



May 13, 2014

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

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

Gentlemen:

We wish to advise that the Company has received a Joint Consolidated Reply dated May 7, 2014 in "*Roy v. SEC and PLDT*" (SC GR No. 207246), pending with the Supreme Court, where the petitioner and the petitioner-in-intervention have incorporated an application for the Court to issue a temporary restraining order (TRO) against the holding of PLDT's annual stockholders' meeting for this year. According to the application, the meeting should not be held because to do so would be to let PLDT's shareholders elect its directors for the ensuing year in a manner contrary to the non-dispositive (and non-binding *obiter dicta*) pronouncements of the Supreme Court in *Gamboa v. Teves et al.*, (SC GR No. 176579) which require Filipinos to hold 60% of both legal and beneficial interests in every class of shares when computed according to the grandfather, rather than the control, rule.

The Company yesterday filed a motion asking the Court for 10 days from May 12, or up to May 22, to submit both a consolidated rejoinder to the joint consolidated reply as well as an opposition to the application for a TRO.

The Company has been advised by its counsels of record that the TRO application is completely baseless on its face and should be denied in its entirety because PLDT is in full compliance with both the binding *Gamboa* dispositive order as well as the Securities and Exchange Commission's Memorandum Circular No. 8 implementing that decision and the applicants have, consequently, plainly failed to allege either a clear right to the injunctive relief they have prayed for or any impending irreparable injury that they will sustain by its denial.

Very truly yours,

A handwritten signature in dark ink, appearing to read "MA. LOURDES C. RAUSA-CHAN", is written over the typed name.

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