

Globe Telecom, Inc.

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

9:00 A.M., 17 April 2012

Grand Ballroom, Hotel InterContinental Manila

Ayala Center, Makati City

STOCKHOLDERS PRESENT:

Stockholders of 272,628,933 voting shares or 93.72% of the total 290,906,929 outstanding and voting shares were present in person or by proxy.

PRESENT:

Jaime Augusto Zobel de Ayala	-	Chairman
Gerardo C. Ablaza, Jr.	-	Vice-Chairman
Hui Weng Cheong	-	Vice-Chairman
Ernest L. Cu		
Fernando Zobel de Ayala		
Tay Soo Meng		
Romeo L. Bernardo		
Guillermo D. Luchangco		
Xavier P. Loinaz		
Delfin L. Lazaro		
Manuel A Pacis	-	
Solomon M. Hermosura	-	Corporate Secretary

I. CALL TO ORDER

After the singing of the Philippine National Anthem, the 2012 Annual Stockholders Meeting of Globe Telecom, Inc. was called to order by Mr. Jaime Augusto Zobel de Ayala, Chairman of the Board of Directors. All incumbent Directors, including the Independent Directors, all the nominees for Directors, and the President and other key officers were in attendance.

II. NOTICE OF MEETING AND QUORUM

The Secretary reported that on 20 March 2012, in accordance with the By-Laws, written notice of the time, date, place and purpose of the Annual Stockholders' Meeting was sent to all stockholders of record as of 24 February 2012. The notice was likewise published in the 10 April 2012 issues of Business World and Philippine Daily Inquirer, newspapers of general circulation. The Secretary certified that stockholders of 272,628,933, or 93.72%, of the total 290,906,929 outstanding and voting shares of the Corporation were present in person or by proxy. Thereupon, the Chairman announced the presence of a quorum and the body duly constituted to transact business.



III. APPROVAL OF MINUTES OF PREVIOUS MEETING

On motion of Ms. Divina Vocal, and seconded by Ms. Cyrill General, stockholders of 272,298,193, or 99.88%, of the total voting shares represented at the meeting approved the minutes of the Annual Stockholders' Meeting held on 12 April 2011, copies of which were distributed earlier to the stockholders. Stockholders of 330,740, or 0.12%, of the total voting shares represented at the meeting abstained, and no stockholder voted against the approval of the minutes.

IV. REPORT OF THE CHAIRMAN OF THE BOARD

The Chairman welcomed the stockholders to the Annual Stockholders' Meeting of Globe Telecom, Inc. He reported that the Corporation sustained revenue and growth momentum in Y2011. Notwithstanding the weak and uncertain global market, slower domestic economic growth, and intense competition in the telecom sector, the Corporation delivered significant growth across all key metrics of profitability, revenues, market share, and shareholder returns. The Corporation also laid the groundwork for a massive modernization of network infrastructure, which network modernization was the foundation of the transformation agenda and a major pillar of the Corporation's competitive framework in the future.

The Chairman said that Y2011 was a year that was not without its challenges. There was a structural change in the Philippine telecom industry following the reversion of the sector to a two-player market. The intensity of competition was exacerbated by the sizable spectrum and distribution advantage of the Corporation's main competitor. Mobile penetration rates inched towards the 100% mark to end the year close to 94 million subscribers for the whole industry. Usage and network traffic also continued to grow despite persistent price pressures. Mobile browsing became more pervasive given the rising availability and affordability of feature phones, smartphones, and other internet capable devices. Despite the competitive pressures, the telecom industry managed to stage a recovery with industry revenues slightly up from past year's level. Similarly, the Corporation delivered solid operating results with consolidated operating revenues at an all-time high of Php 71.6 billion, up 9% against the prior year. The Corporation's revenue growth spanned all key product groups, brands, and market segments. More importantly, the Corporation made significant headway against competition and gained subscriber and revenue market share in both the mobile and broadband businesses. In Mobile Telephony, the Corporation strengthened its market leadership in the Postpaid sector and achieved record net subscriber additions, and reinforced its competitive position in the Prepaid segment by sharpening brand positioning through cutting-edge all-network offers and loyalty programs. The Broadband sector maintained the past year's double-digit growth and revenues grew by 30% to almost Php7.5 billion. The introduction of new and enhanced services, coupled with the expansion of the Corporation's marketing channels and the 4G HSPA+ network, continued to drive business growth. Broadband's significantly enhanced scale not only diversified revenue mix but also improved margins across the board for the Corporation. The Corporation's wireline data business also continued to grow steadily as it offered value, flexibility, and choice to both small and large businesses and created solutions and services that help boost their productivity and cut costs. The Corporation's reported net income for the year was at Php9.8 billion, up 1% from last year as Y2010 results included a one-time upward revenue adjustment. Excluding all non-recurring items, as well as foreign exchange and mark-to-market charges, underlying core net income rose by 11% to Php10

billion, a marked turnaround from the decline in Y2010. The Corporation also preserved the strength of its balance sheet with conservative debt levels backed by strong operating cash flows as validated by international ratings agency Fitch Ratings, which upgraded the Corporation's credit rating to investment grade, a notch higher than the Philippine sovereign debt. Local ratings agency, Philratings, also affirmed the Corporation's triple A rating, which signals that the Corporation has the smallest degree of investment risk.

Next, the Chairman reported on the dramatic improvement in shareholder value. Globe's market capitalization jumped by 42% in Y2011 to Php150 billion, outperforming the Philippine composite index – the region's best-performing market during the year, which grew by 4% in the same period. Globe continued to provide one of the highest dividend yields in the local market and among telecom companies in the region. The Corporation paid out a total of Php8.2 billion in cash dividends in Y2011, equivalent to 84% of prior year's net income. In November 2011, the Board of Directors amended the Corporation's dividend policy to base its cash dividend payout on core instead of reported net income to ensure dividends and yields remain competitive and sustainable despite the expected decline in Globe's profits in the near-term. The decline is expected to arise from accelerated non-cash depreciation charges that would be recognized by the Corporation over the next 2 years for the network assets that would be replaced as part of the network modernization program. With the attractive dividend yield and the increase in the Corporation's share price, total shareholder return (TSR) in Y2011 was at 51% from -4% the prior year. TSR on Globe stocks outperformed the broader MSCI Asia-Pacific Telecom Index composed of 32 telecom stocks in the region and ranked fifth in TSR among these companies.

On the network and IT transformation, the Chairman emphasized the importance of building on the gains and remaining a strong challenger to an even larger competitor. The launch of the massive network modernization and IT transformation program in November 2011, which would entail capital investment of up to \$790 million over the next 5 years, was designed to respond precisely to the challenges of competition, globalization, the explosion of data traffic, and the demands brought about by the smartphone era. Thus, the transformation program is expected to deliver the following benefits:

First, significant improvement in network quality and customer experience. When completed, customers could expect dramatic improvements in call quality, SMS delivery times, web browsing speeds, signal coverage, network availability and reliability.

Second, scalable future-proof network to support new wireless technologies. Deployment would include fiber optic infrastructure for future wireless broadband technologies such as LTE or Long-Term Evolution.

Third, reduce costs of operating, maintaining, and upgrading networks with the shift towards more power-efficient, multi-technology equipment that would allow 2G and 3G to run on the same platform.

Finally, the realization of synergies as a result of Globe's partnership with Huawei, the selected technology partner for the network modernization program. Huawei committed to establish a Joint Innovation Center together with Globe to bring the latest technological developments to the country. Through the Innovation Center, Globe would learn the best practices and tap into the latest developments of the 17 R&D centers of Huawei all over the world.

Simultaneously with the network modernization, Globe would transform its IT and business support system to create a streamlined and integrated information environment that would be more responsive to current business trends and to customer needs. There would be a comprehensive re-engineering of Globe's IT systems over the next 2 years, spanning billing and charging processes, product deployment, customer care, and other front-end systems. Upon completion, the Corporation would be able to roll-out products to the market faster and quickly respond to customer requests, resulting to better revenue growth prospects for the Corporation as well as lower operating costs for the IT system.

On the Corporation's commitment to create shared value for all stakeholders, the Chairman said that the Corporation takes pride in its direct and indirect contributions to the national development agenda. The Corporation continued to pursue business models that promote greater social inclusion cognizant of the industry's unique power to transform society, anchored on the long-held value that the Corporation's well being as a corporation is inextricably linked with the larger community. Thus, the Corporation's pioneering initiative in mobile microfinance under BPI Globe BanKo advocated financial inclusion utilizing Globe's mobile money platform and BPI's banking infrastructure to deliver affordable financial services to those who are currently not served by the formal banking system. Also, GCash, through the GCash Remit mobile money transfer service, continued to assist the government in disbursing funds to qualified, low-income families in remote areas of the country as part of the government's Conditional Cash Transfer Program. Indeed, the Corporation's commitment to sustainability and corporate responsibility extended across many other facets of the Corporation's operations as manifested in programs focused on education, entrepreneurship, environment, relief efforts in times of disaster, and the discipline instilled to measure and track the Corporation's performance against the triple bottom line covering human resource development, environmental, and financial performance.

In closing, the Chairman acknowledged the Board of Directors, the management team, and employees for their hard work, dedication, and perseverance. He also thanked Singapore Telecom, whose technical expertise and extensive experience provided an invaluable resource in shaping the network modernization effort. Finally, the Chairman expressed appreciation for the continued support of the shareholders, customers, and business partners.

Thereupon, the Chairman handed over the floor to the President and CEO, Mr. Ernest Cu, to deliver his report.

V. REPORT OF THE PRESIDENT

Mr. Cu reported that Y2011 was a banner year for Globe with a record high in revenues and increased number of subscribers. Management changed how Globe addressed customer needs and wants in all market segments. From marketing, product development to pricing, management demonstrated aggressiveness, hunger, and customer understanding in the market place.

Much of public perception about the Corporation had been transformed alongside the new face to Globe services that was more personal and appealing. With equipped and trained contact center agents, 24/7 text-facilities coupled with internet and social media help channels, Globe has gone to great lengths to meaningfully talk to customers. Further, the groundbreaking success of the new concept stores and premium dealership across the country reeled in significantly more foot traffic and robust sales activity.

Indeed, full-year service revenues reached an all-time high, closing the year at Php67.8 billion from last year. A new quarterly record of Php 17.8 billion was set in the 4th quarter, and marked six consecutive periods of market share growth. EBITDA and core net income also were up 5% and 11%, respectively. Mobile service revenues were up 7% to fully reverse last year's decline. Mobile telephony revenues from domestic voice, regular unlimited and bucket SMS, mobile browsing, and other value-added services were up 14% year-on-year. Mobile browsing revenues nearly reached Php2 billion, up 52% from Y2010. Broadband revenues grew 30% from last year propelled by a rapidly swelling subscriber base. Fixed line data business also continued steady ascent on revenues of Php3.8 billion, or 9% higher than last year, thereby addressing growing demand for reliable internet and data solutions. Prepaid business delivered 9% revenue growth led by the mass market brand TM whose revenues improved 14% YoY. Globe Postpaid revenues rose 6% compared to LY.

In terms of subscriber growth, total mobile subscriber base in Y2011 was over 30 million. Gross additions for the year was 23.2 million, or 7% above LY, and a new record of 6.1 million gross adds in the final quarter of Y2011. Globe Prepaid and TM strengthened their brand propositions, reduced churn through loyalty and rewards programs, and lured more customers through highly compelling on-net and all-network offers. Globe Postpaid, on the other hand, cemented leadership in its segment space, adding an all-time high 389,000 new subscribers in Y2011. Better quality acquisitions, improved churn rates, higher revenues, and consistent market share gains steadily flowed from (1) a refreshed product program anchored on personalized plans and great devices, (2) a targeted reward & loyalty program, and (3) an expansion of the sales channels, including online channels and concept stores.

A testament to the renewed strength of the Postpaid proposition was the December launch of the Apple iPhone 4S. Even as Apple opened up distribution rights to the competition, Globe was ahead with superior end-to-end customer experience from offering personalized services and competitive data packages, all the way to having customers' iPhones delivered or picked up at convenient store locations. Meanwhile, Globe's customizable Postpaid plan *My Super Plan* comes with the guarantee of worry-free service. Among others, a monthly bill cap on browsing charges, a phone warranty for newly acquired plans, and an exclusive 24/7 access to the expanded customer service channels were offered. As regards Broadband, the business generated total revenue of about P7.5 billion in Y2011, 30% higher than LY. The lift resulted from subscriber growth stimulated by the strength of the Tattoo brand and programs.

The significantly improved scale resulted in better profitability for the business with Fixedline and Broadband delivering almost 86% of the year's growth in consolidated EBITDA. Subscriber base by year-end was over 1.4 million or 31% higher than LY. Across the Consumer Business, new products and services built for the individual preferences of customers were introduced, i.e. (i) new prepaid sticks for Tattoo Broadband such as *Superstick Myfi* that cater to the different browsing habits of the customers; (ii) *Tattoo DSL* and *Tattoo WiMAX* offer plans bundled with free landline, free speed boost, free Globe-to-Globe NDD calls, and a free WiFi router to provide greater value for @home users; and (iii) *POWERSURF*, a Postpaid mobile browsing offer available in several denominations based on bulk megabytes and consumable in kilobytes.

For the IDD services, the "worldwidest" campaign was sustained by increasing the roaming partners to over 380, the most among Philippines telco providers. Also, new

services were launched in key overseas markets such as the US and the Middle East. During the early part of the year, a business unit was created within the Corporation to defend and grow the international business and to work with various retail and carrier partners in key markets worldwide. Globe Business, on the other hand, stepped up its thrust to become the most preferred business solution provider for Enterprise, Corporate, and SME customers. Through the industry's first cloud computing service for Enterprise customers, Globe Business customers realized cost savings, improved IT agility, ensured business continuity, and strengthened information security, with no less than *VMware vCloud Powered* status.

Moreover, Mr. Cu proudly announced that Globe Business recently achieved BS 25999 status, an international Business Continuity Management standard that validated the capability of the Corporation to continue operations and serve clients without interruption. As a final note to the commercial transformation, Globe continued to launch new Globe concept stores, which offer integrated retail environment that gives customers the total shopping experience. The new stores brandish live handsets in the central display area, digital and interactive merchandising through touch screen displays and retail TV, and award-winning in-store magazines and product catalogs. In Y2011, 4 to 5 new stores opened every month nationwide, an accelerated pace that capitalized on the fantastic customer-drawing lure of the new store blueprint. Most recently, Globe opened in Bacolod and Davao, bringing to 64 the total number of stores under the new format as of year-end.

Next, Mr. Cu reported that across the business lines, environmental and social consciousness was integral to sustaining the commerce in which Globe is engaged in and proactively leverages energy management, greenhouse gas emission reduction, and waste recycling practices. Indeed, abiding by internationally acknowledged environmental regulations, the Valero Telepark office was ISO 14001 certified thereby contributing solutions that mitigate climate change. Also, by mid-2013, Globe would move to a new "green" and LEED-certified corporate office at Bonifacio Global City in Taguig, replete with environment-friendly and energy-saving features. From a societal perspective, social responsibility comes alive through Globe Bridging Communities. Through this program, stakeholders were engaged in underserved Filipino communities to design their own sustainable future and to create opportunities that allow them to contribute to society. Support was likewise extended to several organizations and NGOs, such as Gawad Kalinga Community Development Foundation, Inc., and Virlanie Foundation to push forward a fulfilling CSR agenda of empowerment through ICT education and utilization. Furthermore, the Corporation's mobile commerce service, GCASH, remained a key disbursement channel of the DSWD's Conditional Cash Transfer program.

On the transformation program, Mr. Cu underscored that beyond commercial facets, Globe was transforming holistically, modernizing its core units including network and IT systems, enabling new technologies to power the business. Equally important, the people and culture transformation would ultimately make the difference in Globe's ability to execute the winning programs well. In November 2011, the plan to build a modernized, scalable, and future-proof network that fully supports customer experience proposition was announced. This involved the change-out of existing mobile network equipment, network optimization, coverage expansion, and capacity build-out with at least twice the level of fiber-optic technology that would provide customers with pervasive 3G coverage, instantaneous messaging, reliable call connections, 4G/LTE technology readiness, and a boost to overall quality and resiliency. Savings from improved power efficiencies and the use of green solutions would also be realized. The

network modernization program would take two years to complete. Once completed, Globe would have built one of the best mobile networks in Asia, and the Filipino nation would be proud to enjoy world class standards in mobile telephony.

Meanwhile, the IT transformation program which covers a good portion of the customer care, billing, campaign management, and other front-end systems were already defining design and capability specifications. The investment in responsive IT systems would address changing business demands and support marketing objectives to provide faster response to customer requests, convergent billing, better credit control, quicker time-to-market for new products, and better analytic models to support the product campaigns. While the network and IT transformation initiatives entail a huge investment outlay of about US\$790 million in total capex spending over 5 years, most fulfilling return is expected in continuous turning of the people and culture-building initiative called "Our Circle of Happiness". With a future-proof network and trail-blazing IT infrastructure behind the most innovative communication solutions, it would be easy for the employees with heads high and hearts proudly committed to the Corporation to serve customers better.

Endeared by the superior service heralded by highly motivated employees, more customers come to love Globe. Management was able to satisfy the business growth appetite of shareholders, who in turn, are encouraged to plow back incentives for Globe employees. In closing, Mr. Cu said that management was proud of this year's accomplishments. The Corporation's outstanding business results revealed a profound proof that customer-centricity was the winning strategy for the future as enshrined in The Globe Way of putting customers first that drove the Corporation to make even greater things possible in Y2012.

VI. APPROVAL OF THE ANNUAL REPORT OF GLOBE TELECOM, INC. FOR THE YEAR ENDED DECEMBER 31, 2011

The Chairman opened the discussion for the consideration and approval of the 2011 Annual Report including the 2011 Audited Financial Statements of Globe Telecom, Inc.

Stockholder Mr. Stephen Soliven noted that the working capital ratio, as reported in the Annual Report, was barely 1:1, and that there were more liabilities than current assets. He asked about the cost cutting measures adopted by the Corporation and if there was a budget prepared annually. At the request of the Chairman, the Chief Financial Officer, Mr. Alberto de Larrazabal, addressed the question and explained that the current ratio over the years had always been below 1:1 because of the way certain items were accounted for, including unearned revenues, which had already been paid in terms of top-ups but had not been recognized as income and were recorded on the books as short term liability. However, referring to the day-to-day operations of the Corporation, Mr. de Larrazabal assured the stockholders that the Corporation is very liquid and generates a lot of liquidity on a daily basis. As regards the cost-cutting measures, Mr. de Larrazabal said that the Corporation has a drive-cost-down initiative that looks at all of the costs of the Corporation and benchmarked against telcos globally to look for ways and means to constantly be more effective as far as expenses were concerned. As to Mr. Soliven's question on whether a budget was prepared annually, the Chairman answered in the affirmative and said that there was a budget prepared annually on the costs and on the revenue side.

Stockholder Mr. Olalia congratulated management and the staff of Globe for registering a high balance sheet for the preceding year. He inquired if Globe's DSL is faster than competition. Mr. Ernest Cu replied that DSL performance was highly dependent on several factors, i.e. site being accessed, and the condition of the line between the last mile and the cabinet being served. However, in general, Globe's service was either at parity or faster than competition, thus, the extensive increase in Globe's Broadband subscribers. Mr. Olalia then asked if Globe was allowed to use PLDT lines, to which Mr. Cu answered that currently there was no agreement for Globe to share in the infrastructure of PLDT. Whereupon, Mr. Olalia surmised that Globe's DSL line was still not at par with PLDT. Mr. Cu said that Globe was not at par with competition in terms of footprint given that competition had many years growing its wireline network in the country. However, in areas where Globe also is present, the infrastructure is similar. On another matter, Mr. Olalia noted that Globe's share price had gone up while PLDT's share price went down, which, according to Mr. Olalia was a good sign for the Corporation. He also remarked that the Corporation gained solid grounds on its stand on the Foreign Investments Act and the Constitutional requirement. Finally, Mr. Olalia raised a concern about the antennas in Sorsogon, which according to him "explodes", and asked if Globe would construct another antenna. Mr. Cu said that part of the normal optimization of the network is to replace damaged towers immediately. Also, if a particular site were no longer suitable, Globe would relocate. The Chairman noted the concern and said that the Corporation would look into it.

Another stockholder, Mr. Ed Dulalia, congratulated management for good performance. Thereupon, there being no further comments and questions, a motion duly made by stockholder Ms. Ferna De Leon and seconded by stockholder Mr. Darwyn De Belen, the 2011 Annual Report including the Audited Financial Statements of Globe Telecom, Inc. as reported by management, were approved by stockholders of 272,280,743, or 99.87%, of the total voting shares represented at the meeting, while 335,280 or 0.12% abstained, and 12,910 or 0.01% voted against the approval of the Annual Report and the Audited Financial Statements. Thus:

"RESOLVED, as it is hereby resolved to approve
the 2011 Annual Report including the 2011 Audited
Financial Statements of Globe Telecom, Inc."

VII. RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD AND MANAGEMENT

The Chairman sought ratification by the stockholders of all the acts and resolutions of the Board of Directors and Management taken or adopted since the Annual Stockholders' Meeting on April 12, 2011 until April 17, 2012. The Secretary explained that the request for ratification included all acts and resolutions of the Board, Executive Committee, and other Board Committees and all acts of Management since the Annual Stockholders' meeting on April 12, 2011 until April 17, 2012. The acts and resolutions of the Board and its Committees were reflected in the minutes of meetings and include approval of contracts and agreements, projects and investments, treasury matters and acts and resolutions covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of Management were those taken to implement resolutions of the Board of Directors and its Committees or taken in the general conduct of business.

On motion duly made by stockholder Ms. Beth Tolentino and seconded by stockholder Mr. Ramon Valenzuela, the stockholders of 272,295,840, or 99.88% of the total voting shares represented at the meeting approved and ratified all the acts and resolutions of the Board of Directors and Management adopted since the annual stockholders' meeting on April 12, 2011 until April 17, 2012. Stockholders of 333,093 or 0.12% of the total voting shares represented at the meeting abstained, while no stockholder voted against the approval thereof. Accordingly:

“RESOLVED, as it is hereby resolved, to ratify all the acts and resolutions of the Board of Directors, Executive Committee, and other Board Committees, and all the acts of Management since the Annual Stockholders' meeting on April 12, 2011 until April 17, 2012.”

VIII. ELECTION OF DIRECTORS INCLUDING THE INDEPENDENT DIRECTORS

The Chairman asked Mr. Xavier P. Loinaz, Chairman of the Nomination Committee, to inform the shareholders of the process in the nomination of directors.

Mr. Loinaz explained that in accordance with the By-Laws of the Corporation, the Manual of Corporate Governance and the SEC Rules, the names of the following nominees to the Board of Directors of Globe Telecom, Inc. for the next term were submitted to the Nomination Committee of the Board of Directors, and each one has accepted in writing such nomination:

1. JAIME AUGUSTO ZOBEL DE AYALA
2. DELFIN L. LAZARO
3. HUI WENG CHEONG
4. FERNANDO ZOBEL DE AYALA
5. GERARDO C. ABLAZA, JR.
6. ROMEO L. BERNARDO
7. TAY SOO MENG
8. GUILLERMO D. LUCHANGCO
9. XAVIER P. LOINAZ
10. MANUEL A. PACIS
11. ERNEST L. CU

Messrs. Luchangco, Pacis, and Loinaz were nominated as the Independent Directors in accordance with SRC Rule 38.

The Nomination Committee, in the exercise of its assigned task, has determined that the eleven (11) nominees inclusive of the three (3) nominees for independent directors have all the qualifications and none of the disqualifications to sit as members of the Board of Directors of Globe Telecom, Inc. for the next term, effective 17 April 2012 and until their successors have been elected and qualified. Thereupon, the nominees were submitted for election by the stockholders.

On motion of stockholder Melchor Latina, and seconded by stockholder Jonah Nierva, the nominees were declared elected directors of the Corporation for the ensuing year effective 17 April 2012 and until their successors have been elected and qualified.

The votes received by the nominees (and percentage of voting represented) are as follows:

Jaime Augusto Zobel de Ayala	271,325,065 or 99.52%
Delfin L. Lazaro	271,325,065 or 99.52%
Hui Weng Cheong	271,204,495 or 99.48%
Fernando Zobel de Ayala	271,325,065 or 99.52%
Gerardo C. Ablaza, Jr.	271,325,065 or 99.52%
Romeo L. Bernardo	271,325,065 or 99.52%
Tay Soo Meng	271,204,495 or 99.48%
Guillermo D. Luchangco	271,339,188 or 99.53%
Xavier P. Loinaz	271,379,648 or 99.54%
Manuel A. Pacis	272,298,193 or 99.88%
Ernest L. Cu	271,377,295 or 99.54%

Accordingly, the following resolution was passed:

RESOLVED, as it is hereby resolved to elect the following to serve as Directors of the Corporation for the ensuing year effective 17 April 2012 and until their successors have been elected and qualified:

1. JAIME AUGUSTO ZOBEL DE AYALA
2. DELFIN L. LAZARO
3. HUI WENG CHEONG
4. FERNANDO ZOBEL DE AYALA
5. GERARDO C. ABLAZA, JR.
6. ROMEO L. BERNARDO
7. TAY SOO MENG
8. GUILLERMO D. LUCHANGCO
9. XAVIER P. LOINAZ
10. MANUEL A. PACIS
11. ERNEST L. CU

IX. ELECTION OF INDEPENDENT AUDITORS AND FIXING OF THEIR REMUNERATION

The Chairman asked Mr. Manuel A. Pacis, Chairman of the Audit Committee, to explain the recommendation of the Committee.

Mr. Pacis explained that the Audit Committee evaluated the performance during the past year of Globe's present auditor, Sycip, Gorres, Velayo & Co., and the Committee was satisfied with their performance. The Audit Committee proposed and the Board of Directors agreed to endorse to the stockholders the re-election of Sycip, Gorres Velayo &

Co. as the independent auditor of the Globe Group for the current fiscal year for a fee of Php14.5 million, exclusive of 10% out-of-pocket expenses and audit related fees, which is the same level as the past 4 years. The Lead Engagement Partner for 2012 would remain to be Mr. Gemilo J. San Pedro.

After the explanation of Mr. Pacis, a motion was made by stockholder Ms. Jennifer Babasa and seconded by stockholder Ms. Sheryll Salvana, calling for the re-election of Sycip, Gorres Velayo & Co. as external auditor of the Corporation. Thereupon, stockholders of 272,278,390, or 99.87% of the total voting shares represented at the meeting approved the re-election of Sycip, Gorres Velayo & Co. as external auditor of the Corporation, 333,093 or 0.12% abstained, and 17,450 or 0.01% voted against the re-election of Sycip, Gorres Velayo & Co. Thus:

“RESOLVED, to appoint Sycip Gorres Velayo & Company as the Corporation’s independent auditors for the year 2012 with a remuneration of Php14.5 Million.”

X. OTHER MATTERS

The Chairman opened the floor for any other businesses that need to be taken up in the meeting. Mr. Dulalia said that the Board of Directors and management deserve a bonus. Similarly, Mr. Olalia said that it was opportune to give rank and file employees increase in their salaries. The Chairman remarked that 2011 had been a great year for Globe and the Executive team and the staff had generally been recognized for the results.

XI. ADJOURNMENT

There being no other matters to discuss, and on motion made by stockholder Ms. Beth Tolentino and seconded by stockholder Ms. Ferna De Leon, the Chairman declared the meeting adjourned.

Certified Correct:



SOLOMON M. HERMOSURA
Corporate Secretary

ATTESTED BY:



JAIME AUGUSTO ZOBEL DE AYALA
Chairman