCD, is the registered owner of shares held by participants in the Philippine Depository and Trust Co., or PDTC, a private company organized to implement an automated book entry system of handling securities transactions in the Philippines.

This account also includes 17,305,625 shares beneficially owned by JG Summit Group. Please refer to footnote 66.

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 for the JG Summit Group as provided above and The Hongkong and Shanghai Banking Corp. Ltd.-Clients, which owned approximately 13.91% 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 Corp. Ltd.-Clients owned more than 5% of PLDT's outstanding common stock as of April 30, 2013.

<sup>67</sup> JPMorgan Asset Holdings (HK) Limited holds shares as nominee of JPMorgan Chase Bank, successor depository under the Common Stock Deposit Agreement, dated October 14, 1994, as amended on February 10, 2003, between JPMorgan Chase Bank and the holders of ADRs, evidencing ADSs, representing shares of common stock of PLDT (the "Deposit Agreement"). Under the Deposit Agreement, if the depository does not receive voting instructions from a holder of ADRs, such holder will be deemed to have instructed the depository to provide a discretionary proxy to a person designated by PLDT for the purpose of exercising the voting rights pertaining to the shares of common stock underlying the ADS of such holder of ADRs, except that no discretionary proxy will be given with respect to any matter as to which substantial opposition exists or which materially and adversely affects the rights of the holders of such ADRs.

This account also includes 8,533,253 shares of PLDT common stock underlying ADS beneficially owned by NTT DOCOMO, 7,653,703 shares of PLDT common stock underlying ADS beneficially owned by non-Philippine wholly-owned subsidiaries of First Pacific.

<sup>68</sup> A wholly-owned company of the Board of Trustees for the Account of the Beneficial Trust Fund Created Pursuant to the Benefit Plan of PLDT Co. or PLDT BTF.

Claro Carmelo P. Ramirez	11,500	--	0.005323	0.001727
Ma. Lourdes C. Rausa-Chan	39	660/PCD Nominee Corp.	0.000324	0.000105
<b>TOTAL</b>	<b>42,305</b>	<b>21,380</b>	<b>0.029476</b>	<b>0.009561</b>

**2) Does the Annual Report disclose the following: Yes.**

**Should the Annual Report not disclose any of the above, please indicate the reason for the non-disclosure.**

Key risks	Yes <sup>69</sup>
Corporate objectives	Yes <sup>70</sup>
Financial performance indicators	Yes <sup>71</sup>
Non-financial performance indicators	Yes <sup>72</sup>
Dividend policy	Yes <sup>73</sup>
Details of whistle-blowing policy	Yes <sup>74</sup>
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes <sup>75</sup>
Training and/or continuing education programme attended by each director/ commissioner	Yes <sup>76</sup>
Number of board of directors/commissioners meetings held during the year	Yes <sup>77</sup>
Attendance details of each director/ commissioner in respect of meetings held	Yes <sup>78</sup>
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes <sup>79</sup>

PLDT's Annual Reports for 2012 are posted at the following links:

17-A Annual Report: [http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Form%2017-A\\_FINAL.pdf](http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Form%2017-A_FINAL.pdf)

20-F Annual Report: [http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Form%2020-F\\_FINAL.pdf](http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Form%2020-F_FINAL.pdf)

2012 Annual Report:

Main Section: <http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Annual%20Report%20-%20Main%20Section.pdf>

Financial Section: <http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Annual%20Report%20-%20Financial%20Section.pdf>

**3) External Auditor's fee**

Name of auditor	Audit Fee	Non-audit Fee
SGV & Co. <sup>80</sup>	Php 44M	Php 17M

**4) Medium of Communication**

**List down the mode/s of communication that the company is using for disseminating information.**

For Shareholders/Investing Public:

- Disclosure and filings: submissions to the SEC, United States Securities and Exchange Commission, PSE and New York Stock Exchange of disclosures of material events and transactions and of financial reports in accordance with the applicable laws and regulations
- Annual report: annual compilation primarily of the Company's financial and operating results, industry outlook, corporate and CSR milestones, corporate governance report, enterprise risk management, board of directors and key

<sup>69</sup> See: 17-A Annual Report, pp. 111 to 124

<sup>70</sup> See: 17-A Annual Report, p. 6

<sup>71</sup> See: 17-A Annual Report, pp. 50-54

<sup>72</sup> See: 17-A Annual Report, pp. 50-54, 111-124

<sup>73</sup> See: 17-A Annual Report, p.49

<sup>74</sup> See: 17-A Annual Report, pp.155-156

<sup>75</sup> See: 17-A Annual Report, pp. 125-133,135,137 and 138

<sup>76</sup> See: 17-A Annual Report, pp. 147, 156 – 157

<sup>77</sup> See: 17-A Annual Report, p.148

<sup>78</sup> See: 2012 Annual Report, p.28

<sup>79</sup> See: 17-A Annual Report, pp. 139-140

<sup>80</sup> See: 17-A Annual Report, Exhibit F-1 and p. 124

officers which are mailed to all stockholders, posted on the Company website, and filed with the PSE and NYSE, which in turn post it on their respective websites

- PLDT Company website
- Email: Investor Relations mailing list and mailbox
- Social Media: Company announcements of significant late-breaking news and features using Facebook, Twitter and Instagram
- Stockholders' Meeting: annual gathering of the Company's stockholders and stakeholders during which the Board of Directors reports on the year's financial and operating results and industry outlook
- Investors/Analyst Briefings: presentations at hotel for Half and Full Year Financial and Operating Results; conference calls for Quarterly Financial and Operating Results; announcement of important transactions; individual scheduled calls with Management
- One-on-one meetings with the investing community (investors, buy side and sell side analysts, and credit ratings agency analysts) whether via company visits, participation in investor conferences, or non-deal roadshows
- Press Conferences/Briefings: quarterly reports of the Company's financial and operating results to the telco press

For Employees:

- ACC:ESS magazine: the Company's official monthly publication featuring various significant corporate news, cutting-edge products and services as well as Company events, awards and recognitions
- ACC:ESS Lite: an online version of ACC:ESS magazine featuring late-breaking news, major Company events and awards and undertakings
- PLDT Media E-Mail Blasts: urgent corporate announcements for employees sent via e-mail
- Daily News Clippings: daily round-up of Company news and events and significant breakthroughs and industry news

#### 5) Date of release of audited financial report:

March 7, 2013 (2012 Audited Financial Statements)

#### 6) Company Website

**Does the company have a website disclosing up-to-date information about the following?**

**Should any of the foregoing information be not disclosed, please indicate the reason thereto.**

Business operations	Yes <sup>81</sup>
Financial statements/reports (current and prior years)	Yes <sup>82</sup>
Materials provided in briefings to analysts and media	Yes <sup>83</sup>
Shareholding structure	Yes <sup>84</sup>
Group corporate structure	Yes <sup>85</sup>
Downloadable annual report	Yes <sup>86</sup>
Notice of AGM and/or EGM	Yes <sup>87</sup>
Company's constitution (company's by-laws, memorandum and articles of association)	Yes <sup>88</sup>

#### 7) Disclosure of RPT

**When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?**

PLDT's *Guidelines on the Proper Handling of Related Party Transactions* (the "**RPT Guidelines**")<sup>89</sup> provides the process of review, approval and disclosure of the Company's RPTs. Guided by PAS 24, RPTs are reviewed and approved by appropriate authorities designated in the *RPT Guidelines*. The review determines whether an RPT meets the following standards: (1) the

<sup>81</sup> See: <http://www.pldt.com.ph/about/Pages/Businesses.aspx>

<sup>82</sup> See: <http://www.pldt.com.ph/investor/Pages/Investor.aspx>

<sup>83</sup> See: <http://www.pldt.com.ph/investor/Pages/Investor.aspx>

<sup>84</sup> See: <http://www.pldt.com.ph/investor/Pages/SHAREHOLDERINFO.aspx> re: 100 Shareholders, Foreign Ownership Report and Public Ownership Report

<sup>85</sup> See: 17-A Annual Report, pp. 2-3, F10 to F15

<sup>86</sup> See: <http://www.pldt.com.ph/investor/Pages/AnnualReport.aspx>

<sup>87</sup> See: <http://www.pldt.com.ph/investor/Pages/Investor.aspx>

<sup>88</sup> See: <http://www.pldt.com.ph/investor/Pages/Investor.aspx>

<sup>89</sup> See: <http://www.pldt.com.ph/governance/about/Pages/EquitableTreatmentOfShareholders.aspx>

RPT is on arm's length terms; and (2) the RPT is in the best interest of PLDT and its stakeholders, as a whole, considering the relevant circumstances. Material RPTs are reviewed by the Audit Committee, which is composed entirely of Independent Directors, and approved by the Board. The Board of Directors may require that an RPT it has approved be submitted to the stockholders for consideration and ratification.

The Head of Financial Reporting and Controllershship Sector, in coordination with the Company's Disclosure Committee, shall be responsible for the disclosure of RPTs in the relevant financial reports of the Company as required under PAS 24 and other applicable disclosure requirements.

Summary of outstanding balances as at December 31, 2012 that had been entered into with related parties:

RPT	Relationship	Nature	Value (in Million Php)
MERALCO	Joint Ventures	Accrued expenses and other current liabilities	278
ACeS International Limited	Associate	Accrued expenses and other current liabilities	43
Asia Link B.V.	Major Stockholder	Accounts Payable	252
NTT World Engineering Marine Corporation	Major Stockholder	Accrued expenses and other current liabilities	29
NTT Communications	Major Stockholder	Accrued expenses and other current liabilities	18
NTT Worldwide Telecommunications Corporation	Major Stockholder	Accrued expenses and other current liabilities	2
NTT DOCOMO	Major Stockholder	Accrued expenses and other current liabilities	8
Malayan Insurance Co., Inc.	Common Director	Accrued expenses and other current liabilities	1
Various	Various	Trade and other receivables	244

Summary of transactions for the year ended December 31, 2012 that had been entered into with related parties:

RPT	Relationship	Nature	Value (in Million Php)
MERALCO	Joint Ventures	Repairs and maintenance Rent	3,096 250
ACeS International Limited	Associate	Cost of Sales	80
Asia Link B.V.	Major Stockholder	Professional and other contracted services	332
Malayan Insurance Co., Inc.	Common Director	Insurance and security services	234
NTT DOCOMO	Major Stockholder	Professional and other contracted services	56
NTT World Engineering Marine Corporation	Major Stockholder	Repairs and maintenance	32
NTT Worldwide Telecommunications Corporation	Major Stockholder	Selling and promotions	13
NTT Communications	Major Stockholder	Professional and other contracted services Rent	69 10
Various	Various	Revenues	224

A more detailed discussion is provided in the 17-A Annual Report under Item 12. *Certain Relationships and Related Party Transactions* (pp. 145-146) and Note 24 – *Related Party Transactions* (pp. F-113 to F-118).

## J. RIGHTS OF STOCKHOLDERS

### 1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

#### (a) Quorum

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

Quorum Required	Majority of the shares issued and outstanding and entitled to vote at the annual/special meeting, except as otherwise provided by law. ( <i>By-Laws</i> , Section 1, Article III)
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#### (b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

System Used	"One share, One vote" ( <i>By-Laws</i> , Section 3, Article III)
Description	Each stockholder is entitled to one vote for each share of stock held by him. For election of directors, cumulative voting applies. i.e., a stockholder may vote his shares for as many persons as there are directors to be elected, or cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or distribute such votes on the same principle among as many candidates as he shall think fit. ( <i>By-Laws</i> , Section 4, Article III)

#### (c) Stockholders' Rights

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

Stockholders' Rights under The Corporation Code	Stockholders' Rights <u>not</u> in The Corporation Code
<p><i>Rights Concerning Annual/Special Stockholders' Meeting:</i></p> <ol style="list-style-type: none"> <li>To be furnished with written notice of annual meetings at least two weeks prior to an annual meeting or one week prior to a special meeting, which notice must state the time and place of the meeting</li> </ol>	<p>The Company sends to its stockholders notice of annual meeting or special meeting at least 15 business days prior to the meeting. The notice contains not only the time and place thereof but also the agenda for the meeting, which includes each matter to be voted upon by the stockholders. In addition to the notice and agenda, the Company provides each stockholder with the Information Statement and Annual Report required under SRC Rule 20. These materials are also posted on PLDT's website at least 21 days prior to the meeting as soon as they have been cleared by the SEC.</p>
<ol style="list-style-type: none"> <li>To attend and vote in person or by proxy at stockholders meeting</li> <li>To elect and remove directors</li> <li>To request for voting by ballot for the purpose of electing directors</li> </ol>	<ul style="list-style-type: none"> <li>The Company implements voting by poll by means of written voting instructions which are validated, tabulated and cast (as opposed to by show of hands) in stockholders' meeting.</li> <li>The voting results on matters presented for stockholders' approval at the meeting are posted on the Company website immediately after the meeting.</li> </ul>
<ol style="list-style-type: none"> <li>To receive at the annual meeting a financial report of the operations of the corporation for the preceding year, which shall include financial statements, duly signed or certified by an independent certified public accountant</li> </ol>	<ul style="list-style-type: none"> <li>The Company sends to its stockholders its Annual Report containing the audited financial statements at least 15 business days prior to the annual meeting. The highlights of the financial report are included in the President's Report rendered during the meeting.</li> </ul>



<p>6. To approve certain corporate acts</p> <p>7. To petition for the calling of meeting of stockholders when for any cause there is no person authorized to call a meeting</p> <p><i>Other Rights</i></p> <p>8. To issuance of certificate of stock or other evidence of stock ownership and be registered as shareholder</p> <p>9. To receive dividends as may be declared by the board of directors out of unrestricted retained earnings</p> <p>10. To participate in the distribution of corporate assets upon dissolution</p> <p>11. To be furnished with the Company's most recent financial statements, upon written request.</p> <p>12. To inspect records of business transactions and minutes of any meeting, subject to refusal under the circumstances stated in Section 74 of the <i>Corporation Code</i> (such as when a stockholder is not acting in good faith or for a legitimate purpose).</p> <p>13. Preemptive right or right to subscribe to all issues or disposition of shares any class in proportion to their shareholdings, unless such right is denied in the Articles of Incorporation or an amendment thereto</p> <p>14. Appraisal right or the right of a dissenting stockholder to demand for the fair value of his shares in any of those instances provided in Section 81 of the <i>Corporation Code</i>.</p>	<ul style="list-style-type: none"> <li>Without need for any request, the Company sends to all its stockholders its financial statements, at least 15 business days prior to its annual meeting.</li> </ul>
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## Dividends

The Company pays final and interim cash dividends on common shares in such amount declared by the Board, and fixed cash dividends on preferred shares in such amount or rate and frequency provided in the terms and features of such preferred shares. PLDT's current dividend policy is to pay out 70% of its core earnings per share taking into consideration the interest of its shareholders as well as its working capital, capital expenditures and debt servicing requirements. The retention of earnings may be necessary to meet the funding requirements of its business expansion and development programs. However, in the event no investment opportunities arise, it may consider the option of returning additional cash to our shareholders in the form of special dividends put to the 30% balance of our core earnings or share buybacks. It was able to declare dividend payouts of approximately 100% of its core earnings for the six consecutive years from 2007 to 2012. The accumulated equity in the net earnings of our subsidiaries, which form part of our retained earnings, is not available for distribution unless realized in the form of dividends from such subsidiaries. Dividends are generally paid in Philippine pesos. In the case of shareholders residing outside the Philippines, PLDT's transfer agent in Manila, Philippines, which acts as the dividend-disbursing agent, converts the Philippine peso dividends into U.S. dollars at the prevailing exchange rates and remits the dollar dividends abroad, net of any applicable withholding tax.

### Common Stock

Declaration Date	Record Date	Payment Date
Mar 6, 2012	Mar 20, 2012	Apr 20, 2012
Aug 7, 2012	Aug 31, 2012	Sep 28, 2012

### Voting Preferred Stock

Declaration Date	Record Date	Payment Date
Dec 4, 2012	Dec 19, 2012	Jan 15, 2013

#### 10% Cumulative Convertible Preferred Stock

SIP Series	Declaration Date	Record Date	Payment Date
Series GG	Jan 31, 2012	Feb 29, 2012	Mar 30, 2012
Series HH	Mar 22, 2012	Apr 20, 2012	May 31, 2012
Series II	Mar 22, 2012	Apr 20, 2012	May 31, 2012

#### Series IV Cumulative Non-Convertible Preferred Stock

Declaration Date	Record Date	Payment Date
Jan 31, 2012	Feb 20, 2012	Mar 15, 2012
May 8, 2012	May 28, 2012	Jun 15, 2012
Aug 7, 2012	Aug 22, 2012	Sep 15, 2012
Nov 6, 2012	Nov 20, 2012	Dec 15, 2012

#### (d) Stockholders' Participation

1-7. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

Measures Adopted	Communication Procedure
<p>Posting and sending out of comprehensive Notice and Agenda of Annual Meeting of Stockholders and Information Statement</p> <p>See:  <i>PLDT's Notice, Agenda and Information Statement for the 2012 Annual Meeting ("AGM Notice, Agenda and Information Statement for 2012")</i>                      Posted at:  <a href="http://www.pldt.com.ph/investor/Documents/Information%20Statement2012%20(as%20of%205%203%2012)_irene_definitive_final.pdf">http://www.pldt.com.ph/investor/Documents/Information%20Statement2012%20(as%20of%205%203%2012)_irene_definitive_final.pdf</a></p> <p><i>Proxy Form for the 2012 Annual Meeting ("Proxy Form")</i>                      Posted at:  <a href="http://www.pldt.com.ph/investor/Documents/Proxy%20Form%20(as%20of%203%2026%2012)_final.pdf">http://www.pldt.com.ph/investor/Documents/Proxy%20Form%20(as%20of%203%2026%2012)_final.pdf</a></p>	<p>Written or printed notice of every annual stockholders' meeting, which notice shall state the date, time and place of the meeting and the purpose or purposes for which the meeting is called, shall be given by the Secretary or the by the Assistant Secretary to each stockholder. Such notice may be delivered to the stockholders personally, or enclosed in an envelope with the postage thereon fully prepaid, addressed to each stockholder at his or her last place of residence or business, and posted at a Post Office in the Philippines or in the United States of America. Such Notice must be made at least fifteen business days before the date fixed for the meeting. (By-Laws, Section 1, Article II)</p> <p>Copies of the Information Statement and Annual Report containing the information and disclosures prescribed in SRC Rule 20 are also sent to the stockholders together with the Notice and Agenda.</p>
<p>Disclosure of policy to encourage all shareholders to attend the Annual Meeting and to exercise their right to appoint a proxy in case they could not personally attend said meeting, as set forth in the <i>PLDT CG Manual</i> and which is implemented through the issuance of letters of the President and CEO to ADR and OTC stockholders and the Annual Meeting Notice and Agenda.</p>	<p>On top of sending out the Notice and Agenda, Information Statement and Annual Report as described above, the following are posted in the Company website and made publicly available through access of these links:</p> <ul style="list-style-type: none"> <li>• <i>PLDT CG Manual</i>, Sec. 3.2.b                      Posted at:  <a href="http://www.pldt.com.ph/governance/about/Documents/22336f71c88c495793d15575c2addffcpldtcorpgov_manual.pdf">http://www.pldt.com.ph/governance/about/Documents/22336f71c88c495793d15575c2addffcpldtcorpgov_manual.pdf</a></li> <li>• <i>Letter of the President to ADR holders</i>                      Posted at:  <a href="http://www.pldt.com.ph/investor/Documents/letter_ADR%20holders_Final_5.pdf">http://www.pldt.com.ph/investor/Documents/letter_ADR%20holders_Final_5.pdf</a></li> <li>• <i>Letter of the President to OTC holders</i>                      Posted at:  <a href="http://www.pldt.com.ph/investor/Documents/letter_OTC%20holders_Final_5%2002.pdf">http://www.pldt.com.ph/investor/Documents/letter_OTC%20holders_Final_5%2002.pdf</a></li> <li>• <i>AGM Notice, Agenda and Information Statement for 2012</i></li> </ul>

	<p>Posted at:  <a href="http://www.pldt.com.ph/investor/Documents/Information%20Statement2012%20(as%20of%205%203%2012)_iren_e_definitive_final.pdf">http://www.pldt.com.ph/investor/Documents/Information%20Statement2012%20(as%20of%205%203%2012)_iren_e_definitive_final.pdf</a></p>
Shareholders are given the opportunity to raise questions regarding each item of the agenda or express their views or comments on other matters during the Annual Meeting.	Questions may be asked from the floor and the Chairman, any director or responsible officer may respond to such questions or, as necessary or appropriate, the Chairman may refer the matter to the Board, Board Committee or Management for further consideration or resolution.
The <i>PLDT CG Manual</i> provides that stockholders may elevate their concerns relating to the business of the Company to the Corporate Secretary, Investor Relations Officer, Management or the Board.	Stockholders may write or call the relevant numbers indicated in the Annual Report and posted in PLDT's Company website.

**8. State the company policy of asking shareholders to actively participate in corporate decisions regarding:**

**a. Amendments to the company's constitution**

The Company complies with Sec. 16 of the *Corporation Code* which provides that any provision in the articles of incorporation may be amended by a majority vote of the board of directors and the vote or written assent of the stockholders representing at least 2/3 of the capital stock without prejudice to the appraisal right of dissenting stockholders. Accordingly, any proposed amendment to the *Articles of Incorporation* will be fully disclosed to the Company's shareholders through the Notice and Agenda and Information Statement for the stockholders' meeting in which such amendment will be presented for stockholders' approval. As a matter of policy, stockholders are encouraged to attend and vote their shares in stockholders meetings, personally or by proxy.

**b. Authorization of additional shares**

The Company complies with Sec. 38 of the *Corporation Code* which provides, among others, that no corporation shall increase its capital stock unless approved by a majority vote of the board of directors and approved by 2/3 of the outstanding capital stock at a stockholders' meeting duly called for the purpose. Accordingly, any increase in authorized capital stock and issuance of additional shares from such increase in authorized capital stock will be fully disclosed to the Company's shareholders through the Notice and Agenda and Information Statement for the stockholders' meeting in which such increase in capital stock and corresponding amendment to the *Articles of Incorporation* will be presented for stockholders' approval. As a matter of policy, stockholders are encouraged to attend and vote their shares in stockholders meetings, personally or by proxy.

**c. Transfer of all or substantially all assets, which in effect results in the sale of the company**

The Company complies with Sec. 40 of the *Corporation Code* which provides, among others, that a corporation may sell, lease, exchange, mortgage, pledge or otherwise dispose all or substantially all of its property and assets upon such terms and conditions and for such consideration as its board of directors may deem expedient, when authorized by at least 2/3 of the outstanding capital stock at a stockholders' meeting duly called for the purpose. Accordingly, any transfer of all or substantially all of the assets of the Company will be fully disclosed to the Company's shareholders through the Notice and Agenda and Information Statement for the stockholders' meeting in which any sale or transfer of all or substantially all of the assets of the Company will be presented for stockholders' approval. As a matter of policy, stockholders are encouraged to attend and vote their shares in stockholders meetings, personally or by proxy.

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

Yes, although the *By-Laws* and SRC Rule 20 only require 15 business days for giving out such notices.

- a. Date of sending out notices: May 14, 2012
- b. Date of the Annual/Special Stockholders' Meeting: June 14, 2012

Article II Section 1 of the *By-Laws*: Delivery or mailing of notice must be done at least fifteen (15) business days before the date fixed for the meeting and the statement of service of such delivery or mailing shall be entered upon the minutes of meeting and the said minutes as certified correct by the secretary of the meeting and attested by the chairman of the meeting shall be conclusive on the question of service.

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

In the Special Meeting of Stockholders held on March 22, 2012, the Chairman asked if there were any questions or matters which the stockholders wished to raise. However, no questions or matters were raised by the stockholders for discussion or clarification.

In the Annual Meeting of Stockholders held on June 14, 2012, some of the questions and answers are summarized below:

Question: What is the plan of PLDT with respect to the remaining Digitel shares which were not tendered during the tender offer? Will PLDT undertake another tender offer to acquire the remaining Digitel shares?

Answer: Digitel shares have been delisted from the PSE. Holders of Digitel shares who wish to dispose their shares will have to find a buyer and enter into a private sale and purchase agreement. PLDT will not conduct another tender offer but will discuss the possibility of purchasing the shares of those remaining Digitel stockholders who wish to dispose their shares.

Question: What does the Company plan to do with its negative working capital ratio, i.e. the Company's total current assets is only Php 75 billion while its total current liabilities is Php 121 billion?

Answer: The Company has declared and paid 100% of its core income as cash dividends in the last five years. The current liabilities include the cash dividend for the year, which has already been paid and if the cash dividend is excluded from the current liabilities, the result is a positive net working capital.

Question: A stockholder demanded for the refund/return of allegedly excessive/erroneous tax withheld from his dividends. He said that the Company applied the tax rate of 25% instead of 10% on the cash dividend payments to Filipino citizens.

Answer: The Company sent a letter to all stockholders requesting them to provide information on, among others, their citizenship and whether or not they are residents, etc. to determine the applicable withholding tax rate. The letter indicated that for those who did not respond, the maximum tax rate, which is 25% for individual stockholder, will be applied. Thus, if the stockholder (who raised this question) did not respond to the said letter, the 25% tax rate was applied on his dividends. However, the Company will assist him in working for the refund of the excess tax withheld.

Other questions pertaining to service provisioning, service restoration and promotional offers were immediately referred by the Chairman to the concerned Group Heads for resolution.

#### 11-23. Result of Annual/Special Stockholders' Meeting's Resolutions

March 22, 2012 Special Stockholders Meeting

Resolution	Approving	Dissenting	Abstaining
Amendments to the Seventh Article of the <i>Articles of Incorporation</i> consisting of the sub-classification of the authorized Preferred Capital Stock into: One Hundred Fifty Million (150,000,000) shares of the Voting Preferred Stock of the par value of One Peso (P1.00) each and Eight Hundred Seven Million Five Hundred Thousand (807,500,000) shares of Non-Voting Serial Preferred Stock of the par value of Ten Pesos (P10.00) each, and other conforming amendments as set out in Annex A attached to the Information Statement for the Special Meeting	465,461,459	9,300,974	909,970

June 14, 2012 Annual Meeting

Resolution	Approving	Dissenting	Abstaining
Approval of the audited financial statements for the fiscal year ending December 31, 2011 contained in the Company's 2011 Annual Report	187,644,696	30,175	405,780

Election of Directors (2012)	
Name of Director	Votes Received
Bienvenido F. Nebres	188,364,360
Pedro E. Roxas	188,692,343

Alfred V. Ty	189,165,519
Helen Y. Dee	185,152,259
Ray C. Espinosa	186,715,301
James L. Go	183,472,848
Setsuya Kimura	186,463,758
Napoleon L. Nazareno	187,811,908
Manuel V. Pangilinan	190,569,760
Hideaki Ozaki	186,373,571
Ma. Lourdes C. Rausa-Chan	187,222,582
Juan B. Santos	186,462,667
Tony Tan Caktiong	186,936,659

**24. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:**

June 14, 2012

See: PLDT Annual Stockholders Meeting: Summary of Attendance and Votes

Posted at: <http://www.pldt.com.ph/investor/Documents/summary%20of%20votes.pdf>  
<http://www.pldt.com.ph/investor/Pages/Investor.aspx>

**(e) Modifications**

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

None.

Modifications	Reason for Modification
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**(f) Stockholders' Attendance**

**(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:**

Type of Meeting	Names of Board members/Officers present	Date of Meeting	Voting Procedure (by poll, show of hands,	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	Bienvenido F. Nebres Pedro E. Roxas Alfred V. Ty Helen Y. Dee Ray C. Espinosa James L. Go Setsuya Kimura Napoleon L. Nazareno Manuel V. Pangilinan Hideaki Ozaki Ma. Lourdes C. Rausa-Chan Juan B. Santos Tony Tan Caktiong	Jun 14, 2012	By poll/proxy instruments with voting instructions	0.23% <sup>(90)</sup>	86.90% <sup>(90)</sup>	87.13% <sup>(90)</sup>
Special	Rev. Fr. Bienvenido F. Nebres Pedro E. Roxas Alfred V. Ty Helen Y. Dee Ray C. Espinosa	Mar 22, 2012	By poll/proxy instruments with voting instructions	0.081% <sup>(91)</sup>	92.40% <sup>(91)</sup>	92.48% <sup>(91)</sup>

<sup>90</sup> Based on Common Shares outstanding and entitled to vote as of record date.

<sup>91</sup> Based on Common and Preferred Shares outstanding and entitled to vote as of record date, since the Agenda pertained to amendment of the Articles of Incorporation.

	James L. Go Setsuya Kimura Napoleon L. Nazareno Manuel V. Pangilinan Hideaki Ozaki Ma. Lourdes C. Rausa-Chan Juan B. Santos Tony Tan Caktiong					
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**(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?**

The Company's electronic system for counting and tabulating votes has been reviewed and tested by an independent third party in accordance with the Philippine Standard on Related Services 4400 Agreed-Upon Procedures. The Corporate Secretary, assisted by the Stock Transfer Agent, counts and validates the votes.

**(iii) Do the company's common shares carry one vote for one share?**

**If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.**

Yes, shares of Common Stock carry one vote per share.

Shares of Voting Preferred Stock have voting rights at any meeting of the stockholders for the election of directors and for all other purposes, with one vote in respect of each share of Voting Preferred Stock.

Shares of Non-Voting Serial Preferred Stock have no voting rights except as otherwise provided by law. With respect to the corporate actions enumerated in Section 6 of the *Corporation Code*, each share of Non-Voting Serial Preferred Stock entitled to vote carries one vote.

See: *By-Laws*, Section 3, Article III; *17-A Annual Report*, p.141

**(g) Proxy Voting Policies**

**State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.**

	Company's Policies
Execution and acceptance of proxies	<p>The <i>Proxy Form</i> must be completed, signed and dated by the stockholder or his duly authorized representative and received by the office of the Corporate Secretary at least seven days before the day of the meeting. The <i>Proxy Form</i> is distributed to the stockholders together with the printed Notice and Agenda, Information Statement and Annual Report.</p> <p>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.</p> <p>If the shares of stock are owned in an "and/or" capacity, the proxy form must be signed by either one of the owners.</p> <p>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 <i>By-Laws</i>, constitutive documents or duly approved policies of such corporation, association, partnership or unincorporated entity, for such purpose.</p> <p>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.</p> <p>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.</p> <p>See: <i>By-Laws</i>, Section 3, Article III  <i>Proxy Form</i>, Items 3 (a), (b), (c), (d), (e) and (f)  <i>AGM Notice, Agenda and Information Statement for 2012</i> (which is distributed</p>

	to stockholders together with the <i>Proxy Form</i> )
Notary	Proxies need not be notarized. See: <i>Proxy Form, Item 3(a)</i> <i>AGM Notice, Agenda and Information Statement for 2012</i>
Submission of Proxy	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 seven days before the day of the meeting. See: <i>By-Laws, Section 3, Article III</i> <i>Proxy Form, Item 3 (a)</i> <i>AGM Notice, Agenda and Information Statement for 2012</i>
Several Proxies	Where the Company receives more than one (1) proxy from the stockholder and they are all undated, the postmark dates shall be considered. If the proxies are made on the same date, the one bearing the latest time of day of postmark is counted. If proxies are not mailed, then the time of their actual presentation is considered. That which is presented last will be recognized. Where the same stockholder gives two (2) or more proxies, the latest one given is to be deemed to revoke all former proxies. If a stockholder designates several proxies, the number of shares of stocks represented by each proxy should be specifically indicated in the proxy form. If the proxy forms do not indicate the number of shares, the total shareholdings of the stockholder shall be tallied and the balance thereof, if any, shall be allotted to the holder of the proxy form without the number of shares, If all the proxy forms are in blank, the stocks will be distributed equally among the proxies. (SRC Rule 20, Section 11)
Validity of Proxy	A proxy is valid for the meeting in respect of which it was issued, unless otherwise provided in the proxy. See: <i>By-Laws, Section 3, Article III</i>
Proxies executed abroad	Solicitation of proxies executed in the United States is done through a proxy solicitation firm. The cost and expenditures incidental to the proxy solicitation is borne by the Company. Proxies executed abroad need not be authenticated unless the Corporate Secretary so requests, on a case to case basis, to determine the authenticity of the signatures on the proxies or the due execution of the proxies.
Invalidated Proxy	An owner of shares of stock 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 shares, not later than 3 days before the day of the meeting. A proxy is also considered revoked if an individual stockholder attends the meeting in person and expresses his intention to vote in person. See: <i>Proxy Form, Item 4</i> <i>AGM Notice, Agenda and Information Statement for 2012</i>
Validation of Proxy	Validation of proxies shall be done at least five days before the day of the meeting by the Secretary or by a special committee of inspectors composed of the Secretary, Assistant Secretary, and a representative of the transfer agent of the corporation. The decision of the Secretary or the special committee of the inspectors, as the case may be, on the validity of proxies shall be final and binding until and unless set aside by a court of competent jurisdiction. See: <i>By-Laws, Section 3, Article III</i>
Violation of Proxy	Unless otherwise provided in the proxy, a proxy shall be valid only for the meeting in respect of which such proxy was issued. See: <i>By-Laws, Section 3, Article III</i>

**(h) Sending of Notices**

**State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.**

Policies	Procedure
The Company's policy is to send the notices for the Annual Stockholders' Meeting at least 15 business days prior to the fixed date of the meeting.	Written or printed notice of every annual stockholders' meeting, which notice shall set the date, time and place of the meeting and purpose or purposes for which the meeting is called, shall be given by the Secretary or by the Assistant Secretary to each stockholder. Such



	<p>notice may be delivered to the stockholders personally, or enclosed in an envelope with the postage thereon fully prepaid, addressed to each stockholder at his or her last known place of residence or business, and posted at a Post Office in the Philippines or in the United States of America.</p> <p>See: <i>By-Laws</i>, Section 1, Article II</p>
<p>The Company's policy is to send/deliver the notices for a special meeting at least 15 business days prior to the fixed date of the meeting and the statement of service by such delivery or mailing shall be entered upon the minutes of meeting and the said minutes as certified correct by the secretary of the meeting and attested by the chairman of the meeting shall be conclusive on the question.</p>	<p>Special meetings of the stockholders may be called at any time by the Chairman of the Board or 3 of the Directors or by any number of stockholders representing 2/3 of the subscribed capital stock. Notice in writing of such meeting, stating the date, time and place thereof, and the purpose or purposes for which the meeting is called, shall be given by the Secretary or by the Assistant Secretary or in case of his absence, inability, refusal or neglect to act, then by the President, Directors or stockholders calling the said meeting. Such notice may be delivered to the stockholders personally, or enclosed in an envelope with the postage thereon fully prepaid, addressed to each stockholder at his or her last known place of residence or business, and posted at a Post Office in the Philippines or in the United States of America.</p> <p>See: <i>By-Laws</i>, Section 2, Article II</p>

(i) **Definitive Information Statements and Management Report**

<p>Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials</p>	<p>March 22, 2012 Special Stockholders Meeting: 12,207 June 14, 2012 Annual Stockholders Meeting: 12,341</p>
<p>Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners</p>	<p>Philippines: March 22, 2012 Special Stockholders Meeting: February 7, 2012 June 14, 2012 Annual Stockholders Meeting: May 15, 2012 USA: <i>ADR Holders:</i> March 22, 2012 Special Stockholders Meeting: February 15, 2012 June 14, 2012 Annual Stockholders Meeting: May 18, 2012 <i>OTC Holders:</i> March 22, 2012 Special Stockholders Meeting: February 9, 2012 June 14, 2012 Annual Stockholders Meeting: May 23, 2012</p>
<p>Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders</p>	<p>Philippines: March 22, 2012 Special Stockholders Meeting: February 7, 2012 June 14, 2012 Annual Stockholders Meeting: May 15, 2012 USA: <i>ADR Holders:</i> March 22, 2012 Special Stockholders Meeting: February 15, 2012 June 14, 2012 Annual Stockholders Meeting: May 18, 2012 <i>OTC Holders:</i> March 22, 2012 Special Stockholders Meeting: February 9, 2012 June 14, 2012 Annual Stockholders Meeting: May 23, 2012</p>
<p>State whether CD format or hard copies were distributed</p>	<p>March 22, 2012 Special Stockholders Meeting: The Information Statement and <i>Proxy Form</i> were distributed to the stockholders in hard copies while the unaudited consolidated financial statements with Management Discussions and Analysis of Financial Condition and Results of Operations for the nine months ended September 30, 2011 under SEC form 17-Q ("Quarterly Report") were distributed to stockholders at the meeting in CD format.</p> <p>June 14, 2012 Annual Stockholders Meeting: The Information Statement, <i>Proxy Form</i> and 2012 Annual Report were distributed to stockholders in hard copies while the unaudited consolidated financial statements with Management Discussions and Analysis of Financial Condition and Results of Operations for the three months ended March 31, 2012 under SEC Form 17-Q ("Quarterly Report") were distributed to stockholders at the meeting in CD format.</p>



If yes, indicate whether requesting stockholders were provided hard copies	The Company was ready to provide a hard copy of the Quarterly Report, but no stockholder requested a hard copy of such report.
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**(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:**

Each resolution to be taken up deals with only one item.	Yes
Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	Yes
The auditors to be appointed or re-appointed.	No
An explanation of the dividend policy, if any dividend is to be declared.	Yes
The amount payable for final dividends.	Yes
Documents required for proxy vote.	Yes

**Should any of the foregoing information be not disclosed, please indicate the reason thereto.**

The appointment of independent auditors for the ensuing year was not disclosed in the June 14, 2012 Annual Stockholders Meeting since the said action is not among those to be taken up in the stockholders' meeting. However, the independent auditors serving in the preceding year and the process of appointment of independent auditors were disclosed in the Information Statement. Under Section 2, Article XII of the *By-Laws*, the Audit Committee shall appoint the independent auditors at its regular meeting immediately preceding the Annual Meeting of Stockholders.

**2) Treatment of Minority Stockholders**

**(a) State the company's policies with respect to the treatment of minority stockholders.**

Policies	Implementation
Shareholders shall have the right to nominate candidates directors, including independent directors, and the right to cumulative voting. See: <i>By-Laws</i> , Section 4, Article III and Section 7, Article V	The Company respects these shareholders rights which are measures intended to enable minority shareholder representation in the Board. See: <i>Proxy Form</i> <i>AGM Notice, Agenda and Information Statement for 2012</i>
The Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the Company. Stockholders should be encouraged to personally attend stockholders' meetings and they should be apprised ahead of time of their right to appoint a proxy in case they could not personally attend such meeting. The exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy should be resolved in the stockholder's favor, subject to the requirements of the applicable laws, regulations and the <i>By-Laws</i> . See: <i>PLDT CG Manual</i> , Sec. 3.2(b)	All stockholders, regardless of the size of their stockholdings, are encouraged to personally attend stockholders meetings. Aside from issuing a comprehensive Notice, Agenda and Information Statement with attached <i>Proxy Form</i> to all stockholders, PLDT's CEO writes to all ADR and OTC holders calling for their participation in such meetings and in case of inability to do so in person, to exercise their right to be represented and vote their shares, through a proxy. See: <i>PLDT CG Manual</i> , Sec. 3.2(b) <i>Letter of the President to ADR holders</i> <i>Letter of the President to OTC holders</i> <i>AGM Notice, Agenda and Information Statement for 2012</i>
The Board should take the appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders' participation in meetings, whether in person or by proxy. Relevant and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration or approval. See: <i>PLDT CG Manual</i> , Sec. 3.2(c)	All postage and courier fees for the delivery of the written notice to the Annual Stockholders' Meeting are fully prepaid by the Company. Likewise, the cost and expenditures incidental to the solicitation of proxies are borne by the Company. Documentary stamps due on executed proxies are also paid by the Company. See: <i>By-Laws</i> , Sections 1 and 2, Article II; <i>Proxy Form</i> (last sentence, Item no. 1, "General Information and Instructions") <i>AGM Notice, Agenda and Information Statement for 2012</i>
It is the duty of the Board to promote the rights of all stockholders, including the minority stockholders,	Stockholders who have matters for discussion or concerns directly relating to the business of the Company may initially

and facilitate the exercise thereof. Stockholders may seek redress for violation of their rights as such in accordance with applicable laws. See: <i>PLDT CG Manual</i> , Sec. 3.2(a)	elevate such matters or concerns to: (a) the Corporate Secretary; (b) the Investor Relations Officer; (c) Management; or (d) the Board. See: <i>PLDT CG Manual</i> , Sec. 3.2 (last paragraph)
The Board shall have such number of Independent Directors constituting at least twenty percent (20%) of the total membership of the Board, but which shall in no case be less than two (2).  The Board shall ensure that: (i) all of the members of the Audit Committee including the chairman thereof, shall be Independent Directors, (ii) at least a majority of the voting members of the Governance and Nomination Committee shall be Directors (one of whom must be an Independent Director); and (iii) at least a majority of the voting members of the Executive Compensation Committee shall be Directors (one of whom must be an Independent Director). See: <i>PLDT CG Manual</i> , Secs. 2.1.1(b) and 2.2(b)	The Company complies with the said policies which serve to protect the rights of minority stockholders through the increase in the quality of board oversight and decrease in the risks arising from conflicts of interest. Independent directors play an important role in the review and handling of conflicts of interest and related party transactions.  All members of the Audit Committee are independent directors and majority of the voting members of the Governance and Nomination Committee and Executive Compensation Committee are independent directors.

**(b) Do minority stockholders have a right to nominate candidates for board of directors?**

Yes. See *By-Laws*, Section 4, Article III and Section 7, Article V.

**K. INVESTORS RELATIONS PROGRAM**

**1) Discuss the company's external and internal communications policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.**

The Company's external and internal communications policies are reviewed on a regular basis by the Board of Directors and top management and then cascaded to Public Affairs Group and Center Heads, and thereafter to senior managers and managers for implementation, evaluation and assessment.

In accordance with the Company's Internal Disclosure Controls and Procedures, major company announcements are reviewed and approved by the Company's Disclosure Committee, which is composed of certain members of senior management, and by the Board of Directors or the Audit Committee, as applicable.

**2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.**

	Details
(1) Objectives	<ul style="list-style-type: none"> <li>To achieve optimum value for PLDT shares by making available to the investing community sufficient, timely and accurate information about the Company's financial and operating performance and its strategic direction</li> <li>To keep the lines of communication open with the investing community to be able to gather and address their feedback and concerns, and communicate these with senior management</li> </ul>
(2) Principles	PLDT's Investor Relations program is anchored on several principles, including: ensuring the timeliness, accuracy, and sufficiency of information; transparency; and accessibility to both senior management and information.
(3) Modes of Communications	Investor briefings, investor conferences, one-on-one meetings, and conference calls  See also the response under Item I.4 on <i>Medium of Communication</i> under <i>Disclosure and Transparency</i> .

(4) Investors Relations Officer	Melissa V. Vergel De Dios Head – PLDT Investor Relations Center 12/F Ramon Cojuangco Building, Makati Avenue, Makati City Telephone no.: (632) 816-8024 Facsimile: (632) 810-7138 Email address: <a href="mailto:PLDT_IR_Center@pldt.com.ph">PLDT_IR_Center@pldt.com.ph</a>
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**3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?**

**Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price.**

The Company complies with the documentary, substantive and procedural requirements under the *Corporation Code, Securities Regulation Code and its Implementing Rules and Regulations*, and rules and regulations of the SEC and PSE, regarding acquisition of corporate control in the capital markets, extraordinary transactions such as mergers, and sales of substantial portions of corporate assets. Such requirements include, without limitation, approvals by the Board of Directors and, as applicable, by the stockholders in meetings duly called and convened for such purposes, prompt, full and fair disclosure of the material terms thereof, conduct of a tender offer (in case of any acquisition of 35% or more of the equity shares of a public company or the acquisition of even less than 35% that would result in ownership of over 51% of the equity shares of a public company), and a fairness opinion from an independent financial adviser. It is also the Board's policy to create a Special Committee composed of independent directors that is authorized to independently review the terms and conditions of any acquisition of corporate control or extraordinary transaction, with the assistance of an independent financial adviser.

In 2012, the Company did not enter into and consummate any of the extraordinary transactions mentioned above. In 2011, PLDT's Board of Directors engaged ING Bank N.V. as PLDT's independent financial adviser in connection with the acquisition of 51.55% of the outstanding common shares of Digital Telecommunications Phils., Inc. (Digitel) from the JG Summit Holdings, Inc. Group, and CLSA Exchange Capital as PLDT's independent financial adviser in connection with the acquisition of the remaining 48.45% outstanding common shares of Digitel held by the public shareholders, pursuant to a mandatory tender offer.

**L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

**Discuss any initiative undertaken or proposed to be undertaken by the company.**

Guided by the view that business must have a social purpose, the PLDT Group took on various CSR initiatives to help our people improve their lives through disaster preparedness and response, sustainable livelihood, environmental protection, digital literacy, better quality education, and healthcare. Some of these initiatives are set forth in the following table.

Initiative	Beneficiary
<b>BRIDGE DURING DISASTERS:</b>  <i>Tulong Kapatid</i> : consolidated disaster preparedness and response effort of the Group	Communities in the provinces of Davao Oriental and Compostela Valley affected by <i>Typhoon Pablo</i> were recipients of food, water and relief goods.
<b>CREATING LIVELIHOOD, CARING FOR THE ENVIRONMENT:</b>  Assisted with training on vermin-compost production  Donation of 4 high-speed sewing machines  <i>TELEpuno</i> Tree-planting Project	Some of the 80 members of the farm organization <i>Kanlungan</i> received training which can be a source of income and low-cost organic fertilizers.  <i>KILOS</i> , a women's organization in Gumian, Infanta Quezon; the sewing machines were used to recycle plastic bags sold at the community market.  Project objective is to rehabilitate the Infanta-Real Watershed Forest Reserve, which provided, as a collateral effect, alternative livelihood project for partner communities in cooperation with the Philippine Business for Social Progress (PBSP).

<p>PLDT's 66K M.V.P. (Movement for Volunteerism and Partnership) Trees</p> <p>Construction of fish nursery and provision of 5,500 fries</p> <p>Support for the <i>Philippine International River Summit</i> in Iloilo City</p> <p><i>Balik Baterya</i> Program in partnership with PBSP and Motolite: donation of used lead-acid batteries (ULAB) for recycling</p> <p>Other livelihood programs: training in microbusiness such as selling PLDT-Smart cards, soap making and personal grooming services</p>	<p>An environmental greening project of PLDT and its affiliates which aims to plant 66,000 trees by July 14, 2013 in Benguet, Pampanga, Bulacan, Marikina, Iloilo, Cebu and Davao.</p> <p><i>Samahan ng Magbubukid at Mangingisda sa Barangay Cawayan</i>, a farmer organization which served as a partner in the fish production project</p> <p>The Summit which discussed ways of saving vital waterways from pollution complemented the ongoing project to develop a flood monitoring and water system in 18 of the country's major river basins, including the Municipality of Iloilo.</p> <p>Hazardous waste from batteries is disposed properly while generating funds through the production of new batteries. Funds generated in 2012 funded the restoration of 13 hectares of the Montalban-Wawa-Sub-Watersheds and helped build classrooms for Bangkerohan and Nenita Elementary Schools in Northern Samar.</p> <p>Poor communities in Muntinlupa and Malabon through the Catmon elementary School Parents and Teachers' Association, and typhoon victims in Quezon</p>
<p><b>LEADING IN DIGITAL LITERACY:</b></p> <p>PLDT Managers' Club-PSF's <i>Gabay Guro</i></p> <p><i>Infoteach</i>: a program to promote digital education, in collaboration with the Department of Education (DepEd), Intel Philippines, Philippine Community eCenter Network and UPOU</p> <p><i>Teacher Development Program</i>: a program which aims to upgrade teachers' skills and knowledge of science, math and language through enrolment at UPOU, in partnership with UPOU, DepEd and the Quezon province local government</p> <p><i>Paaralang Laan sa Dunong at Talino</i> in partnership with PBSP</p> <p>Donation of paint and school supplies and helped in the cleaning and gardening of elementary schools, for the <i>Balik Eskwela</i> Program</p>	<p>Provided scholarships to over 500 public school teachers in state universities and colleges all over the country</p> <p>Provided training to 1,000 teachers and students to promote digital education; extended its reach to include Marikina, Tondo, Isabela, Legaspi, Cebu, Iloilo, Bacolod, General Santos, Davao, and Zamboanga; offered its top teacher graduates scholarships to pursue advanced courses in UPOU</p> <p>Donated computers to 44 public schools in the Quezon Province.</p> <p>Donated a two-story building worth six classrooms and a computer laboratory at Catmon Elementary School in Malabanan that benefited 827 students. The program dubbed as <i>Paaralang Laan sa Dunong at Talino</i> was in partnership with PBSP.</p> <p>Putatan Elementary School in Muntinlupa, Catmann Elementary School in Malabon, and Luyang Elementary School in Cebu.</p>
<p><b>PROMOTING INNOVATION IN EDUCATION AND ARTS:</b></p> <p>Smart-PSF's promotion of the Dynamic Learning Program (DLP) in partnership with the Central Visayan Institute Foundation (CVIF)</p> <p><i>Sining Buhay Para sa Kalikasan</i>: a collage art-making workshop using recyclable materials in partnership with Earth Day Network Philippines (EDNP)</p>	<p>DLP, a leading method proven to significantly improve student performance despite lack of qualified teachers, textbooks and facilities, was brought to school divisions in Sagay City, Negros Oriental, Basilan and Lamitan.</p> <p>85 young budding artists from CRIBS Foundation, Persons with Disability - Valenzuela, Las Pinas, Makati, and Quezon City Chapters, and Smokey Mountain's <i>Sandiwaan</i> Learning Center, participated in the workshop.</p>

<p><b>BUILDING A HEALTHY NATION:</b></p> <p><i>Dugong Alay, Katumbas ay Buhay:</i> a bloodletting program In partnership with the Philippine Children's Medical Center (PCMC) and the Philippine National Red Cross,</p> <p>Feeding programs to promote good nutrition; and free medical and dental services and medicines to victims of calamities, poor communities and indigenous groups</p>	<p>Employees donated blood for the benefit of poor cancer patients from PCMC, as well as PLDT and Smart employees and their relatives.</p> <p>Poor families in urban communities and calamity areas, including Cebu City, Iloilo City, Zamboanga, Laguna, Pampanga, Quezon City, Cotabato and Bacolod City.</p>
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See Annex C.H.1: "Environmentally Friendly Value Chain" and "Community interaction" hereto attached for a list of CSR initiatives undertaken by the Company.

## M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
<b>Board of Directors</b>	<p>The Board conducts, at the end of each calendar year, an annual self-assessment to evaluate the performance of the Board as a whole, the Board Committees and individual directors. The process includes an evaluation of the performance of the CEO and Management. In addition, each Board Committee conducts an annual self-assessment of its performance. Members of the Board and the Board Committees accomplish their respective Self-Assessment Questionnaires for this purpose. Results of the assessment process are duly reported to the Board of Directors.</p> <p>The Board Self-Assessment Questionnaire contains criteria that are based on leading practices and principles on good governance.</p>	For the Board: Leadership, Roles and Responsibilities, Independence, Stewardship, Reporting and Disclosure, Shareholders' Benefits and Training
<b>Board Committees</b>		For the Board Committees: Performance, Compliance and Governance (in relation to their functions as stated in their respective Charters)
<b>Individual Directors</b>		For Individual Directors: Specific Duties and Responsibilities of a Director (including understanding of the Company's mission/ vision and values, independent judgment, and attendance and active participation at meetings.)
<b>CEO/President</b>		For the President & CEO: Leadership, Stewardship and Independence

See: <http://www.pldt.com.ph/governance/about/Pages/BoardActivities.aspx>

## N. INTERNAL BREACHES AND SANCTIONS

Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees

*The Chief Governance Officer shall be responsible for promptly reporting to the Chairman and the Governance and Nomination Committee any violation of the PLDT CG Manual. The Governance and Nomination Committee shall, after proper investigation, notice and hearing, determine and recommend to the Chairman of the Board the appropriate penalty for such violation, subject to further review and approval by the Board.*

Violations	Sanctions
<p>PLDT's Addendum to the Table of Penalties specifically includes this violation: "Acts or Omissions Violating the Company's Manual on Corporate Governance"</p> <p>Policy: PLDT Personnel Manual-Table of Penalties</p>	<p>The aforementioned violation/offense is penalized as follows:</p> <p>1<sup>st</sup> Offense – Reprimand;</p> <p>2<sup>nd</sup> Offense – Suspension (duration shall depend on gravity of the violation); and</p> <p>3<sup>rd</sup> offense – Removal from Office.</p>

See: PLDT CG Manual, Sec. 5.2; GNC Charter, Schedule, Sec. 2.6

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on June 26<sup>th</sup>, 2013.

#### SIGNATURES



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



**PEDRO E. ROXAS**  
Independent Director



**MA. LOURDES C. RAUSA-CHAN**  
Chief Governance Officer



**NAPOLEON L. NAZARENO**  
President & CEO



**ALFRED V. TY**  
Independent Director

**SUBSCRIBED AND SWORN** to before me this 26<sup>th</sup> day of June 2013, affiant(s) exhibiting to me their Passport Number, as follows:

NAME	PASSPORT NO.	DATE OF ISSUE	PLACE OF ISSUE
Manuel V. Pangilinan	EB0160000	April 28, 2010	DFA Manila
Napoleon L. Nazareno	EB0161908	April 28, 2010	DFA Manila
Pedro E. Roxas	EB0094507	April 13, 2010	DFA Manila
Alfred V. Ty	EB1198710	October 18, 2010	DFA Manila
Ma. Lourdes C. Rausa-Chan	EB3934720	October 24, 2011	DFA Manila



**KRISTIN BARBREA B. BELLO**  
Notary Public for the City of Makati  
Until December 31, 2013  
Appointment No. M-790

Roll of Attorneys No. 43081  
PTR O.R. NO. 3673447-01/07/13 Makati City  
IBP Lifetime Roll No. 07028-11/18/07  
9/F, MGO Bldg. Legazpi St. Legazpi VIII, Makati City, MM

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Book No. VI  
Series of 2013

**DEFINED TERMS**

The following terms are used in this Charter with the respective meanings ascribed to such terms below, unless the context otherwise requires:

<b>"17-A Annual Report"</b>	PLDT's 2012 Annual Report on Philippine SEC Form 17-A which includes Management's Discussion and Analysis of Financial Condition and Results of Operations and Audited Financial Statements
<b>"20-F Annual Report"</b>	PLDT's 2012 Annual Report on SEC Form 20-F pursuant to the U.S. Securities Exchange Act of 1934, as amended
<b>"2012 Annual Report"</b>	PLDT's glossy 2012 Annual Report for distribution to stockholders in connection with the 2013 Annual Stockholders' Meeting.
<b>"AC"</b>	PLDT's Audit Committee
<b>"AC Charter"</b>	PLDT's Audit Committee Charter
<b>"AGM Notice, Agenda and Information Statement for 2012"</b>	PLDT's Notice, Agenda and Information Statement for the 2012 Annual Meeting
<b>"Articles of Incorporation"</b>	PLDT's Articles of Incorporation
<b>"By-Laws"</b>	PLDT's By-Laws, as amended
<b>"Conflict of Interest Policy"</b>	PLDT's Conflict of Interest Policy
<b>"Corporation Code"</b>	Corporation Code of the Philippines
<b>"ECC"</b>	PLDT Executive Compensation Committee
<b>"ECC Charter"</b>	PLDT Executive Compensation Committee Charter
<b>"Gifts Policy"</b>	PLDT's Policy on Gifts, Entertainment and Sponsored Travel
<b>"GNC"</b>	PLDT Governance and Nomination Committee
<b>"GNC Charter"</b>	PLDT Governance and Nomination Committee Charter
<b>"Letter of the President to ADR holders"</b>	Letter of the President to ADR holders for the 2012 Annual Stockholders Meeting
<b>"Letter of the President to OTC holders"</b>	Letter of the President to OTC holders for the 2012 Annual Stockholders Meeting
<b>"PAS 24"</b>	Philippine Accounting Standard 24 for Related Party Disclosures
<b>"PLDT CG Manual"</b>	PLDT's Manual on Corporate Governance
<b>"PLDT Code of Ethics"</b>	PLDT's Code of Business Conduct and Ethics
<b>"PLDT Personnel Manual"</b>	PLDT's Personnel Policies and Procedures Manual
<b>"Proxy Form"</b>	PLDT's Proxy Form for the 2012 Annual Stockholders' Meeting (distributed to stockholders together with the <i>AGM Notice, Agenda and Information Statement for 2012</i> )
<b>"RPT Guidelines"</b>	PLDT's Guidelines on the Proper Handling of Related Party Transactions
<b>"SEC CG Code"</b>	Revised Code of Corporate Governance (SEC Memorandum Circular No. 6. Series of 2009)
<b>"SRC"</b>	Securities Regulation Code
<b>"Supplier Relations Policy"</b>	PLDT's Supplier/Contractor Relations Policy
<b>"TSC"</b>	PLDT's Technology Strategy Committee
<b>"TSC Charter"</b>	PLDT's Technology Strategy Committee Charter
<b>Whistleblowing Policy</b>	PLDT's Expanded Whistleblowing (EWB) Policy

**TABLE OF WEBLINKS**

The following weblinks which are referenced in the ACGR are publicly available at the Company website unless otherwise indicated.

<b>17-A Annual Report</b>	PLDT's 2012 Annual Report on Philippine SEC Form 17-A which includes Management's Discussion and Analysis of Financial Condition and Results of Operations and Audited Financial Statements <a href="http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Form%2017-A_FINAL.pdf">http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Form%2017-A_FINAL.pdf</a>
<b>20-F Annual Report</b>	PLDT's 2012 Annual Report on SEC Form 20-F pursuant to the U.S. Securities Exchange Act of 1934, as amended <a href="http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Form%2020-F_FINAL.pdf">http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Form%2020-F_FINAL.pdf</a>
<b>2012 Annual Report</b>	PLDT's glossy Annual Report for distribution to stockholders in connection with the 2013 Annual Stockholders' Meeting. Main Section: <a href="http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Annual%20Report%20-%20Main%20Section.pdf">http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Annual%20Report%20-%20Main%20Section.pdf</a> Financial Section: <a href="http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Annual%20Report%20-%20Financial%20Section.pdf">http://www.pldt.com.ph/investor/Documents/PLDT%202012%20Annual%20Report%20-%20Financial%20Section.pdf</a>
<b>AGM Notice, Agenda and Information Statement for 2012</b>	PLDT's Notice, Agenda and Information Statement for the 2012 Annual Stockholders' Meeting <a href="http://www.pldt.com.ph/investor/Documents/Information%20Statement2012%20(as%20of%205%203%2012)_irene_definitive_final.pdf">http://www.pldt.com.ph/investor/Documents/Information%20Statement2012%20(as%20of%205%203%2012)_irene_definitive_final.pdf</a>
<b>Articles of Incorporation</b>	PLDT's Articles of Incorporation <a href="http://www.pldt.com/investor/Documents/PLDT%20Amended%20Articles_2000.pdf">http://www.pldt.com/investor/Documents/PLDT%20Amended%20Articles_2000.pdf</a>
<b>Audit Committee Charter</b> (AC Charter)	PLDT's Audit Committee Charter <a href="http://www.pldt.com.ph/about/management/Documents/Audit%20Committee%20Charter.pdf">http://www.pldt.com.ph/about/management/Documents/Audit%20Committee%20Charter.pdf</a>
<b>By-Laws</b>	PLDT's By-Laws, as amended <a href="http://www.pldt.com.ph/investor/shareholder/Documents/amen ded%20by-laws%20(sec%20approved).pdf">http://www.pldt.com.ph/investor/shareholder/Documents/amen ded%20by-laws%20(sec%20approved).pdf</a>
<b>Code of Business Conduct and Ethics</b> (PLDT Code of Ethics)	PLDT Code of Business Conduct and Ethics <a href="http://pldtauthoring/governance/about/Documents/27623c20007849698da4df57179ec70dPLDT_Code_of_Business_Conduct_and_Ethics.pdf">http://pldtauthoring/governance/about/Documents/27623c20007849698da4df57179ec70dPLDT_Code_of_Business_Conduct_and_Ethics.pdf</a>
<b>Company website</b>	PLDT's Company website <a href="http://www.pldt.com.ph">http://www.pldt.com.ph</a>
<b>Corporate Governance website</b>	PLDT's corporate governance website <a href="http://www.pldt.com.ph/governance/Pages/Summary.aspx">http://www.pldt.com.ph/governance/Pages/Summary.aspx</a>
<b>Conflict of Interest Policy</b>	PLDT's Conflict of Interest Policy <a href="http://www.pldt.com.ph/governance/about/Pages/Policies.aspx">http://www.pldt.com.ph/governance/about/Pages/Policies.aspx</a>



<b>Corporate Governance Policies</b>	PLDT's Corporate Governance Policies <a href="http://www.pldt.com.ph/governance/about/Pages/Policies.aspx">http://www.pldt.com.ph/governance/about/Pages/Policies.aspx</a>
<b>Dividend Policy and Declaration of Dividends</b> (Disclosures to PSE, SEC, US SEC, and NYSE)	<a href="http://www.pldt.com.ph/investor/shareholder/Pages/dividend.aspx">http://www.pldt.com.ph/investor/shareholder/Pages/dividend.aspx</a>
<b>Executive Compensation Committee Charter</b> (ECC Charter)	PLDT's Executive Compensation Committee Charter <a href="http://www.pldt.com.ph/about/management/Documents/Executive%20Compensation%20Committee%20Charter.pdf">http://www.pldt.com.ph/about/management/Documents/Executive%20Compensation%20Committee%20Charter.pdf</a>
<b>Expanded Whistleblowing Policy</b> (Whistleblowing Policy)	PLDT's Expanded Whistle Blowing (EWB) Policy <a href="http://www.pldt.com.ph/governance/Pages/WhistleBlowing.aspx">http://www.pldt.com.ph/governance/Pages/WhistleBlowing.aspx</a>
<b>Governance and Nomination Committee Charter</b> (GNC Charter)	PLDT's Governance and Nomination Committee Charter <a href="http://www.pldt.com.ph/about/management/Documents/Governance%20and%20Nomination%20Committee%20Charter.pdf">http://www.pldt.com.ph/about/management/Documents/Governance%20and%20Nomination%20Committee%20Charter.pdf</a>
<b>Guidelines on the Proper Handling of Related Party Transactions</b> (RPT Guidelines)	PLDT's Guidelines on the Proper Handling of Related Party Transactions <a href="http://www.pldt.com.ph/governance/about/Pages/EquitableTreatmentOfShareholders.aspx">http://www.pldt.com.ph/governance/about/Pages/EquitableTreatmentOfShareholders.aspx</a>
<b>Letter of the President to ADR holders</b>	Letter of the President to ADR holders for the 2012 Annual Stockholders Meeting <a href="http://www.pldt.com.ph/investor/Documents/letter_ADR_%20holders_Final_5.pdf">http://www.pldt.com.ph/investor/Documents/letter_ADR_%20holders_Final_5.pdf</a>
<b>Letter of the President to OTC holders</b>	Letter of the President to OTC holders for the 2012 Annual Stockholders Meeting <a href="http://www.pldt.com.ph/investor/Documents/letter_OTC%20holders_Final_5%2002.pdf">http://www.pldt.com.ph/investor/Documents/letter_OTC%20holders_Final_5%2002.pdf</a>
<b>Manual on Corporate Governance</b> (PLDT CG Manual)	PLDT's Manual on Corporate Governance <a href="http://www.pldt.com.ph/governance/about/Documents/22336f71c88c495793d15575c2addffcpldtcorpgov_manual.pdf">http://www.pldt.com.ph/governance/about/Documents/22336f71c88c495793d15575c2addffcpldtcorpgov_manual.pdf</a>
<b>Policy on Gifts, Entertainment and Sponsored Travel</b> (Gifts Policy)	PLDT's Policy on Gifts, Entertainment and Sponsored Travel <a href="http://www.pldt.com.ph/governance/about/Pages/Policies.aspx">http://www.pldt.com.ph/governance/about/Pages/Policies.aspx</a>
<b>Proxy Form</b>	PLDT's Proxy Form for the 2012 Annual Stockholders' Meeting <a href="http://www.pldt.com.ph/investor/Documents/Proxy%20form_March%2022,%202012.pdf">http://www.pldt.com.ph/investor/Documents/Proxy%20form_March%2022,%202012.pdf</a>
<b>Statements of Changes in Ownership of Shares</b>	Accessible through PSE's postings of PLDT's corporate disclosures at: <a href="http://pse.com.ph/stockMarket/home.html">http://pse.com.ph/stockMarket/home.html</a> (>>"Listed Company Directory">>"Philippine Long Distance Telephone Company">>"TEL">>"Corporate Disclosures")
<b>Supplier/Contractor Relations Policy</b> (Supplier Relations Policy)	PLDT's Supplier/Contractor Relations Policy <a href="http://www.pldt.com.ph/governance/about/Pages/Policies.aspx">http://www.pldt.com.ph/governance/about/Pages/Policies.aspx</a>
<b>Technology Strategy Committee Charter</b> (TSC Charter)	PLDT's Technology Strategy Committee Charter <a href="http://www.pldt.com.ph/about/management/Documents/Technology%20Strategy%20Committee%20Charter.pdf">http://www.pldt.com.ph/about/management/Documents/Technology%20Strategy%20Committee%20Charter.pdf</a>

<b>ACGR Item A.4: "Other Executive, Non-Executive and Independent Directors"</b>
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**Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:**
List of Accountabilities/Deliverables of Executive, Non-Executive and Independent Directors

1. Consistent with a director's three-fold duty of obedience, diligence and loyalty to the corporation he serves, a director shall:
  - a. act within the scope of power and authority of the Company and the Board as prescribed in the *Articles of Incorporation*, *By-Laws*, and legislative franchise of the Company and in existing laws, rules and regulations;
  - b. exercise his best care, skill, judgment and observe utmost good faith in the conduct and management of the business and affairs of the Company; and
  - c. act in the best interest of the Company and for the common benefit of the Company's stockholders and other stakeholders.
2. Act in a manner characterized by transparency, accountability and fairness.
3. Conduct business transactions with the Company fairly, ensuring that personal interests do not affect his independent judgment and the Board's decisions.
4. Exemplify the Company's Code of Business Conduct and Ethics, not only complying with the letter and spirit thereof but modeling the standards of behavior set forth therein.
5. Understand the mission, vision and values of the Company.
6. Devote time and attention necessary to properly discharge his fiduciary duties and responsibilities.
7. Act judiciously on matters brought before the Board, thoroughly evaluating the issues involved before making any decision.
8. Exercise independent Judgment.
9. Have a working knowledge of and comply with the statutory and regulatory requirements affecting the Company and its operations, including the provisions of the *Articles of Incorporation*, *By-Laws* and legislative franchise, the requirements of the Philippine SEC and other regulatory agencies having jurisdiction over the Company, where applicable.
10. Observe confidentiality of non-public information acquired by reason of his position as a director and do not trade or deal in the Company's shares based on such information.
11. Fully disclose his ownership (record and beneficial) of Company shares and any changes thereto in accordance with the *Securities Regulation Code* and implementing rules and regulations and the Philippine Stock Exchange disclosure rules.
12. Clearly understand and disclose potential and actual conflicts of interest.
13. Attend all Board meetings, except when prevented by justifiable cause.
14. Ensure that he is prepared for Board/ Board Committee meetings including reading meeting materials in advance.
15. Actively participate in Board/ Board Committee meetings, deliberations and decision- making.
16. Take steps, such as attendance in seminars, reading journals and other materials, to enhance and update my knowledge on corporate governance and enable me to discharge his duties and responsibilities as a director.
17. Be aware of key issues and challenges facing the Company today and in the future.
18. Keep abreast with the key developments in the Company's industry, sector and environment.
19. Aware of the qualifications and grounds for disqualification including suspension of a director and refrain from committing acts that would result in his disqualification or suspension.
20. Limit the number of directorships in other corporations to a level that will not compromise my capacity to serve and diligently perform my duties as a director of the Company.
21. Have adequate understanding of the Company's internal control environment and risk assessment and management program.

**Provide the company's definition of "independence" and describe the company's compliance to the definition.**

"Independent Director" means a person who is independent of Management and who, apart from his fees and shareholdings, is free from any business or other relationship with the Company which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director of the Company and includes, among other persons, one who:

- (i) is not a director or officer of the Company or any of its related companies or any of its substantial shareholders (other than as an Independent Director of any of the foregoing);

- (ii) was not a director (other than an Independent Director) of the Company who resigned or whose term ended within the last two (2) years;
- (iii) was not the chairman emeritus or an ex-officio director/officer or a member of the advisory board of the Company or otherwise appointed in a capacity to assist the Board of the Company in the performance of its duties and responsibilities within the last one (1) year;
- (iv) does not own more than two percent (2%) of the shares of stock of the Company or any of its related companies or any of its substantial shareholders;
- (v) is not a relative of any director, officer or substantial shareholder of the Company or any of its related companies or any of its substantial shareholders. For this purpose, “relatives” includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
- (vi) is not acting as a nominee or representative of any director or substantial shareholder of the Company or any of its related companies or any of its substantial shareholders, pursuant to a deed of trust or under any contract or arrangement;
- (vii) has not been employed in any executive capacity by the Company or any of its related companies or any of its substantial shareholders within the last five (5) years;
- (viii) is not retained, or within the last five (5) years, has not been retained, as a professional adviser by the Company or any of its related companies or any of its substantial shareholders, either personally or through his firm;
- (ix) has not engaged and does not engage in any transaction with the Company or any of its related companies or any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arm’s length and are immaterial;
- (x) is not employed as an officer or executive of another entity where any of the Company’s officers or executives serves on that entity’s Compensation Committee;
- (xi) is not affiliated with or employed, or within the last five (5) years, has not been affiliated with or employed, by the Company’s present or former external auditors or their affiliates; or
- (xii) is not a securities broker-dealer or a person holding 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 Exchange, associated person or salesman, and an authorized clerk of the broker or dealer.

When used in relation to a company, “related company” means another company which is: (a) its holding company, (b) its subsidiary, or (c) a subsidiary of its holding company; and “substantial shareholder” means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

To qualify for nomination as an Independent Director, a person must possess all of the qualifications and have none of the disqualifications for directorship in the Company as set forth in Annexes B and C of the *PLDT CG Manual*, respectively, and must meet the independence criteria enumerated above and such other criteria provided under applicable law or regulation or determined by the Board of Directors or the Governance and Nomination Committee.

An incumbent Independent Director shall be disqualified from continuing to be such during the remainder of his tenure if, upon determination by the Board or the Governance and Nomination Committee: (a) he ceases to meet any of the independence criteria provided above, or (b) he becomes disqualified from directorship based on any of the grounds for disqualification in accordance with Annex C of the *PLDT CG Manual*.

#### Added Restrictions:

- i. An independent director can only be elected as an independent director of only five (5) companies in a conglomerate, including the Company;
- ii. An independent director may serve as such for five (5) consecutive years, provided that, service for at least six (6) months shall be equivalent to one (1) year regardless of the manner by which the independent director position was relinquished or terminated;
- iii. After an independent director has served for five (5) consecutive years, he shall be ineligible for election as such in the Company unless said independent director has undergone a cooling-off period of two (2) years, provided, that during such period, the independent director has not engaged in any activity that, under applicable rules and regulations, disqualifies a person from being elected as an independent director in the Company;
- iv. After an independent director has served for ten (10) years, subject to sub-paragraph (iii) above, the independent director shall be perpetually barred from being elected as such in the Company, without prejudice to being elected as an independent director in other companies outside of the conglomerate, where applicable, subject to sub-paragraphs (i) to (iii) above.

**(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension**

**Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:**

**a. Selection/Appointment**

**(i) Executive Directors**

**Process Adopted**

1. All nominations for election of directors by stockholders shall be submitted in writing to the Board of Directors through the Chairman of the Board and the Secretary at the Company's principal place of business at least 60 working days before the regular or special meeting of stockholders for the purpose of electing directors.
2. All nominations for appointment of a director by the Board of Directors to fill a vacancy in the Board of Directors for any cause or reason whatsoever, other than by removal by the stockholders or by the expiration of term of office, shall be submitted in writing to the Board of Directors through the Chairman of the Board and the Secretary at the Company's principal place of business at least 30 working days before the meeting of the Board of Directors for the aforesaid purpose.
3. The Governance and Nomination Committee (GNC) shall then pre-screen and shortlist candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications set forth in the *By-Laws*, *PLDT CG Manual* and *GNC Charter* and such other factors which the Committee may deem appropriate such as judgment, skill, experience with other business organizations of a size comparable to that of the Company, the interplay of a candidate's experience with the experience of other Directors, and possible conflict of interest. Thereafter, the GNC will determine, identify and prepare a final list of the qualified Director and Independent Director nominees and recommend that the Board approve such final list and recommend to stockholders the qualified nominees included in the final list for election in the annual meeting of stockholders. In case a vacancy in the Board other than by removal of a Director or expiration of the term of office of a Director occurs, determine and identify the qualified director/ Independent Director nominee and recommend that the Board elect such qualified nominee to fill the vacancy.

**Criteria**

7. Must own at least one (1) share of stock of the Company standing in his name on the books of the Company
8. Must have a college education or equivalent academic degree
9. Must be at least 21 years old
10. Must possess integrity and probity
11. Must have a practical understanding of the business of the Company or previous business experience
12. Must have attended a seminar on corporate governance conducted by a duly recognized private or government entity or must have issued an undertaking to attend such a seminar as soon as practicable.

The GNC may consider and recommend to the Board other qualifications which are now or may hereafter be provided in the relevant existing laws or any amendments thereto or new laws applicable to the company, including, but not limited to, membership in good standing in relevant industry, business or professional organization.

**c. Permanent Disqualification**

**(i) Executive Directors**

**Criteria**

2. Any person convicted or adjudged guilty of any of the offenses or crimes specified below in a final, non-appealable judgment, decree or order issued by a judicial or an administrative body having competent jurisdiction or the Commission:
  - (a) an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;
  - (b) any crime that (i) involves the purchase or sale of securities, as defined in the *Securities Regulation Code*; (ii) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (iii) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them; or
  - (c) having willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the *SRC*, *Corporation Code*, or any other law administered by the Commission or the *Bangko Sentral ng Pilipinas ("BSP")*, or any rule, regulation or order of the Commission or BSP;
2. Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the

Commission or any court or administrative body of competent jurisdiction from: (a) acting as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in subparagraphs (a) and (b) above.

The disqualification shall also apply if such person: (a) is currently the subject of an order of the Commission or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the *Corporation Code*, Securities Regulation Code or any other law administered by the Commission or BSP, or under any rule or regulation issued by the Commission or BSP; or (b) has otherwise been restrained to engage in any activity involving securities and banking; or

(c) is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the said organization;

3. Any person found guilty by final judgment or order of a foreign court or equivalent securities or banking regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct enumerated in Sections 1 and 2 above;

4. Any person convicted by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the *Corporation Code* committed within five (5) years prior to the date of his election or appointment;

5. Any person judicially declared as insolvent;

6. Any employee, officer, manager, director or controlling person or the owner (either of record or beneficially) of ten percent (10%) or more of any outstanding class of shares of any corporation (other than one in which the Company owns at least thirty per cent (30%) of the capital stock) or entity engaged in a business that the Board, by at least a majority vote, determines to be competitive or antagonistic to that of the Company or any of its subsidiaries;

7. Any employee, officer, manager, director or controlling person or the owner (either of record or beneficially) of ten percent (10%) or more of any outstanding class of shares of any corporation or entity engaged in any line of business of the Company or any of its subsidiaries, when in the judgment of the Board, by at least a majority vote, the laws against combinations and restraint of trade shall be violated by such person's membership in the Board; and

8. Any nominee, as determined by the Board, in the exercise of its judgment in good faith and by at least a majority vote, of any person set forth in Item 6 and 7 above.

#### **d. Temporary Disqualification**

##### **(i) Executive Directors**

###### **Procedure/Process Adopted**

1. The GNC may consider and recommend to the Board temporary disqualification of a Director based on the grounds specified in PLDT's *By-Laws* and *PLDT CG Manual*.

2. Any temporary disqualification of a Director recommended by the GNC to be valid and effective must be approved by the Board and comply with the requirements of applicable laws, rules and regulations.

3. A temporarily disqualified Director shall, within the period prescribed by the Board, which shall not be less than sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.

The GNC may consider and recommend to the Board other grounds for disqualification which are now or may hereafter be provided in the relevant existing laws or any amendments thereto or new laws applicable to the Company.

###### **Criteria**

1. Refusal to comply with the disclosure requirements of the Securities Regulation Code and its Implementing Rules and Regulations, which disqualification shall be in effect as long as said refusal persists;

2. Absence in more than fifty percent (50%) of all Board meetings, both regular and special, during his incumbency or any twelve (12) month period during said incumbency, unless the absence is due to justifiable causes such as illness, death of an immediate family member or serious accident. This disqualification applies for purposes of the succeeding election;

3. Dismissal or termination for cause as director of any corporation covered by the SEC's Revised Code of Corporate Governance. This disqualification shall be in effect until he has cleared himself of any involvement in the cause that gave rise to his dismissal or termination;

4. Being under preventive suspension by the Company (in the case of an Executive Director); and

5. If any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final.

**e. Removal**

**(i) Executive Directors**

Procedure/Process Adopted

PLDT follows the procedure set forth under Sec. 28 of the *Corporation Code*, i.e., any director of the company may be removed from office by a vote of the stockholders holding or representing at least two-thirds (2/3) of the outstanding capital stock. Provided, That such removal shall take place either at a regular meeting of the company or at a special meeting called for the purpose, and in either case, after previous notice to stockholders of the company of the intention to propose such removal at the meeting. A special meeting of the stockholders of the company for the purpose of removal of directors, or any of them, must be called by the secretary on order of the president or on the written demand of the stockholders representing or holding at least a majority of the outstanding capital stock. Should the secretary fail or refuse to call the special meeting upon such demand or fail or refuse to give the notice, or if there is no secretary, the call for the meeting may be addressed directly to the stockholders by any stockholder of the company signing the demand. Notice of the time and place of such meeting, as well as of the intention to propose such removal, must be given by publication or by written notice prescribed in the *Corporation Code*. Removal may be with or without cause; Provided, That removal without cause may not be used to deprive minority stockholders of the right of representation to which they may be entitled under Section 24 of the *Corporation Code*.

## ACGR Item B.5: "Family, Commercial and Contractual Relations"

### (c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

Brief Description of the Transaction between First Pacific and Certain Affiliates (the FP parties), NTT Communications and NTT DOCOMO

*Cooperation Agreement with First Pacific and certain affiliates, or the FP Parties, NTT Communications and NTT DOCOMO*

In connection with the transfer by NTT Communications of approximately 12.6 million shares of PLDT's common stock to NTT DOCOMO pursuant to a Stock Sale and Purchase Agreement dated January 31, 2006 between NTT Communications and NTT DOCOMO, the FP Parties, NTT Communications and NTT DOCOMO entered into a Cooperation Agreement, dated January 31, 2006.

Under the Cooperation Agreement, the relevant parties extended certain rights of NTT Communications under the Stock Purchase and Strategic Investment Agreement dated September 28, 1999, as amended, and the Shareholders Agreement dated March 24, 2000, to NTT DOCOMO, including:

- certain contractual veto rights over a number of major decisions or transactions; and
- rights relating to the representation on the Board of Directors of PLDT and Smart, respectively, and any committees thereof.

Moreover, key provisions of the Cooperation Agreement pertain to, among other things:

- *Restriction on Ownership of Shares of PLDT by NTT Communications and NTT DOCOMO.* Each of NTT Communications and NTT DOCOMO has agreed not to beneficially own, directly or indirectly, in the aggregate with their respective subsidiaries and affiliates, more than 21% of the issued and outstanding shares of PLDT's common stock. If such event does occur, the FP Parties, as long as they own in the aggregate not less than 21% of the issued and outstanding shares of PLDT's common stock, have the right to terminate their respective rights and obligations under the Cooperation Agreement, the Shareholders Agreement and the Stock Purchase and Strategic Investment Agreement.

- *Limitation on Competition.* NTT Communications, NTT DOCOMO and their respective

subsidiaries are prohibited from investing in excess of certain thresholds in businesses competing with PLDT in respect of customers principally located in the Philippines and from using their assets in the Philippines in such businesses. Moreover, if PLDT, Smart or any of Smart's subsidiaries intend to enter into any contractual arrangement relating to certain competing businesses, PLDT is required to provide, or to use reasonable efforts to procure that Smart or any of Smart's subsidiaries provide, NTT Communications and NTT DOCOMO with the same opportunity to enter into such agreement with PLDT or Smart or any of Smart's subsidiaries, as the case may be.

*Business Cooperation.* PLDT and NTT DOCOMO agreed in principle to collaborate with each other on the business development, roll-out and use of a wireless-code division multiple access mobile communication network. In addition, PLDT agreed, to the extent of the power conferred by its direct or indirect shareholding in Smart, to procure that Smart will: (i) become a member of a strategic alliance group for international roaming and corporate sales and services; and (ii) enter into a business relationship concerning preferred roaming and inter-operator tariff discounts with NTT DOCOMO.

- *Additional Rights of NTT DOCOMO.* Pursuant to amendments effected by the Cooperation Agreement to the Stock Purchase and Strategic Investment Agreement and the Shareholders Agreement, upon NTT Communications and NTT DOCOMO and their respective subsidiaries owning in the aggregate 20% or more of PLDT's shares of common stock and for as long as they continue to own in the aggregate at least 17.5% of PLDT's shares of common stock then outstanding, NTT DOCOMO has additional rights under the Stock Purchase and Strategic Investment Agreement and Shareholders Agreement, including that:

1. NTT DOCOMO is entitled to nominate one additional NTT DOCOMO nominee to the Board of Directors of each PLDT and Smart;
2. PLDT must consult NTT DOCOMO no later than 30 days prior to the first submission to the board of PLDT or certain of its committees of any proposal of investment in an entity that would primarily engage in a business that would be in direct competition or substantially the same business opportunities, customer base, products or services with business carried on by NTT DOCOMO, or which NTT DOCOMO has announced publicly an intention to carry on;
3. PLDT must procure that Smart does not cease to carry on its business, dispose of all of its assets, issue common shares, merge or consolidate, or effect winding up or liquidation without PLDT first consulting with NTT DOCOMO no later than 30 days prior to the first submission to the board of PLDT or Smart, or certain of its committees; and
4. PLDT must first consult with NTT DOCOMO no later than 30 days prior to the first submission to the board of PLDT or certain of its committees for the approval of any transfer by any member of the PLDT Group of Smart common capital stock to any person who is not a member of the PLDT Group.

NTT Communications and NTT DOCOMO together beneficially owned approximately 20% of PLDT's outstanding common stock as at December 31, 2012 and 2011.

*Change in Control.* Each of NTT Communications, NTT DOCOMO and the FP Parties agreed that to the extent permissible under applicable laws and regulations of the Philippines and other jurisdictions, subject to certain conditions, to cast its vote as a shareholder in support of any resolution proposed by the Board of Directors of PLDT for the purpose of safeguarding PLDT from any

Hostile Transferee. A “*Hostile Transferee*” is defined under the Cooperation Agreement to mean any person (other than NTT Communications, NTT DOCOMO, First Pacific or any of their respective affiliates) determined to be so by the PLDT Board of Directors and includes, without limitation, a person who announces an intention to acquire, seeking to acquire or acquires 30% or more of PLDT common shares then issued and outstanding from time to time or having (by itself or together with itself) acquired 30% or more of the PLDT common shares who announces an intention to acquire, seeking to acquire or acquires a further 2% of such PLDT common shares: (a) at a price per share which is less than the fair market value as determined by the Board of Directors of PLDT, as advised by a professional financial advisor; (b) which is subject to conditions which are subjective or which could not be reasonably satisfied; (c) without making an offer for all PLDT common shares not held by it and/or its affiliates and/or persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate to obtain or consolidate control over PLDT; (d) whose offer for the PLDT common shares is unlikely to succeed; or (e) whose intention is otherwise not *bona fide*; provided that, no person will be deemed a Hostile Transferee unless prior to making such determination, the Board of Directors of PLDT has used reasonable efforts to discuss with NTT Communications and NTT DOCOMO in good faith whether such person should be considered a Hostile Transferee.

- *Termination.* If NTT Communications, NTT DOCOMO or their respective subsidiaries cease to own, in the aggregate, full legal and beneficial title to at least 10% of the shares of PLDT’s common stock then issued and outstanding, their respective rights and obligations under the Cooperation Agreement and the Shareholders Agreement will terminate and the Strategic Arrangements (as defined in the Stock Purchase and Strategic Investment Agreement) will terminate. If the FP Parties and their respective subsidiaries cease to have, directly or indirectly, effective voting power in respect of shares of PLDT’s common stock representing at least 18.5% of the shares of PLDT’s common stock then issued and outstanding, their respective rights and obligations under the Cooperation Agreement, the Stock Purchase and Strategic Investment Agreement, and the Shareholders Agreement will terminate.



**6) Alternative Dispute Resolution**

**Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.**

Corporation & Stockholders (Alternative Dispute Resolution System)

1. The Board should promote stockholders' rights and facilitate the exercise thereof. Stockholders may seek redress for violation of their rights as such in accordance with applicable laws.
2. The Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the Company. Stockholders should be encouraged to personally attend such meetings and they should be apprised ahead of time of their right to appoint a proxy in case they could not personally attend such meetings. The exercise of that right should not be unduly restricted and any doubt about the validity of a proxy should be resolved in the stockholder's favor, subject to the requirements of applicable laws, regulations and the *By-Laws*.
3. The Board should take the appropriate steps to remove excessive or unnecessary costs and other administrative impediments to stockholders' participation in meetings, whether in person or by proxy. Relevant and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration or approval.

Stockholders who have matters for discussion or concerns directly relating to the business of the Company may initially elevate such matters or concerns to: (a) the Corporate Secretary; (b) the Investor Relations Officer; (c) Management; or (d) the Board.

Corporation & Third Parties/ Corporation & Regulatory Authorities (Alternative Dispute Resolution System)

The Company complies with, abides and is guided by the policy set forth in Republic Act No. 9285, otherwise known as the "Alternative Dispute Resolution Act of 2004", in handling conflicts or differences between the Company and its stockholders as well as third parties in that:

1. The Company promotes party autonomy in the resolution of disputes or the freedom of the parties to make its own arrangements, together with the counter-party, to resolve their disputes.
2. The Company shall encourage and actively promote the use of Alternative Dispute Resolution (ADR) as an important means to achieve speedy and impartial justice and declog court dockets.
3. The Company shall provide means for the use of ADR as an efficient tool and an alternative procedure for the resolution of appropriate cases.
4. The Company shall consider and explore with the other party or parties involved mutually acceptable alternative means or procedures for resolving such dispute that are provided by law prior to resorting to court action, to the extent that such is feasible and will not prejudice the rights and interests of the Company.

**Audit Committee ("Committee"): Functions, Key Responsibilities and Powers**

The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities for:

1. the integrity of the Company's accounting and financial reporting principles and policies, and system of internal controls, including the integrity of the Company's financial statements and the independent audit thereof;
2. the Company's compliance with legal and regulatory requirements;
3. the Company's assessment and management of enterprise risks including credit, market, liquidity, operational and legal risks; and
4. the Company's audit process and the performance of the Company's internal audit organization and External Auditor, including the External Auditor's qualifications and independence.

The primary responsibility of the Committee is oversight. Management is responsible for the integrity of the Company's financial statements and disclosures and for maintaining effective internal controls. The External Auditor is responsible for the proper audit and review of the Company's financial statements as may be required prior to the filing thereof with various stock exchanges and government entities. In fulfilling their responsibilities hereunder, it is recognized that Members are not full-time employees of the Company and are not, and do not represent themselves to be, accountants or auditors by profession or experts in the fields of accounting or auditing. As such, as it is not the duty or responsibility of the Committee or its Members to conduct "field work" or other types of auditing or accounting reviews or procedures and each Member will be relying in part on the expertise of Management and the External Auditor. Each Member shall be entitled to rely on:

- the integrity of those persons and organizations within and outside the Company that it receives information from;
- the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board); and
- the representations made by Management as to any information technology, internal audit and other non-audit services provided by the External Auditor to the Company.

The External Auditor shall report directly to the Committee. The Committee has the direct responsibility for the appointment, setting of compensation, retention, removal and oversight of the work of the External Auditor.

**Duties and Powers**

To carry out its purposes, the Committee shall have the following duties and powers:

1. With respect to the External Auditor:
  - 1.1 review and evaluate the qualifications, performance and independence of the External Auditor and its lead audit partner primarily responsible for the audit of the Company's financial accounts;
  - 1.2 select and appoint the External Auditor and remove or replace the External Auditor as the Committee may deem necessary or appropriate;
  - 1.3 review and approve in consultation with the Internal Audit Head/Chief Audit Officer and the head of the finance organization, all audit and non-audit services to be performed by the External Auditor and all fees to be paid to the External Auditor for such services; and ensure that non-audit services, if allowed or approved, are disclosed in the Company's annual report;
  - 1.4 periodically review fees for non-audit services paid to the External Auditor in relation to their significance to the total annual income of the External Auditor and to the Company's overall consultancy expenses, and disallow any non-audit services that will conflict with the External Auditor's duties to the Company as such or may pose a threat to its independence;
  - 1.5 ensure that the External Auditor prepares and delivers annually a formal written statement delineating all relationships between the External Auditor and the Company (Statement as to Independence) as required by the prevailing applicable Independence Standards, and discuss with the External Auditor and evaluate any relationships or services disclosed in such Statement that may impact the objectivity, independence or quality of services of the External Auditor and take appropriate action in response to such Statement to satisfy itself of the External Auditor's independence;
  - 1.6 review, based upon the External Auditor's formal written statement (Auditors' Statement) submitted at least annually, the External Auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review or peer review of the External Auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five (5) years, regarding one or more independent audits carried out by the External Auditor; and any steps taken to deal with any such issues; and
  - 1.7 ensure that the External Auditor, or its lead audit partner primarily responsible for the audit or review of the Company's financial accounts is rotated at least once every five (5) years or such shorter or longer period provided under applicable laws and regulations.

2. With respect to internal audit:
  - 2.1 review the appointment, removal and replacement of the Internal Audit Head/Chief Audit Officer who shall functionally report directly to the Committee, and ensure that the internal audit organization shall be free from interference by outside parties in the performance of its work;
  - 2.2 advise the Internal Audit Head/Chief Audit Officer that he is expected to provide to the Committee summaries of and, as appropriate, significant reports to Management prepared by the Internal Audit Head/Chief Audit Officer and Management's responses thereto;
  - 2.3 review and approve the audit plan (which shall include the audit scope, resources and budget necessary to implement it) of the internal audit organization, and ensure that internal audit examinations cover at least the evaluation of adequacy and effectiveness of controls encompassing the Company's governance, operations, information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, safeguarding of assets and compliance with laws, rules and regulations;
  - 2.4 require the Internal Audit Head/Chief Audit Officer to render to the Committee an annual report on the internal audit organization's activities, purposes, and authorities, responsibilities and performance relative to the audit plans and strategies approved by the Committee. Such annual report shall include significant risk exposures and control issues, corporate governance issues and other matters requested by the Committee or the Board;
  - 2.5 require a statement from the Internal Audit Head/Chief Audit Officer that the activities of the internal audit organization are conducted in accordance with the International Standards for the Professional Practice of Internal Auditing; if otherwise, a disclosure that the internal audit organization has not yet fully achieved compliance with the International Standards for the Professional Practice of Internal Auditing; and
  - 2.6 conduct an annual review and, if deemed appropriate, cause an update, of the Company's Internal Audit Charter.
3. With respect to financial reporting principles and policies and system of internal controls:
  - 3.1 advise Management and the External Auditor that they are expected to provide to the Committee a timely analysis of significant/critical financial reporting issues and practices;
  - 3.2 obtain and consider any reports or communications (and Management's and/or the Internal Audit Head/Chief Audit Officer's responses thereto) submitted to the Committee by the External Auditor as required by or referred to in the prevailing applicable Auditing Standard, including reports and communications related to:
    - 3.2.1 the External Auditor's responsibility under generally accepted auditing standards;
    - 3.2.2 the External Auditor's responsibility for other information in documents containing audited financial statements;
    - 3.2.3 consideration of fraud in a financial statement audit;
    - 3.2.4 detection of fraud and illegal acts, whether or not material, that involve Management or other employees who have a significant role in the Company's internal controls, and that cause a material misstatement of the financial statements;
    - 3.2.5 significant/critical accounting policies and practices and any major issues regarding, or significant changes in, accounting principles or financial statement presentation;
    - 3.2.6 methods of accounting for significant unusual transactions and for controversial or emerging areas for which there is a lack of authoritative guidance;
    - 3.2.7 Management's judgments and accounting estimates;
    - 3.2.8 all alternative treatments of financial information within generally accepted accounting principles that have been discussed by the External Auditor with Management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the External Auditor;
    - 3.2.9 the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements;
    - 3.2.10 the External Auditor's judgments about the quality of the Company's accounting principles;
    - 3.2.11 significant deficiencies and material weaknesses noted in the audit in the design or operation of internal controls;
    - 3.2.12 adjustments arising from the audit;
    - 3.2.13 any material written communication between the External Auditor and Management such as any management letter or schedule of unadjusted differences;
    - 3.2.14 any significant disagreements with Management;
    - 3.2.15 major issues discussed with Management in connection with initial or recurring retention;
    - 3.2.16 consultation by Management with other accountants;

- 3.2.17 any restriction on audit scope and the External Auditor's activities or access to requested information;
- 3.2.18 difficulties encountered with Management while performing the audit; and
- 3.2.19 reviews of interim financial information conducted by the External Auditor as may be required under applicable laws and regulations.
- 3.3 meet with Management, the Internal Audit Head/Chief Audit Officer and/or the External Auditor to:
  - 3.3.1 discuss the scope of the annual audit;
  - 3.3.2 review and discuss the quarterly unaudited financial statements and the annual audited financial statements (including the disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations) with particular focus on, among other matters: (a) any change(s) in significant/critical accounting policies and practices, and issues related thereto; (b) major Management judgmental areas; (c) going concern assumptions, (d) compliance with applicable accounting standards, and (e) significant adjustments arising from the audit of the full year financial statements.
  - 3.3.3 discuss any earnings press releases, and financial information and earnings guidance provided to analysts and rating agencies; and
  - 3.3.4 discuss any significant changes to the Company's auditing and accounting principles, policies, controls, procedures and practices proposed or contemplated by the External Auditor, the Internal Audit Head/Chief Audit Officer or Management.
- 3.4 obtain from the External Auditor assurance that the audit was conducted in a manner consistent with certain procedures to be followed in any audit of financial statements required under the applicable rules of the relevant stock exchange, securities and exchange commission and other regulatory bodies;
- 3.5 ensure that Management has established and maintains and periodically reviews/evaluates the adequacy and effectiveness of the Company's internal control system;
- 3.6 review on a semi-annual basis (a) internal control, (b) financial reporting, (c) internal audit activities, (d) external audit activities, (e) regulatory, legal and tax matters, (f) reporting responsibilities;
- 3.7 resolve disagreements between Management and the External Auditor regarding financial reporting;
- 3.8 have separate sessions periodically, with Management, with the Internal Audit Head/Chief Audit Officer and with the External Auditor as the Committee may deem necessary to surface issues warranting the attention of the Committee; and
- 3.9 ensure that the External Auditor and the internal audit organization act independently from each other, and that the Company or Management grants the External Auditor and the internal audit organization unrestricted access to all records, properties and personnel to enable the performance of their respective audit functions.
- 4. With respect to enterprise risks:
  - 4.1 review and discuss with Management and the Internal Audit Head/Chief Audit Officer, and/or the External Auditor the policies and processes adopted by Management with respect to risk identification, assessment and management; and
  - 4.2 require Management to provide a report to and discuss with the Committee about the Company's significant or major risk exposures, if any, and the steps taken by Management to monitor or manage such risks.
- 5. With respect to legal and regulatory compliance:
  - 5.1 monitor compliance and adherence by the Company with all applicable laws and regulations pursuant to which the Company conducts its operations and business activities;
  - 5.2 in case of failure by the CEO or the General Counsel to adopt, as necessary, appropriate remedial measures or sanctions with respect to any reported material violation of securities law or breach of fiduciary duty or similar violations by the Company, consider such reported violation and recommend the appropriate sanction therefor; and
  - 5.3 discuss with the Company's General Counsel or Chief Governance Officer/Compliance Officer any significant legal matters that may have a material effect on the financial statements, the Company's compliance policies, including material notices to or inquiries from governmental agencies.
- 6. With respect to reporting and recommendations:
  - 6.1 establish or assess the procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
  - 6.2 conduct investigations of identified irregularities in the operations of the Company and anomalies on matters relating to finance and of funds disbursement which bear strategic significance to the Company and recommend to the Board the necessary actions to remedy, correct and prevent the repetition of such anomalies;

- 6.3 set clear hiring policies for employees or former employees of the External Auditor;
- 6.4 prepare any report, including any recommendation of the Committee, required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy / information statement;
- 6.5 review this Charter at least annually and recommend any necessary changes to the Board;
- 6.6 report the Committee's activities to the Board at least once each year and make such recommendations with respect thereto and other matters as the Committee may deem necessary or appropriate; and
- 6.7 prepare and review with the Board an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of its Charter, set forth the goals and objectives of the Committee for the ensuing year and include any recommendation to the Board on any improvements to this Charter deemed necessary or desirable by the Committee; provided that such report to the Board may take the form of an oral report by the Chairman of the Committee or any other Member designated by the Committee to make such report.

**Governance and Nomination Committee ("Committee"): Functions, Key Responsibilities and Powers**

The primary purposes of the Committee are to:

1. Oversee the development and implementation of corporate governance principles and policies;
2. Review and evaluate the qualifications of the persons nominated to the Board as well as those nominated to other positions requiring appointment by the Board;
3. Identify persons believed to be qualified to become members of the Board and/or the Board Committees;
4. Assist the Board in making an assessment of the Board's effectiveness in the process of replacing or appointing new members of the Board and/or Board Committees; and
5. Assist the Board in developing and implementing the Board's performance evaluation process.

**Duties and Powers**

To carry out its purposes, the Committee shall have the following duties and powers:

**A. Governance Function**

1. Corporate Governance Principles, Structures and Policies
  - 1.1 Assist the Board in ensuring and overseeing the development of appropriate corporate governance, principles, structures and policies for the Company in order to establish and maintain good governance and high ethical standards in the Company;
  - 1.2 Oversee the review and assessment once every two (2) years of the adequacy and effectiveness of the Company's corporate governance principles, structures and policies, including the CG Manual and the Code of Ethics, and ensure their compliance with applicable laws and regulations, and to recommend any desirable changes thereto for approval by the Board; and
  - 1.3 Assist the Board in overseeing the development of corporate governance principles, structures, and policies in the Company's subsidiaries.
2. Compliance and Implementation
  - 2.1 Ensure that the Company establishes and reviews at least once every two (2) years, an implementation mechanism and structure for its CG Manual and the Code of Ethics, and related policies that may be issued pursuant thereto, such as policies on whistle-blowing and non-retaliation for reports of violation;
  - 2.2 Oversee the implementation of the Company's corporate governance principles and policies and the Company's compliance therewith and with applicable laws and regulations on corporate governance;
  - 2.3 Establish the appropriate evaluation system for purposes of monitoring and assessing compliance with the CG Manual and the applicable provisions of the Governance Code by the Company, Board and Management, which evaluation system shall be approved by the Board;
  - 2.4 Assist the Board in the establishment and implementation of an appropriate performance evaluation/self-assessment process for the Board, the individual Board members and the Board Committees;
  - 2.5 Consider, resolve and/or submit its recommendation to the Board on corporate governance issues including, but not limited to, requests for waivers of any of the provisions of the Code of Ethics;
  - 2.6 After proper investigation, notice and hearing, determine and recommend to the Chairman of the Board the appropriate penalty for violations of the CG Manual as may be reported by the Chief Governance Officer, subject to further review and approval by the Board;
  - 2.7 Conduct or delegate to appropriate sub-committees, business units in the Company or independent third parties, as the Committee may deem appropriate, investigations of identified violations of the CG Rules by a Director, the Chief Executive Officer or any other Officer, and recommend to the Board the necessary actions to remedy, correct and prevent the repetition of such infractions;
  - 2.8 Oversee the continuing corporate governance communication and education programs for the Board members and employees of the Company;
  - 2.9 Review the appointment and replacement of the Chief Governance Officer;
  - 2.10 Advise the Chief Governance Officer that he is expected to provide to the Committee summaries of and, as appropriate, the significant reports to Management prepared by the CGO and Management's responses thereto; and
  - 2.11 Recommend to the Board such actions in relation to the Company's corporate governance that are in the best interest of the Company as the Committee shall deem appropriate or as may be otherwise required by governmental or regulatory bodies having jurisdiction.

## **B. Nomination Function**

### **1. Nomination of Directors and Independent Directors**

1.1 Pre-screen and shortlist candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications set forth in Annexes B and C hereof and such other factors which the Committee may deem appropriate such as judgment, skill, experience with other business organizations of a size comparable to that of the Company, the interplay of a candidate's experience with the experience of other Directors, and possible conflict of interest.

(a) In the screening of candidates for directorship, the Committee shall, likewise, determine whether such candidates' directorships in other corporations would affect his capacity to serve and perform his duties as a Director diligently and efficiently. For the purposes of making such a determination and recommending to the Board any limit on the number of directorships in other corporations of a Director, the Committee shall consider the following, among other factors:

(i) the nature of the business of the Company;

(ii) the number of directorships/active memberships and officerships of a Director in other corporations or organizations;

(iii) any possible conflict of interest; and

(iv) the age of the Director.

(b) The Committee shall ensure that the Executive Directors, the Independent Directors, and non-Executive Directors who serve as full-time executives in other corporations shall submit themselves to a low-indicative limit on directorships in other corporations. In any case, the capacity of said directors to serve and perform their duties and responsibilities to the Company diligently and efficiently shall not be compromised.

1.2 Pre-screen the candidates nominated for election as Independent Directors and determine if they are eligible for election as such, taking into consideration the qualifications specified in Annex B hereof, the independence criteria/standards provided in Annex A hereof and such other independence criteria/standards as may be considered and recommended by the Committee and approved by the Board.

1.3 Determine, identify and prepare a final list of the qualified Director and Independent Director nominees and recommend that the Board approve such final list and recommend to stockholders the qualified nominees included in the final list for election in the annual meeting of stockholders.

1.4 In case a vacancy in the Board other than by removal of a Director or expiration of the term of office of a Director occurs, determine and identify the qualified director/Independent Director nominee and recommend that the Board elect such qualified nominee to fill the vacancy.

1.5 Identify and recommend Directors to fill vacancies in any of the Board Committees, taking into consideration the factors set out in the respective Charters of said Committees as well as any other factors it deems appropriate.

### **2. Related Functions**

2.1 Make recommendations to the Board, from time to time, as to changes which the Committee believes desirable to the size of the Board.

2.2 Ensure that the Company shall have at least two (2) Independent Directors or such Independent Directors shall constitute at least twenty percent (20%) of the members of the Board, whichever is lesser, or such minimum number of Independent Directors as may be required by applicable law or regulation.

2.3 Redefine, in consultation with the Board, the roles, duties and responsibilities of the President/Chief Executive Officer, if the Committee believes that such is necessary in order to integrate the dynamic requirements of the business as a going concern and the future plans of the Company, subject at all times to the principles of sound corporate governance.

## **C. Reporting and Recommendations**

1. Report the Committee's activities to the Board of Directors at least once each year and make such recommendations with respect thereto and other matters as the Committee may deem necessary or appropriate.

2. Prepare an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of its Charter, set forth the goals and objectives of the Committee for the ensuing year and include any recommendation to the Board on any improvements to this Charter deemed necessary or desirable by the Committee; provided that such report to the Board may take the form of an oral report by the Chairman of the Committee or any other Member designated by the Committee to make such report.

**Executive Compensation Committee ("Committee"): Functions, Key Responsibilities and Powers**

The primary purposes of the Committee are to:

1. Provide guidance to and assist the Board in developing a compensation philosophy or policy consistent with the culture, strategy and control environment of the Company;
2. Oversee the development and administration of the Company's executive compensation programs, including long term incentive plans and equity based plans for Officers and Executives; and
3. Assist the Board in the performance evaluation of and succession planning for Officers, including the CEO, and in overseeing the development and implementation of professional development programs for Officers.

**Duties and Powers**

To carry out its purposes, the Committee shall have the following duties and powers:

**I. Compensation Philosophy**

- (i) Oversee the formulation and development of a corporate compensation philosophy and strategy consistent with the Company's culture, business strategy and the control environment in which it operates, and recommend approval thereof by the Board of Directors; and
- (ii) Review the effectiveness and appropriateness of the Company's compensation philosophy and strategy and its implementation at least every two (2) years.

**II. Compensation Policies and Programs**

**A. President and CEO**

- (i) Review and approve corporate goals and objectives relevant to the compensation of the President and CEO, evaluate the performance of the President and CEO in light of those goals and objectives, and set the compensation level of the President and CEO based on this such evaluation; and
- (ii) In determining the long-term incentive component of the compensation of the President and CEO consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the President and CEO in the past years.

**B. Other Members of Management and Key Personnel**

- (i) Assist in the development of the Company's over-all compensation and retirement policies and programs based on the Board-approved compensation philosophy, including but not limited to the following:
  - (a) The design of the compensation, retention and retirement plans or programs;
  - (b) The range of the compensation or retention packages based on appropriate benchmarks and performance metrics; and
  - (c) A formal and transparent procedure for implementation.
- (ii) Review and recommend to the Board for approval, any long term incentive plans and equity-based plans for Officers, Executives and other key personnel and discharge any responsibilities imposed on the Committee by any of these plans; and
- (iii) Review and recommend to the Board for approval any retention, or severance or similar plans or arrangements applicable to current or former Officers, Executives and other key personnel of the Company and payments proposed to be made pursuant thereto.

**C. Directors**

- (i) Periodically evaluate and, if the Committee deems appropriate, recommend to the Board adjustments in the amount of per diems taking into consideration the compensation practices of other listed companies of comparable size and the performance of the Company. The Committee may also recommend to and review with the Board any proposal to grant compensation or other forms of remuneration, such as stock options, to Directors, provided that any such proposal shall be subject to stockholders' approval as required by law. The Directors shall not decide on their own compensation, other than per diems.
- (ii) Ensure that Directors shall not receive any compensation, as such, except for reasonable per diems, unless such compensation is provided in the *By-Laws* or granted by a vote of the stockholders representing at least a majority of the outstanding capital stock of the Company.

**III. Development Programs and Succession Planning**

- (i) Cause the development of a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming Officers, Executives and other key personnel which, among other requirements, compel all such Officers,



Executives and key personnel to declare all their existing business interests or shareholdings that may directly or indirectly conflict with the performance of their duties. Failure to properly disclose such interests shall be subject to the relevant rules and policies of the Company;

- (ii) Review any existing Human Resources Development or Personnel Handbook, and consider and approve recommendations of the Company's Human Resources Head for strengthening provisions on conflict of interest, salaries and benefits, promotions and career advancement directives and ensuring compliance by personnel concerned with all statutory requirements that must be met as a condition for maintaining their employment or, in the absence of such Personnel Handbook, to cause the development of such, covering the same parameters of governance stated above;
- (iii) Review the general criteria for the employment and promotion of Officers, Executives and key personnel, consider and approve any proposed update to such criteria as well as any training and development plans for such Officers, Executives and key personnel which may be recommended by the Company's Human Resources Head, and keep track of the performance and development of such Officers, Executives and key personnel;
- (iv) Review and, as the Committee may deem necessary, recommend to the Board for approval any amendments to any executive performance evaluation system of the Company; and
- (v) Review potential career paths for selected high-potential Officers, Executives and key personnel of the Company and Management's succession plan as developed or recommended by the President and CEO and/or Human Resources Head.

#### IV. Reporting and Recommendations

- (i) Cause the preparation of a clear, concise and understandable disclosure of the compensation of the Officers and other key personnel for the previous fiscal year and the ensuing year which are required to be included in the Company's annual report, proxy/information statements and other reports pursuant to the requirements of the Securities Regulation Code and its Implementing Rules and Regulations;
- (ii) Report the Committee's activities to the Board at least once a year and make such recommendation with respect thereto and other matters as the Committee may deem necessary or appropriate; and prepare and present to the Board a summary of the actions taken at each Committee meeting; and
- (iii) Prepare and review with the Board an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter, set forth the goals and objectives of the Committee for the ensuing year and include any recommendation to the Board on any improvements to this Charter deemed necessary or desirable by the Committee; provided that such report to the Board may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make such report.

**Technology Strategy Committee ("Committee"): Functions, Key Responsibilities and Powers**

The primary purposes of the Committee are to assist and enable the Board to:

1. review and approve the strategic vision for the role of technology in the Company's overall business strategy, including the technology strategy and roadmap of the Company;
2. fulfill its oversight responsibilities for the Company's effective execution of its technology-related strategies; and
3. ensure the optimized use and contribution of technology to the Company's business and strategic objectives and growth targets.

The primary responsibility of the Committee is oversight. Management is responsible for defining the Company's technology strategy and roadmap.

**Duties and Powers**

To carry out its purposes, the Committee shall have the following duties and powers:

1. Review, evaluate and make recommendations to the Board regarding:
  - a. the Company's major technology strategy, competitiveness and position relative to existing, emerging and future trends and opportunities in technologies relevant to the business of the Company; and
  - b. the application of technology in the pursuit of the Company's strategic goals and objectives.
2. Assist and enable the Board to achieve an understanding of the technologies necessary to carry out the Company's strategic growth plans, as well as technology issues, opportunities and risks relevant to the Company's overall business strategy;
3. Review the soundness of and risks associated with the technologies in which the Company has invested or intends to invest, and make the appropriate recommendations to the Board based on such review;
4. Review and make recommendations to the Board relative to the Company's technology budget, proposals for major technology-related acquisitions, transactions, investment levels, partnerships and alliances;
5. Review, report and make recommendations to the Board relative to Management's formulation, execution, and overall performance in achieving technology-related strategic goals and objectives;
6. Oversee the technology strategies of the Company's subsidiaries and their implementation.
7. Recommend to the Board appropriate technology-related training and programs for the Board members;
8. Have unrestricted access to Management, employees and information the Committee considers relevant to its role, purposes and duties;
9. Review this Charter at least once every two (2) years and recommend any necessary changes hereto to the Board;
10. Report the Committee's activities to the Board at least once a year and make such recommendations with respect thereto and other matters as the Committee may deem necessary or appropriate; and
11. Prepare an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter, set forth the goals and objectives of the Committee for the ensuing year and include any recommendation to the Board on any improvements to this Charter deemed necessary or desirable by the Committee; provided that such report to the Board may take the form of an oral report by the Chairman of the Committee or any other Member designated by the Committee to make such report.

#### ACGR Item H.1: "Customers' Welfare"

Activities undertaken by the Company to enhance customer experience:

1. Initiated the Business Office Transformation Program aimed at equipping the business frontliners with the competencies and skills to handle sales functions while, at the same time, providing excellent customer service.
2. Implemented business office (BO) renovations to maintain a common look and feel across all BOs. The highlight of this was the segregation of the payment center from the sales and after sales areas of the BO for customer convenience and overall better customer experience.
3. Outsourced the cashiering function to a third party service provider to de-load the BO staff from handling of payment transactions so they can focus on sales and after-sales activities.
4. The introduction of alternative channels to regular business channels were as follows:
  - a. TxtPress: an SMS based service which allows customers to report their complaints, as well as apply and inquire about their bill.
  - b. InfoTouch: the kiosks at the Business Offices that provide product and billing information to customers to avoid queuing at the BOs.
  - c. Improved interactive voice response system (IVRS) – an enhancement at the Call Center to provide billing information to avoid queuing of customer calls.

#### ACGR Item H.1: "Environmentally friendly value chain"

Activities undertaken by the Company related to promoting an environmentally friendly value chain:

1. *Balik Baterya Program* in partnership with Philippine Business for Social Progress (PBSP) and Motolite: PLDT donated used lead-acid batteries (ULAB) for recycling. Hazardous waste from batteries is disposed properly while generating funds through the production of new batteries. Funds generated in 2012 funded the restoration of 13 hectares of the Montalban-Wawa-Sub-Watersheds and helped build classrooms for Bangkerohan and Nenita Elementary Schools in Northern Samar.
2. *PLDT "TELEpuno" tree-planting project*: In partnership with the Department of Environment and Natural Resources (DENR), PBSP, Multi-Sectoral Watershed Management Council, Inc. and the local governments of Infanta and Real, Quezon, a 5-year tree-planting program which aims to plant 80,000 seedlings in the area has been implemented to regenerate the natural ecology of 80 hectares of Infanta-Real Quezon watershed forest reserve. The project has benefited at least four people's organizations covering 80 farmers.
3. *66K M.V.P. (Movement for Volunteerism and Partnership) Trees environmental greening project*: In time for PLDT Chairman Manuel V. Pangilinan's 66<sup>th</sup> Birthday, the PLDT 66K M.V.P. Trees environmental greening project aimed at planting 66,000 trees for a year up to July 14, 2013, was undertaken. The activity was participated in by MVP Group of Companies which covered the areas of Benguet, Pampanga, Bulacan, Marikina, Iloilo, Cebu and Davao.
4. *Cebu Hillylands tree-planting project*: In partnership with PBSP and the City of Iloilo, the project involved mangrove planting in Iloilo.
5. *Earth Day celebration*: An eLakad (ecological Lakad) fun walk was staged in coordination with the local government of Makati, the DENR and Earth Day Network Philippines.
6. *River Clean-up and Mangrove Reforestation in Iloilo City*: The project was carried out in partnership with the City of Iloilo.
7. *"Shore it Up: Rescue, Restore, Revive"* environmental awareness program: PLDT supported the Metro Pacific Investments Corp. (MPIC) in this project which covered environmental stewardship talks, tree-planting, coastal and underwater clean-up and artificial reef placement.
8. *The 1<sup>st</sup> Philippine International River Summit*: PLDT was a co-presantor during the event held in Iloilo City, which drew participants from various countries including Canada, Czech Republic, and Indonesia to discuss ways of saving vital waterways from pollution.

## ACGR Item H.1: "Community interaction"

Activities undertaken by the Company related to community interaction:

### Education:

1. PLDT Infoteach Outreach Program: Spearheaded by PLDT Community Relations, the program provides learning opportunities to high school students as well as elementary and high school teachers from across the nation by upgrading their cyber technology skills through internet and basic IT education.
2. Partnership with University of the Philippines Open University (UPOU), Philippine Community eCenter Network (PhilCeCNet): Taking the PLDT Infoteach Outreach Program to greater heights, covering municipalities from Luzon, Visayas and Mindanao, the project employed Intel curricula/modules entitled "Skills for Success" for high school students and Intel Teach: Getting Started Course for the teachers. Qualified teachers-graduates were offered scholarships in UPOU.
3. PLDT myDSL Broadband Quiz Contest: Under the PLDT Infoteach Outreach Program for teachers and students (regional online nationwide and grand finals)
4. PLDT-UPOU Online Teachers Development Program: Provides scholarship grants to qualified graduates of PLDT Infoteach program enabling teachers to enroll in the Diploma in Computer Science program offered online by UPOU as a priority course. Participants can enroll in other courses necessary for their personal growth and development.
5. Teachers Development Program: In partnership with UPOU, the Department of Education (DepEd), and local government units of Quezon province, the program aimed at upgrading the skills and knowledge of Science, Math and Language teachers through enrollment at UPOU. PLDT donated computers to 44 public schools in Quezon province.
6. eLearning Ville Program: This is a multi-sectoral program aimed at making a certain area of the community/town a learning hub through technology with PLDT donating computer units and facilitating provision of internet access for the establishment of a Community eCenter.
7. Philippine Digital Literacy for Women: PLDT, in partnership with UPOU, PhilCeCNet and Intel, provided support in a campaign to train 10,000 grassroots women by providing and mobilizing required resources.
8. *Balik Eskwela* Project: In partnership with DepEd involving beautification campaign for public schools, PLDT donated paints, hand wash facilities and school supplies as well as helped in re-painting, cleaning and gardening of Catmon Elementary School in Malabon and Luyang Elementary School in Carmen, Cebu.

### Health:

1. PLDT medical and dental missions: Provided free medical and dental services for victims of calamities and disasters, impoverished constituents of various municipalities as well as indigenous minority groups.
2. Bloodletting project: "*Dugong Alay, Katumbas ay Buhay*", in partnership with the Philippine Children's Medical Center (PCMC) and Philippine National Red Cross (PNRC), PLDT employees from various offices donate blood in support of the Department of Health's (DOH) campaign of providing safe blood to those in need.
3. Feeding program: Part of PLDT's efforts of promoting good nutrition among the marginalized families in the communities of Barangay 19, Bacolod.

### Arts:

*Sining Buhay Para sa Kalikasan*: a collage art-making project using recyclable materials in partnership with Earth Day Network Philippines. A one-day workshop for 85 budding artists from CRIBS Foundation, Persons with Disability – Valenzuela, Las Piñas, Makati, and Quezon City Chapters, and Smokey Mountain's Sandiwaan Learning Center, provided aspiring artists the opportunity to turn trash into one-of-a-kind works of art.

### Livelihood:

1. Donation of old telephone directories: Donation was given to inmates of female dormitories in Camp Karingal, Quezon City and the Inmates Welfare and Development at the Quezon City Jail. Old telephone directories were used as materials in making baskets, decorations and gift items.
2. PLDT *TELEpuno* livelihood component: Now on its 5<sup>th</sup> year of implementation, the program assists in the rehabilitation of Proclamation 158 Infanta-Real Watershed in the boundaries of Infanta and Real in Quezon province by planting trees in the area. But a collateral effect was an alternative livelihood project for its partner communities within the watershed forest reserve, in cooperation with PBSP. A community livelihood assessment is being conducted in the communities prior to the turnover of the livelihood projects.
  - PLDT constructed a fish nursery and provided 5,500 pangasius fries and juvenile fish to the Samahan ng Magbubukid at Mangingisda sa Barangay Cawayan, a farmer organization that served as a partner in the fish production project.
  - KILOS, a partner-women's organization with 30 members from Barangay Gumian, Infanta, Quezon, was provided with four hi-speed electric sewing machines in support of their Eco-Bag Project. Besides giving alternative income to the

members, the project also supports the “No Plastic-Use Policy” of Infanta, Quezon, providing reused and recycled bag materials sold cheaply at the community market.

- KANLUNGAN, another farmer’s organization comprising 80 members based in Barangay Magsaysay, Infanta, Quezon, received training on vermin-compost production at PBSP’s Center for Rural Technology and Development (CRTD) with the support of local government employees assigned at the Municipal Environment Natural Resources Office of Infanta, Quezon.

#### Emergency Response:

1. PLDT rendered relief operations, medical and dental missions, and feeding programs to calamity victims in Luzon, Visayas and Mindanao.
2. Balik Baterya Program: In partnership with PBSP and Motolite, PLDT donated used lead-acid batteries (ULABs) generated for proper recycling. The Balik Baterya program made possible the proper disposal of hazardous waste from the batteries while generating funds through the production of new automotive and industrial batteries. Since the program began in 2006, PLDT has donated over 964 tons of ULABs worth Php20.12 million, making it the biggest contributor to the program. In 2012, PLDT donated 144 tons of ULABs amounting to Php3.12 million. The funds from the PLDT Balik Baterya in 2012 funded the reforestation of 13 hectares of the Montalban-Wawa Sub-Watersheds in Rodriguez, Rizal and helped build classrooms for Bangkerohan and Nenita Elementary Schools in Northern Samar.

PLDT uses the generated funds from the *Balik Baterya* program to support its CSR projects such as funding for urban renewal, environment as well educational and health needs of underprivileged communities.

- PLDT was able to fund and build 23 learning resource centers in the Visayas, benefitting public schools in remote areas of Bohol, Samar, Iloilo and Cebu.
- In Balungao, Pangasinan, typhoon-damaged classrooms of Mabini and Esmeralda Elementary Schools were repaired.
- In support of information technology in education, PLDT has established computer laboratories at Barobaybay Academy Mission School in Samar, and at Malabon National High School-Longos Annex in Malabon.
- The funds were also used in constructing roads, drainage, and alleys for flood-prone areas in Malabon, benefitting a total of 1,000 residents.
- PLDT held orientation sessions on tuberculosis (TB) awareness and prevention in Pasig City, Caloocan City, Quezon City and Bulacan educating 1,788 individuals and training 127 TB educators.

PLDT ensures that these projects are implemented in coordination with concerned local government units, non-government organizations (NGO) and other stakeholders.

3. Donation of personal computers: Old and new computers were donated to various public schools, NGOs, poor communities and municipalities in Luzon, Visayas and Mindanao.
4. Outreaches in rural areas, home for the aged, hospitals and charitable institutions in the entire archipelago.
5. Community sponsorships during big festivals in key cities: Sinulog in Cebu, Dinagyang in Iloilo, Maskarra in Bacolod, Nuestra Señora del Pilar in Zamboanga, Panagbenga in Baguio, Kadayawan in Davao City
6. Religious events sponsorship, such as donation to the canonization of Blessed Pedro Calungsod.