

April 13, 2018

# **Securities and Exchange Commission**

SEC Building, Mandaluyong City

Attention: Hon. Vicente Graciano P. Felizmenio, Jr.

Director, Markets and Securities Regulation Department

# Philippine Stock Exchange, Inc.

6/F PSE Tower 5<sup>th</sup> Avenue corner 28<sup>th</sup> Street Bonifacio Global City, Taguig City

> Attention: Mr. Jose Valeriano B. Zuño III OIC-Head, Disclosure Department

#### Gentlemen:

Please be informed that at our annual meeting of stockholders held today, the stockholders approved the following:

1. Approval of minutes of previous meeting

Resolution No. S-01-18: "**RESOLVED**, to approve the minutes of the Annual Stockholders' Meeting held on April 7, 2017."

2. Approval of annual report

Resolution No. S-02-18: "**RESOLVED**, to note the Corporation's Annual Report, which consists of the Chairman's Message, the Message of the Chief Executive Officer, the Report of the President, and the audio-visual presentations to the stockholders, and to approve the consolidated audited financial statements of the Corporation and its subsidiaries as of December 31, 2017, as audited by the Corporation's external auditor Sycip Gorres Velayo & Co."

3. Approval of the Increase of Authorized Capital Stock from PhP2.45Bn to PhP3.0Bn and the corresponding Amendment of the Seventh Article of the Articles of Incorporation

Resolution No. S-03-18: "**RESOLVED**, as recommended by the Board of Directors in Resolution No. B-04-18, to approve the increase of authorized capital stock of the Corporation from Two Billion Four Hundred Fifty Million Pesos (P2,450,000,000.00) to Three Billion Pesos (P3,000,000,000.00) and the corresponding amendment of the Seventh Article of the Articles of Incorporation which, as amended, shall henceforth read as follows:

SEVENTH: That the capital stock of said Corporation is <u>Three Billion Pesos</u> (P3,000,000,000,000), Philippine Currency, consisting of <u>Two Billion Eight Hundred Million</u> (2,800,000,000) Common shares and Two Hundred Million (200,000,000) Preferred shares, both with par value of ONE PESO (P1.00) each. (As amended on April 13, 2018.)

4. Election of the directors effective immediately and until their successors are elected and qualified:

Resolution No. S-04-18: "RESOLVED, to elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

Jaime Augusto Zobel de Ayala
Fernando Zobel de Ayala
Arthur R. Tan
Gilles Bernard
Jose Ignacio A. Carlos
Edgar O. Chua (independent director)
Delfin L. Lazaro
Jose Teodoro K. Limcaoco
Hiroshi Nishimura (independent director)
Sherisa P. Nuesa (independent director)
Rafael C. Romualdez"

5. Election of SyCip Gorres Velayo & Co. as the external auditor of our Company for the fiscal year 2018 and the fixing of its remuneration

Resolution No. S-05-18: "RESOLVED, as endorsed by the Board of Directors, to approve the reelection of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2018 for an audit fee of P4,500,000."

At its organizational meeting held immediately after the stockholders' meeting, our Board of Directors elected the following:

1. Chairpersons and Members of the Board Committees:

# **Executive Committee**

Arthur R. Tan - Chairman Rafael C. Romualdez - Vice Chairman Jose Teodoro K. Limcaoco - Member

### Nomination Committee

Sherisa P. Nuesa - Chairman Jose Ignacio A. Carlos - Member Edgar O. Chua — Member

# Finance Committee

Delfin L. Lazaro – Chairman Jose Teodoro K. Limcaoco – Member Rafael C. Romualdez – Member

# Related Party Transactions Committee

Hiroshi Nishimura – Chairman Rafael C. Romualdez – Member Edgar O. Chua – Member Jose Teodoro K. Limcaoco – Member

### Compensation Committee

Sherisa P. Nuesa - Chairman Delfin L. Lazaro - Member Hiroshi Nishimura - Member

# Audit and Risk Committee

Edgar O. Chua - Chairman Rafael C. Romualdez - Member Hiroshi Nishimura - Member

### **Proxy Validation Committee**

Solomon M. Hermosura – Chairman Jaime G. Sanchez - Member Neilson C. Esguerra – Member

- 2. Mr. Edgar O. Chua as our lead independent director.
- 3. Officers under our By-Laws and Manual of Corporate Governance:

Jaime Augusto Zobel de Ayala

Arthur R. Tan Gilles Bernard Linardo Z. Lopez

Jerome S. Tan

Jaime G. Sanchez

Solomon M. Hermosura Joanne M. Lim

- Chairman of the Board
- Chief Executive Officer
- President and Chief Operating Officer
- Senior Managing Director, Global Head of Materials Management
- Senior Managing Director, Global Chief Financial Officer/ICT and Treasurer
- Vice President, Deputy Chief Financial Officer, Group Controller, and Compliance Officer
- Corporate Secretary
- Assistant Corporate Secretary

Thank you.

Very truly yours,

SOLOMON M. HERMOSURA

Corporate Secretary