



July 14, 2017

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

Attention : Mr. Mark V. Visda  
Head – Corporate Planning & Research



Gentlemen:

In compliance with the requirement of the Philippine Stock Exchange (the “Exchange”) as set out in Memorandum No. 2008-0356 dated July 29, 2008, we submit herewith the computation of public ownership level of common shares of PLDT Inc. listed on the Exchange as of June 30, 2017, hereto attached as Annex A.

Thank you.

Very truly yours,

**PLDT Inc.**

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


**PLDT Inc.**  
**Computation of Public Ownership (Common Stock) as of June 30, 2017**

Number of Issued Shares 218,779,886  
Less: Number of Treasury Shares<sup>1</sup> 2,724,111

Number of Outstanding Shares 216,055,775  
Less :

Name	Number of Shares		Total direct and indirect shares	% to Total Outstanding Shares
	Direct	Indirect		

**A. Directors**

Manuel V. Pangilinan	252,450	-	252,450	0.116845
Helen Y. Dee	98	24,982 <sup>2</sup>	25,080	0.011608
Albert F. Del Rosario	106,780	35,630 <sup>3</sup>	142,410	0.065914
Ray C. Espinosa	13,043	2,700 <sup>3</sup>	15,743	0.007287
James L. Go	57,914	68,000 <sup>3</sup>	125,914	0.058278
Bernido H. Liu	1	-	1	0.000000
Hideaki Ozaki	1	-	1	0.000000
Artemio V. Panganiban	1	1,770 <sup>3</sup>	1,771	0.000820
Ma. Lourdes C. Rausa-Chan	39	160 <sup>3</sup>	199	0.000092
Pedro E. Roxas	21	210 <sup>4</sup>	231	0.000107
Atsuhisa Shirai	1	-	1	0.000000
Amado D. Valdez	1	-	1	0.000000
Marife B. Zamora	5	-	5	0.000002
Sub-Total	430,355	133,452	563,807	0.260954

**B. Officers**

Ernesto R. Alberto	-	-	-	0.000000
Maria Elizabeth S. Sichon	-	-	-	0.000000
Victorico P. Vargas	-	1,470 <sup>3</sup>	1,470	0.000680
Alejandro O. Caeg	-	200 <sup>3</sup>	200	0.000093
Anabelle L. Chua	11,258	770 <sup>3</sup>	12,028	0.005567
Jun R. Florencio	15	500 <sup>3</sup>	515	0.000238
Juan Victor I. Hernandez	-	-	-	0.000000
Menardo G. Jimenez, Jr.	22	-	22	0.000010
June Cheryl A. Cabal-Revilla	-	-	-	0.000000
Katrina Luna-Abelarde	-	-	-	0.000000
Marco Alejandro T. Borlongan	-	-	-	0.000000
Alfredo B. Carrera	300	-	300	0.000139
Leah Camilla R. Besa-Jimenez	-	-	-	0.000000
Albert Mitchell L. Locsin	-	-	-	0.000000
Florentino D. Mabasa, Jr.	-	-	-	0.000000
Leo I. Posadas	10	-	10	0.000005
Aileen D. Regio	-	-	-	0.000000
Oscar Enrico A. Reyes, Jr.	-	-	-	0.000000
Martin T. Rio	-	-	-	0.000000
Ricardo M. Sison	500	3,700 <sup>3</sup>	4,200	0.001944
Emiliano R. Tanchico, Jr.	-	1,539 <sup>3</sup>	1,539	0.000712
Melissa V. Vergel de Dios	-	-	-	0.000000
Minerva M. Agas	-	-	-	0.000000
Benedict Patrick V. Alcoseba	-	-	-	0.000000
Jerameel A. Azurin	-	-	-	0.000000
Rafael M. Bejar, M.D.	-	-	-	0.000000
Jose Arnilo S. Castañeda	-	-	-	0.000000
Gerardo Jose V. Castro	-	-	-	0.000000
Aniceto M. Franco III <sup>5</sup>	-	-	-	0.000000

Marisa V. Conde	-	-	-	0.000000
Gene S. De Guzman	-	-	-	0.000000
Gil Samson D. Garcia	-	-	-	0.000000
Joseph Ian G. Gendrano	-	-	-	0.000000
Elisa B. Gesalta	-	-	-	0.000000
John John R. Gonzales	-	-	-	0.000000
Ma. Josefina T. Gorres	-	-	-	0.000000
Ma. Criselda B. Guhit	-	1,250 <sup>3</sup>	1,250	0.000579
Emeraldo L. Hernandez	-	-	-	0.000000
Marven S. Jardiel	-	-	-	0.000000
Princesita P. Katigbak	-	-	-	0.000000
Alexander S. Kibanoff	-	-	-	0.000000
Joseph Nelson M. Ladaban	-	-	-	0.000000
Javier C. Lagdameo	-	-	-	0.000000
Joselito S. Limjap	-	-	-	0.000000
Luis Ignacio A. Lopa	-	-	-	0.000000
Paolo Jose C. Lopez	-	-	-	0.000000
Ma. Carmela F. Luque	-	-	-	0.000000
Oliver Carlos G. Odulio	-	-	-	0.000000
Carlo S. Ople	-	-	-	0.000000
Harold Kim A. Orbase	-	-	-	0.000000
Dale M. Ramos	-	-	-	0.000000
Ricardo C. Rodriguez	5,712	-	5,712	0.002644
Genaro C. Sanchez	4,460	-	4,460	0.002064
Arvin L. Siena	-	50 <sup>3</sup>	50	0.000023
Ana Maria A. Sotto	-	-	-	0.000000
Carla Elena A. Tabuena	-	-	-	0.000000
Patrick S. Tang	-	570 <sup>3</sup>	570	0.000264
Victor Y. Tria	-	-	-	0.000000
Sub-Total	22,277	10,049	32,326	0.014962

**C. Principal/Substantial Stockholders**

Philippine Telecommunications Investment Corp.	26,034,263	-	26,034,263	12.049788
Metro Pacific Resources, Inc.	21,556,676	-	21,556,676	9.977366
Non-Philippine Subsidiary of First Pacific Company Limited	-	7,653,703 <sup>3</sup>	7,653,703	3.542466
NTT Communications Corp.	12,633,487	-	12,633,487	5.847327
NTT DOCOMO, INC.	22,796,902	8,533,253 <sup>6</sup>	31,330,155	14.500957
Sub-Total	83,021,328	16,186,956	99,208,284	45.917904

**D. Affiliates**

- - -

**E. Government<sup>7</sup>**

- - -

**F. Banks<sup>7</sup>**

- - -

**G. Employees<sup>8</sup>**

- - -

**H. Lock-Up Shares**

- - -

**I. Others**

- - -

Total number of Non-Public Shares

99,804,417

Total Number of Shares Owned by the Public<sup>9</sup>

116,251,358

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Legend :

- 1 All of the 2,724,111 common shares acquired by the Company for the period March 17, 2008 to June 30, 2017, pursuant to its Share Buyback Program, have already been reflected in the above data.
- 2 As chairperson and president of Hydee Management and Resource Corporation, Ms. Dee may exercise the voting right in respect of 21,957 shares of Hydee Management and Resource Corporation. Also includes 2,780 shares thru RCBC Trust for the account of Michelle Y. Dee-Santos and 245 shares under the name of Helen Y. Dee both thru PCD Nominee Corporation.
- 3 Thru PCD Nominee Corporation.
- 4 Buyer is a Trust controlled by Mr. Pedro Roxas for his children thru PCD Nominee Corporation.
- 5 Appointed as officer of the Company effective February 1, 2017.
- 6 Thru JP Morgan Hongkong Nominees Limited.
- 7 Shares issued/registered to government corporations and banks cannot be provided by our transfer agent due to system limitation in the database. Some names are in acronym and are not readily identifiable if a bank or a government corporation.
- 8 Shares issued on account of the Company's Stock Plan (ESOP and PLDT Stock Purchase Plan) cannot readily be provided by our transfer agent due to system limitation. We believe that the outstanding shares issued under the Company's Stock Plan will not exceed 5% of PLDT's total outstanding common stock as of June 30, 2017.
- 9 Includes 19,534,289 shares registered in the name of JP Morgan Hongkong Nominees Limited, 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 American Depositary Receipts, or ADRs, evidencing American Depositary Shares, or ADS, representing shares of common stock of the Company. For the purpose of this report, 8,533,253 shares of common stock underlying ADS owned by NTT DOCOMO, INC. have been deducted from JP Morgan Hongkong Nominees Limited's shareholdings and are included in the shareholdings of principal stockholders. Per JP Morgan Hongkong Nominees Limited, except with respect to DTC (Cede & Co.), none of the holders of ADSs owns more than 10% of PLDT outstanding common stock as of June 30, 2017.

Includes 67,299,786 shares registered in the name of PCD Nominee Corporation. For the purpose of this report, 7,653,703 shares beneficially owned by Non-Philippine subsidiaries of First Pacific Company Limited and 121,544 shares beneficially owned by PLDT directors and officers, have been deducted from PCD Nominee Corporation and are included in the shareholdings of the principal stockholders and PLDT directors and officers, respectively. Based on the information provided by PDTC to PLDT, none of the owners of the PLDT common shares registered under the name of PCD Nominee Corporation (PCD) owns more than 10% of PLDT's outstanding common stock as of June 30, 2017.



**PUBLIC OWNERSHIP PERCENTAGE**  
**Total Number of Shares Owned by the Public**

		<u>116,251,358</u> shares			<u>53.81%</u>
		216,055,775 shares			
Number of Outstanding Common & Preferred Shares	=		=	666,056,645	
Number of Outstanding Common Shares	=		=	216,055,775	
Number of Treasury Shares	=		=	2,724,111	*
Number of Listed Common Shares	=		=	222,666,391	
Number of Foreign-Owned Common Shares	=		=	110,378,064	
Foreign Ownership Level (%)	=		=	16.57%	**
Foreign Ownership Limit (%)	=		=	40%	***
<b>Note: Please observe the same cut-off date.</b>					

\* Please refer to footnote 1 in page 3

\*\* The above percentage of Foreign Ownership level was computed based on the total outstanding common shares reported to be owned by foreigners over the total issued and outstanding common and preferred shares. A total of 110,378,064 common shares were reported to be owned by foreigners as of June 30, 2017, or equivalent to 16.57% of the 666,056,645 total outstanding common & preferred shares of the Company.

\*\*\* Foreign Ownership Limit

Article XII, Section 11 of the Constitution of the Republic of the Philippines (the "Constitution") provides in part:

"Sec. 11. No franchise, certificate, or any other form of authorization for the operation of a public utility shall be granted except to citizens of the Philippines or to corporations or associations organized under the laws of the Philippines, at least sixty per centum of whose capital is owned by such citizens xxx."

In the case of Wilson P. Gamboa vs. Finance Secretary Margarito B. Teves, et al (G.R. No. 176579) (the "Gamboa Case"), the Supreme Court of the Republic of the Philippines (the "Supreme Court") rendered a decision on June 28, 2011 (the "June 28, 2011 Decision"), the dispositive portion of which is quoted in part as follows:

"WHEREFORE, we PARTLY GRANT the petition and rule that the term "capital" in Section 11, Article XII of the 1987 Constitution refers only to shares of stock entitled to vote in the election of directors, and thus in the present case only to common shares, and not to the total outstanding capital stock (common and non-voting preferred shares) xxx."

Motions for Reconsideration of the June 28, 2011 Decision were filed by several respondents in the Gamboa Case, which were denied with finality by the Supreme Court in a Resolution promulgated on October 9, 2012.

Subsequently, the Securities and Exchange Commission (SEC) issued SEC Memorandum Circular No. 8, Series of 2013 dated May 20, 2013 ("SEC MC No. 8") which sets forth the guidelines on compliance with the ownership requirements in the Constitution and/or existing laws by corporations engaged in nationalized or partly nationalized activities. SEC MC No. 8 provides in pertinent part, as follows:

"Section 1. This Circular shall apply to all corporations ("covered corporations") engaged in identified areas of activities or enterprises specifically reserved, wholly or partly, to Philippine Nationals by the Constitution, the FIA and other existing laws, amendments thereto and IRRs of said laws, except as may otherwise be provided therein.

Section 2. All covered corporations shall, at all times, observe the constitutional or statutory ownership requirement. For purposes of determining compliance therewith, the required percentage of Filipino ownership shall be applied to BOTH (a) the total number of outstanding shares of stock entitled to vote in the election of directors; AND (b) the total number of outstanding shares of stock, whether or not entitled to vote in the election of directors. x x x"

On June 10, 2013, Jose M. Roy III filed before the Supreme Court a Petition for Certiorari against the SEC, the SEC Chairman and PLDT claiming among others that SEC MC No. 8 violates the decision of the Supreme Court in the Gamboa Case. In a Decision dated November 22, 2016 (the "November 22, 2016 Decision"), the Supreme Court dismissed the petitions filed by Jose M. Roy III and other petitioners-in-intervention. The November 22, 2016 Decision upheld the validity of SEC MC No. 8 which requires public utility corporations to maintain at least 60% Filipino ownership in both its "total number of outstanding shares of stock entitled to vote in the election of directors" and its "total number of outstanding shares of stock, whether or not entitled to vote in the election of directors" and declared the same to be compliant with the Supreme Court's ruling in the Gamboa Case. Petitioner Jose M. Roy III filed a Motion for Reconsideration of the November 22, 2016 Decision, which was denied with finality by the Supreme Court on April 18, 2017.

Applying SEC MC NO. 8 to PLDT, the bases for calculation of the 40% foreign ownership restriction are: (a) PLDT's outstanding shares of voting stocks (common and voting preferred) which are all entitled to vote for the election of directors. For this purpose, the foreign ownership level of PLDT was 30.15% of the 366,055,775 total outstanding shares of voting common and preferred stocks as of June 30, 2017; and (b) PLDT's outstanding shares of stock whether or not entitled to vote in the election of directors. For this purpose, the foreign ownership level of PLDT was 16.57% of the 666,056,645 total outstanding common and preferred stocks as of June 30, 2017.

*Handwritten signature*