

**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS
OF PHILWEB CORPORATION**

Held on 27 September 2017 at 10:00 a.m.
Manila Golf & Country Club, Harvard Street, Forbes Park, Makati City

1. Call to Order

The Chairman, Mr. Gregorio Ma. Araneta III, called the meeting to order and presided over the same. The Corporate Secretary, Mr. Raymund S. Aquino, acted as the secretary of the meeting and recorded the minutes of the proceedings.

2. Proof of Notice and Certification as to Quorum

The Corporate Secretary, Mr. Raymund S. Aquino, certified that Notices of Annual Meeting of the Stockholders were sent to all stockholders at their respective addresses on record, in accordance with the By-Laws. There being present, in person or by proxy, stockholders owning 1,156,742,467 shares representing at least 80.57% of the capital stock, he therefore certified that a quorum was present for the transaction of business. (The list of stockholders present or represented at the meeting is available at the office of the Corporation.)

3. Approval of Minutes of the Annual Meeting of the Stockholders on 31 May 2016

The next item on the agenda was the approval of the minutes of the Annual Meeting of the Stockholders held on 31 May 2016.

Considering that the minutes had earlier been distributed to the stockholders, upon motion made and duly seconded, the reading of the minutes of the last Annual Meeting of the Stockholders was dispensed with and the same was unanimously approved.

4. Management Report for the year ended December 31, 2016

The next item on the agenda was the Management Report. The Company's President, Mr. Dennis O. Valdes, reported on the operational highlights of the past year and the Company's financial condition based on audited financial statements for the year ended December 31, 2016.

Thereafter, upon motion duly made and seconded, the Management Report was noted and made part of the records of the Corporation.

5. Ratification and Approval of Corporate Acts

The next item on the agenda was the ratification and approval of corporate acts.



Upon motion duly made and seconded, all the acts, proceedings, transactions, and agreements, authorized and entered into by the Board of Directors, Executive Committee and Officers of the Corporation, for and on behalf of the Corporation, from the last Annual Meeting of the Stockholders to date, were approved, confirmed and ratified by the stockholders.

6. Election of Directors

The next item on the agenda was the election of the members of the Board of Directors of the Corporation.

Upon motion duly made and seconded, the following were nominated to be elected as members of the Board of Directors for the current year:

For Regular Directors:

1. Gregorio Ma. Araneta III
2. Crisanto Roy B. Alcid
3. Dennis O. Valdes
4. Edgar N. Ang
5. Luis M. Araneta


For Independent Directors:

1. Mario A. Oreta
2. Rafael B. Ortigas
3. Philip S. Tuazon
4. William M. Valtos

There being no other nominees, and since there were only nine (9) nominees for fifteen (15) positions, upon motion made and duly seconded, the Corporate Secretary was directed by the Chairman to cast the votes of all those present and represented at the meeting equally among the above-named individuals who were thereby unanimously elected as members of the Board of Directors for the current year, to act as such until their successors are duly elected and qualified in accordance with the By-Laws.

7. Amendment of the Third Article of the Articles of Incorporation to reflect the New Address of the Principal Office of the Corporation

The next item on the agenda was the amendment to the Articles of Incorporation of the Company, specifically the Third Article, to reflect the new address of the Principal Office of the Company. The address of the Company shall be from "The Penthouse Alphaland Southgate Tower 2258 Roces Avenue corner EDSA Makati City" to "6/F Adamson Centre, 121 L.P. Leviste Street, Salcedo Village, Makati City, Philippines".



Upon motion duly made and seconded, the Third Article of the Articles of Incorporation of the Company was amended to reflect the new address of the Principal Office of the Company as "6/F Adamson Centre, 121 L.P. Leviste Street, Salcedo Village, Makati City, Philippines".

8. Amendment of the Fourth Article of the Articles of Incorporation to Extend the Corporate Life of the Corporation

The next item on the agenda was the amendment to the Articles of Incorporation of the Company, specifically the Fourth Article, to extend the corporate life of the Company. The Fourth Article of the Articles of Incorporation should read as follows: "FOURTH: That the term for which said corporation is to exist is for another fifty (50) years from and after expiration of its original term on 19 August 2019."

Upon motion duly made and seconded, the Fourth Article of the Articles of Incorporation of the Company was amended to read as follows: "FOURTH: That the term for which said corporation is to exist is for another fifty (50) years from and after expiration of its original term on 19 August 2019".

9. Amendment of the Sixth Article of the Articles of Incorporation to Reduce the Number of Directors

The next item on the agenda was the amendment to the Articles of Incorporation of the Company, specifically the Sixth Article, to reduce the number of directors. The Sixth Article of the Articles of Incorporation should read as follows: "SIXTH: That the number of directors of said corporation shall be eleven (11) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:"

Upon motion duly made and seconded, the Sixth Article of the Articles of Incorporation of the Company was amended to read as follows: "SIXTH: That the number of directors of said corporation shall be eleven (11) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:"

10. Amendment of Section Two, Article II-A of the By-laws of the Corporation by Replacing the Nominations Committee with the Corporate Governance Committee

The next item on the agenda was the amendment to Section 2, Article II-A of the By-laws of the Company by replacing the Nominations Committee with the Corporate Governance Committee so that the said section shall now read as follows: "Section 2. Stockholders shall submit their nominations for independent director to the Corporation's Corporate Governance Committee not later than 30 days before the date of the stockholders' meeting. The nomination form shall contain the name of the nominee for independent director and all information that may be required by the Securities and Exchange Commission under its rules

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and regulations. The nomination form should be signed by the nominating stockholder and have the signed conformity of the nominee.”

Upon motion duly made and seconded, Section 2, Article II-A of the By-laws of the Company was amended to read as follows: “Section 2. Stockholders shall submit their nominations for independent director to the Corporation’s Corporate Governance Committee not later than 30 days before the date of the stockholders’ meeting. The nomination form shall contain the name of the nominee for independent director and all information that may be required by the Securities and Exchange Commission under its rules and regulations. The nomination form should be signed by the nominating stockholder and have the signed conformity of the nominee.”

11. Amendment of Section Three, Article II-A of the By-laws of the Corporation by Replacing the Nominations Committee with the Corporate Governance Committee

The next item on the agenda was the amendment to Section 3, Article II-A of the By-laws of the Company by replacing the Nominations Committee with the Corporate Governance Committee so that the said section shall now read as follows: “Section 3. The Corporate Governance Committee shall only review those nominations with complete requirements. After screening the qualifications of all nominees, the Corporate Governance Committee shall prepare the final list of candidates for independent director and the information required under the existing rules of the Commission.”

Upon motion duly made and seconded, Section 3, Article II-A of the By-laws of the Company was amended to read as follows: “Section 3. The Corporate Governance Committee shall only review those nominations with complete requirements. After screening the qualifications of all nominees, the Corporate Governance Committee shall prepare the final list of candidates for independent director and the information required under the existing rules of the Commission.”

12. Amendment of Section Nine, Article II-A of the By-laws of the Corporation by Replacing the Nominations Committee with the Corporate Governance Committee

The next item on the agenda was the amendment to Section 9, Article II-A of the By-laws of the Company by replacing the Nominations Committee with the Corporate Governance Committee so that the said section shall now read as follows: “Section 9. In case of resignation, disqualification or cessation of an independent director, the Commission shall be notified of such fact within five (5) days of the resignation, disqualification, or cessation. The vacancy shall thereafter be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Corporate Governance Committee. Otherwise, the vacancy shall be filled by the stockholders in a regular or special meeting called for the purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office.”



Upon motion duly made and seconded, Section 9, Article II-A of the By-laws of the Company was amended to read as follows: "Section 9. In case of resignation, disqualification or cessation of an independent director, the Commission shall be notified of such fact within five (5) days of the resignation, disqualification, or cessation. The vacancy shall thereafter be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Corporate Governance Committee. Otherwise, the vacancy shall be filled by the stockholders in a regular or special meeting called for the purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office."

13. Amendment of Section Ten, Article IV of the By-laws of the Corporation by Replacing the COMPENSATION Committee with the Corporate Governance Committee

The next item on the agenda was the amendment to Section 10, Article IV of the By-laws of the Company by replacing the Compensation Committee with the Corporate Governance Committee so that the said section shall now read as follows: "Section 10. Corporate Governance Committee – The Board shall create a Corporate Governance Committee made up of three (3) directors who shall determine the compensation of all officers of the corporation."

Upon motion duly made and seconded, Section 10, Article IV of the By-laws of the Company was amended to read as follows: "Section 10. Corporate Governance Committee – The Board shall create a Corporate Governance Committee made up of three (3) directors who shall determine the compensation of all officers of the corporation."

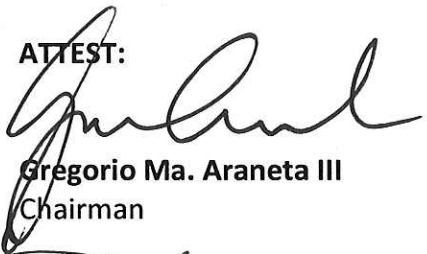
14. Appointment of External Auditor

Upon motion duly made and seconded, the accounting firm of Reyes Tacandong & Co. was appointed as the external auditor of the Corporation for the current year.

15. Adjournment

There being no further business to transact before the stockholders, upon motion made and duly seconded, the meeting was adjourned.

ATTEST:



Gregorio Ma. Araneta III
Chairman



Raymond S. Aquino
Corporate Secretary