

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

Held on April 19, 2012 at 2:00 p.m.  
The Alpha Tents, 6<sup>th</sup> Floor, Alphaland Southgate Mall  
2258 Chino Roces Avenue corner EDSA, Makati City

**1. Call to Order**

The Chairman, Mr. Roberto V. Ongpin, called the meeting to order and presided over the same. The Corporate Secretary, Mr. Cliburn Anthony A. Orbe, 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. Cliburn Anthony A. Orbe, 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 993,017,616 shares representing at least 78.71% 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 May 25, 2011**

The next item on the agenda was the approval of the minutes of the Annual Meeting of the Stockholders held on May 25, 2011.

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, 2011**

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, 2011.

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. Declaration of Twenty Percent Stock Dividend**

The next item on the agenda was the ratification and approval of the declaration by the Board of Directors in a meeting held last 15 February 2012 of a twenty percent (20%) stock dividend payable on 30 May 2012 to shareholders of record as of 4 May 2012.

Upon motion duly made and seconded, the declaration of a twenty percent (20%) stock dividend payable on 30 May 2012 to shareholders of record as of 4 May 2012 was unanimously approved, confirmed and ratified by the stockholders.

**7. 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:

1. Roberto V. Ongpin
2. Ray C. Espinosa
3. Eric O. Recto
4. Dennis O. Valdes
5. Ramon S. Ang
6. Robert Creager
7. Craig Ehrlich
8. Michael T. Grandinetti
9. Mario J. Locsin
10. Napoleon L. Nazareno

11. Rafael B. Ortigas
12. Delfin J. Wenceslao, Jr.
13. Tomas I. Alcantara (as independent director)
14. Benito R. Araneta (as independent director)
15. Mario A. Oreta (as independent director)

There being no other nominees, and since there were only fifteen (15) 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.

**8. Appointment of External Auditor**


Upon motion duly made and seconded, the accounting firm of KPMG Manabat Sanagustin & Co. was reappointed as the external auditor of the Corporation for the current year.

**9. Adjournment**

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

**ATTEST:**

  
**ROBERTO V. ONGPIN**  
Chairman

  
**CLIBURN ANTHONY A. ORBE**  
Corporate Secretary