



Globe Telecom, Inc.  
The Globe Tower  
32nd Street corner 7th Avenue,  
Bonifacio Global City,  
Taguig, Philippines 1634

**Minutes of the Annual Meeting of Stockholders\***

April 7, 2015, Tuesday, 9:00 A.M.

Ballroom 2, Fairmont Makati  
1 Raffles Drive, Makati Avenue, Makati City

+632.7972000

www.globe.com.ph

	No. of Shares	Percentage of Total
Outstanding and Voting Shares Represented	280,621,191	90.16%

**Directors Present:**

Jaime Augusto Zobel de Ayala

*Chairman of the Board  
Chairman, Executive Committee*

Gerardo C. Ablaza, Jr.

*Co-Vice Chairman of the Board  
Co-Vice Chairman, Executive Committee  
Member, Compensation and  
Remuneration Committee  
Member, Nomination Committee*

Mark Chong Chin Kok

*Co-Vice Chairman of the Board  
Co-Vice Chairman, Executive Committee  
Member, Compensation and  
Remuneration Committee  
Member, Nomination Committee*

Ernest L. Cu

*President and CEO  
Member of the Board  
Member, Executive Committee*

Delfin L. Lazaro

*Member of the Board  
Chairman, Finance Committee*

Fernando Zobel de Ayala

*Member of the Board  
Member, Finance Committee*

Romeo L. Bernardo

*Member of the Board  
Member, Compensation and  
Remuneration Committee  
Member, Nomination Committee  
Member, Audit Committee  
Member, Finance Committee*

Manuel A. Pacis

*Independent Director  
Chairman, Audit Committee*

Rex Ma. A. Mendoza

*Member of the Board  
Chairman, Nomination Committee*

Directors Tay Soo Meng and Guillermo Luchangco were absent from the meeting.

## **1. CALL TO ORDER**

After the national anthem, the Chairman, Mr. Jaime Augusto Zobel de Ayala, called the meeting to order. He welcomed the stockholders, and announced the presence of the members of the Board, the President and Chief Executive Officer, and other officers of the Company at the meeting.

## **2. NOTICE OF MEETING, DETERMINATION OF QUORUM AND RULES OF CONDUCT AND PROCEDURES**

The Secretary certified that, in accordance with the By-Laws, written notice of the time, date, place and purpose of the meeting was sent on March 3, 2015 to all stockholders of record as of February 6, 2015. The notice also was published on April 1, 2015 in the Philippine Daily Inquirer and Business World, newspapers of general circulation.

The Secretary further certified that stockholders representing 280,621,191 shares or 90.16% of the 311,248,211 outstanding and voting shares were present in person or by proxy.

The Chairman advised that anyone who wished to make a remark should identify himself after being acknowledged by the Chair and should limit his remarks to the item in the agenda under consideration.

Thereafter, the Secretary discussed the voting procedures. He informed the stockholders that they may opt for manual or online voting. For manual voting, each stockholder was given a ballot to enable the stockholder to vote in writing. For online voting, sixteen (16) stations were placed outside the Ballroom where stockholders may cast their votes online. Both ballot and website platform stated the proposed resolutions for consideration by the stockholders and each proposed resolution was shown on the screen as the same was taken up at the meeting.

All the items in the agenda, except for the election of directors, required the vote of stockholders representing at least a majority of the outstanding voting stock. The election of directors was by plurality of votes and every stockholder was entitled to cumulate his votes.

Each outstanding share of stock entitled the registered stockholder to one vote.

The Secretary also announced that the polls were open for the stockholders to cast their votes either manually or online. All votes received were tabulated by the Office of the Corporate Secretary and the results validated by an external auditor SyCip Gorres Velayo & Company (SGV). As the items in the agenda were taken up, the Secretary reported on the votes received and tabulated at that point in time.

The Secretary informed the stockholders that the final tally of votes would be reflected in the minutes of the meeting.

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### 3. APPROVAL OF MINUTES OF THE 2014 STOCKHOLDERS' MEETING

The next order of business was the approval of the minutes of the annual stockholders' meeting held on April 8, 2014.

The Chairman said that copies of the minutes were distributed to the stockholders and posted at the Company website before the meeting.

On motion of Ms. Olive Pagulayan seconded by Ms. Celeste Flores the stockholders approved the minutes and adopted the following Resolution No. S-01 (2015), which was shown on the screen:

#### **Resolution No. S-01 (2015)**

*"RESOLVED, to approve the minutes of the annual stockholders' meeting held on 8 April 2014."*

As tabulated by the Office of the Corporate Secretary and validated by SGV, the votes on the motion for the approval of the minutes and the adoption of Resolution No. S-01 (2015) were as follows:

Votes	Votes Cast (One vote per share)	Percentage of Voted Shares
For	274,680,901	97.88%
Against	0	0%
Abstain	0	0%

### 4. ANNUAL REPORT OF OFFICERS AND AUDITED FINANCIAL STATEMENTS

#### Chairman's Report

The Chairman reported that Globe Telecom posted record highs in overall service revenues and profitability. Notwithstanding intense industry competition, Globe registered broad-based growth across key services, which proved that network modernization and transformation initiatives over the last three years paid off. Combined with strategic partnerships with world-class content providers and the use of innovation to deliver new products and services that cater to the emerging Filipino digital lifestyle, Globe emerged as the mobile data provider of choice for Filipinos.

Compared to the country's strong economic performance, the telecommunications sector posted a lower growth rate of 3.7% in Y2014 as the Mobile segment had yet to fully monetize the increase in data traffic. With consumer behavior favoring digital services for connectivity, music and video content, and productivity, and combined with increasing smartphone penetration, the industry's network traffic shifted from the core services of voice and SMS to data usage. Also, to encourage the adoption of mobile browsing among consumers, particularly prepaid customers, promos offering free access to social networking, communication apps, and mobile internet services were introduced throughout the year. Moreover, competition in the Philippine telecommunications industry remained intense with the incumbent taking measures to