

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

STOCKHOLDER PROXY

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

The undersigned hereby appoints the Chairman of the Board of PHILIPPINE LONG DISTANCE TELEPHONE COMPANY (the "Company"), with full power of substitution and delegation, as the proxy of the undersigned, to represent and vote all of the shares of stock of the undersigned at the Special Meeting of Stockholders of the Company to be held on March 22, 2012 (the "Special Meeting of Stockholders") and at any and all adjournments or postponements thereof, for the purpose of acting on the proposal enumerated below.

In case of absence of the Chairman of the Board and any substitute proxy designated by him at the Special Meeting of Stockholders, the undersigned hereby grants the President of the Company or, in case of his absence, the Chairman of the Special Meeting of Stockholders chosen in accordance with the Company's By-Laws, full power and authority to act as alternate proxy of the undersigned, for the same purposes specified in the preceding paragraph.

The proxy/substitute proxy/alternate proxy, as the case may be, shall vote subject to the instructions indicated below and the proxy/substitute proxy/alternate proxy, as the case may be, is authorized to vote in his discretion upon other business as may properly come before the Special Meeting of Stockholders and any adjournments or postponements thereof. Where no specific instruction is clearly indicated below, the proxy/substitute proxy/alternate proxy, as the case may be, shall vote and shall be deemed authorized to vote "FOR" with respect to the proposal below.

**PROPOSAL AND VOTING INSTRUCTIONS**

Management recommends a "FOR" vote for the:

Approval of amendments to the Seventh Article of the Articles of Incorporation of the Company consisting of the sub-classification of the authorized Preferred Capital Stock into: One Hundred Fifty Million (150,000,000) shares of Voting Preferred Stock of the par value of One Peso (Php1.00) 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 (Php10.00) each, and other conforming amendments as set forth in Annex A attached to the Information Statement.

FOR       AGAINST       ABSTAIN

\_\_\_\_\_  
(Signature Over Printed Name)

- Stockholder  
 Authorized Representative of Stockholder

Date: \_\_\_\_\_, 2012

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PLEASE SEE REVERSE SIDE FOR ADDITIONAL INFORMATION AND INSTRUCTIONS

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**RECEIPT**

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

- ✓ Notice of Special Meeting of Stockholders on March 22, 2012 and Information Statement
- ✓ SEC Form 17-Q for the nine months ended September 30, 2011 (in compact disc)
- ✓ Proxy Form
- ✓ Reply Envelope

Received by:

\_\_\_\_\_  
(Signature Over Printed Name)

Date: \_\_\_\_\_, 2012

## GENERAL INFORMATION AND INSTRUCTIONS

### 1. Solicitation Information

Solicitation of proxies for the Special Meeting of Stockholders is being made by and on behalf of the Company.

Solicitation of proxies in the Philippines will be undertaken mainly by mail and, in person or by telephone, by certain employees of the Company. Solicitation will be done also through the proxy solicitation firm, Morrow & Co., LLC with respect to stockholders residing in the United States.

Officers and employees who will make the proxy solicitation on behalf of the Company will not be paid any additional compensation for proxy solicitation, except for reimbursement of reasonable transportation and representation expenses incurred in connection therewith which is estimated to be in the aggregate amount of P30,000. Morrow & Co., LLC will be paid approximately US\$ 15,000 including out-of-pocket expenses incurred by them in the course of solicitation.

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

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

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

No director/independent director has informed the Company in writing that he intends to oppose any action to be taken at the Special Meeting of Stockholders.

### 3. Submission of Proxy

- (a) The proxy form must be completed, signed and dated by the stockholder or his duly authorized representative, and received at the principal office and mailing address of the Company not later than 5:00 p.m. on March 15, 2012.
- (b) If the shares of stock are owned by two or more joint owners, the proxy form must be signed by all of the joint owners.
- (c) If the shares of stock are owned in an "and/or" capacity, the proxy form must be signed by either one of the owners.
- (d) If the shares of stock are owned by a corporation, association, partnership or unincorporated entity, the proxy form must be accompanied by a certification, signed by a duly authorized officer, partner or representative of such corporation, association, partnership or unincorporated entity, to the effect that the person signing the proxy form has been authorized by the governing body or has the power pursuant to the By-Laws, constitutive documents or duly approved policies of such corporation, association, partnership or unincorporated entity, for such purpose.
- (e) A proxy form given by a broker or dealer in respect of shares of stock carried by such broker or dealer for the account of a customer must be supported by a sworn certification that the same is given with the express prior authorization of such customer.
- (f) If any customer of a broker or dealer who is the beneficial owner of shares of stock executes a sub-proxy, the broker or dealer shall certify that the signature on the sub-proxy is the true and genuine signature of its customer.

### 4. Revocation of 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 HSBC Stock Transfer Unit, 7<sup>th</sup> Floor HSBC Centre, 3058 Fifth Avenue West Bonifacio Global City, Taguig City, for an owner of common shares, or at RCBC Stock Transfer Department, Ground Floor West Wing, Grepalife Building, 221 Sen. Gil Puyat Avenue, Makati City, for an owner of preferred shares, not later than 5:00 p.m. on March 19, 2012. A proxy is also considered revoked if an individual stockholder attends the meeting in person and expresses his intention to vote in person.

### 5. Validation of Proxies

The last day for validation of proxies will be on March 17, 2012. Validation of proxies will be done by the Corporate Secretary and persons designated by the Corporate Secretary who shall be under her supervision and control, in accordance with the procedure and guidelines set out in the Company's By-Laws and Section 11(b) of SRC Rule 20.