



LEVEL 1

A. The Rights of Shareholders

Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
A.1	Basic Shareholder Rights			
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner, that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends? In case the company has offered Scrip dividend, did the company pay the dividend within 60 days?	G20/OECD (2015) Principle II: The Rights and Equitable Treatment of Shareholders and Key Ownership Functions (A) Basic shareholder rights should include the right to: (6) share in the profit of the corporation.	YES	<p>Globe Telecom, Inc. (GLO or Globe or the Company) practices payment of dividends in an equitable and timely manner where all shareholders, including minority shareholders, are treated equally. As part of our dividend policy, Globe observes a 30-day period for the payment of dividends to shareholders from the declaration date of such dividends.</p> <p>Please refer to our website for more information on our dividends and dividend policy as well as our most recent Annual Corporate Governance Report (SEC ACGR) and Manual of Corporate Governance (MCG):</p> <p><u>GLO Manual of Corporate Governance, pp. 43-44 (Article VI, Section 13.1(e))</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SEC_Received30May2017.pdf</p> <p><u>GLO ACGR Y2016, pp. 86-87 (Part J(1)(c))</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SEC_Received26May2017.pdf</p> <p><u>Company Policies – Dividend Policy (Company website)</u> http://corporate-governance.globe.com.ph/company-policies.html</p> <p><u>Dividends, Declarations & Notices (Company website)</u></p>



				http://investor-relations.globe.com.ph/sec-filings/dividends.html Stock Info (Company website) http://investor-relations.globe.com.ph/stock-info/stock-profile.html
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Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
A.2	Right to participate in decisions concerning fundamental corporate changes			
	Do shareholders have the right to participate in:			
A.2.1	Amendments to the company's constitution?	G20/OECD (2015) Principle II (B) Shareholders should be sufficiently informed about, and have the right to participate in, decisions concerning fundamental corporate changes such as: (1) amendments to the statutes, or articles of incorporation or similar governing documents of the company.	YES	<p>Shareholders have the right to participate in amendments to Globe's Articles of Incorporation/Constitution (AOI), By-Laws, and other corporate documents. Any proposed changes to the AOI and By-Laws are submitted to stockholders for approval at a stockholders' meeting.</p> <p>The same are also made publicly-available through the company website for the benefit of Globe's shareholders including CG-related policies and practices. All of which are properly submitted to the Securities and Exchange Commission (SEC or Commission) and the Philippine Stock Exchange (PSE or Exchange) in a timely manner.</p> <p>The most recent AOI amendment was in 2014. The Minutes of the Annual Stockholders' Meeting (ASM) reflects the participation of our shareholders with regard to the amendment:</p> <p><u>GLO 2014 Minutes of the ASM, pp. 11-15 (Item 7)</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2014/2014%20Minutes%20of%20the%20Annual%20Meeting%20of%20Stockholders.pdf</p>



				<p>GLO MCG, p. 44 (Article VI, Section 13.1(f)) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG%20SECReceived30May2017.pdf</p> <p>GLO Articles of Incorporation, p.1 (Certification) http://www.globe.com.ph/documents/50301/5df37dab-a009-4c3d-a295-534fbbb314e0</p> <p>GLO By-Laws, p.12 (Article X) http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf</p>
A.2.2	The authorisation of additional shares?	G20/OECD (2015) Principle II (B): (2) the authorisation of additional shares.	YES	<p>Shareholders have the right to participate in the authorisation of GLO's additional shares as indicated in the Company's AOI.</p> <p>The same is also made publicly-available through the company website for the benefit of Globe's shareholders including CG-related policies and practices. All of which are properly submitted to the SEC and PSE in a timely manner.</p> <p>The 2014 Minutes of the Annual Stockholders' Meeting (ASM) reflects the participation of our shareholders with our AOI amendment in relation to the approval of issuance of a new class of GLO shares:</p> <p>GLO 2014 Minutes of the ASM, pp. 11-15 (Item 7) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2014/2014%20Minutes%20of%20the%20Annual%20Meeting%20of%20Stockholders.pdf</p> <p>GLO MCG, p. 44 (Article VI, Section 13.1(f)) http://corporate-governance.globe.com.ph/content/dam/multi-</p>



				microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf GLO Articles of Incorporation, p.1 (Certification) http://www.globe.com.ph/documents/50301/5df37dab-a009-4c3d-a295-534fbbb314e0
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	G20/OECD (2015) Principle II (B): (3) extraordinary transactions, including the transfer of all or substantially all assets, that in effect result in the sale of the company.	YES	This is part of the rights of all shareholders, among other rights, as identified in our AOI and MCG. To-date, there has been no activity that required participation from the shareholders for such an event. GLO 2017 Minutes of the ASM http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf GLO Articles of Incorporation, p.1 (Certification) http://www.globe.com.ph/documents/50301/5df37dab-a009-4c3d-a295-534fbbb314e0 GLO MCG, p. 44 (Article VI, Section 13.1(f)) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf



Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
A.3	Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.			
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?	<p>G20/OECD (2015) Principle II (C): (4) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known, including through votes at shareholder meetings, on the remuneration of board members and/or key executives, as applicable. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.</p>	YES	<p>GLO shareholders are given the right, among other rights, to participate in the approval of remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increase in remuneration for the non-executive directors/commissioners as identified in the Company By-Laws and MCG.</p> <p>This is also evidenced by the 2014 ASM Agenda and Minutes thereof, which are also made publicly-available through the company website. As stated in the 2014 ASM Minutes, Resolution No. S-06 (2014), the shareholders "Resolved, to authorize the increase in the compensation of Directors, except executive directors, to Php200,000.00 for every Board meeting and Stockholders' meeting attended,</p> <p>Resolved Finally, to maintain the compensation of Directors at <i>Php100,000.00 for every Committee meeting attended at such meetings other than those mentioned above.</i>":</p> <p><u>GLO By-Laws, p. 5 (Article II, Section 6)</u> http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf</p> <p><u>GLO MCG, p. 32 (Article III, Section 8.4)</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECREceived30May2017.pdf</p>



				<p><u>GLO 2014 Minutes of the ASM pp. 15-16 (Item 8)</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2014/2014%20Minutes%20of%20the%20Annual%20Meeting%20of%20Stockholders.pdf</p> <p><u>GLO 2014 ASM Notice and Agenda (Item 8)</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/others/Agenda_Notice%20of%20Annual%20Stockholders_Meeting_signed%20by%20SMH%202.pdf</p>
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		YES	<p>This is part of the rights of shareholders including non-controlling/minority shareholders as identified in the Company By-Laws, MCG, ACGR and Company policy on Board Composition. The most recent Minutes of the ASM (2017) also reflects that a minority shareholder nominated the candidates for membership to the Board.</p> <p>Our ACGR, 2016 Annual Definitive Information Statement (20-IS), submitted to the SEC, PSE and to all shareholders, for the 2017 ASM also states that the nomination for members of the Board was submitted by a minority shareholder:</p> <p><u>GLO MCG, pp. 11-12, 42-43 (Article II, Section 2.6; Article VI, Section 13.1(a))</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf</p> <p><u>GLO ACGR Y2016, pp. 4-5; 95 (Part A(1)(a); Part J(2)(a))</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</p>



			<p><u>GLO 2016 Information Statement, pp. 13-14 (Section B, Item 2. b. i. "Directors and Executive Officers")</u> http://investor-relations.globe.com.ph/sec-filings/information-statement.html</p> <p><u>GLO By-Laws, pp. 3-4 (Article II, Section 1.3)</u> http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf</p>
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?		<p>YES</p> <p>GLO allows shareholders to elect directors individually as identified in its By-Laws, MCG, ACGR and evidenced by the 2017 Voting Results of the ASM and Minutes of the ASM:</p> <p><u>GLO ACGR Y2016, pp. 85-86, 92 (Part J(1)(c)&(f)(iii))</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SEC_Received26May2017.pdf</p> <p><u>GLO 2017 Voting Results of the ASM, PDF p. 2 (Item 3)</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/investor-relations/2017/ASM2017-Voting-Results-posted19April2017.pdf</p> <p><u>GLO 2017 Minutes of the ASM, pp. 9-10 (Item 6)</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf</p> <p><u>GLO By-Laws, p. 2 (Article I, Section 5)</u> http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf</p> <p><u>GLO MCG, pp. 3, 11; 33-34 (Article II, Section 1.1 and 2.6; Article VI, Section 13.1 (a))</u></p>



			http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SEC_Received30May2017.pdf
A.3.4	Does the company disclose the voting procedures used before the start of meeting[s]?	G20/OECD (2015) Principle II (C): Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.	<p>GLO's voting and vote tabulation procedures are properly disclosed and declared in our MCG and annual reports including our 20-IS, ACGR, By-Laws, Notice and Agenda of ASMs and again reiterated by the Corporate Secretary during ASMs:</p> <p>GLO MCG, p. 11 (Article II, Section 2.6) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SEC_Received30May2017.pdf</p> <p>GLO 2017 Information Statement, PDF pp. 4; 11 (Item 2 of "Explanation of Agenda Items"; Section B, Item 1. d. "Manner of Voting") http://investor-relations.globe.com.ph/sec-filings/information-statement.html</p> <p>GLO ACGR Y2016, pp. 85-86 (Part J(1)(b) & (c)) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</p> <p>GLO By-Laws, pp. 2; 3-4 (Article I, Sec. 5; Article II, Section 1.3) http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf</p> <p>GLO 2017 ASM Notice and Agenda (Item 2) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual_Stockholders_Meeting.pdf</p> <p style="text-align: center;">YES</p>



				<p>GLO 2017 Minutes of the ASM, PDF pp. 2-3 (Item 2) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf</p>
A.3.5	Do the minutes of the most recent AGM record that the shareholders were given the opportunity to ask questions and the questions raised by shareholders and answers given recorded?	<p>G20/OECD (2015) Principle II (C): (3) Shareholders should have the opportunity to ask questions to the board, including questions relating to the annual external audit, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.</p>	YES	<p>The minutes of the 2017 ASM and ACGR record opportunities allowing shareholders to ask questions or raise issues, questions raised by the shareholders and answers given.</p> <p>GLO 2017 Minutes of the ASM, PDF pp. 7-8 http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf</p> <p>GLO ACGR Y2016, pp. 87-90 (Part J(1)(d)(1)&(4)) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</p>
A.3.6	Does the company disclose the voting results including approving, dissenting, and abstaining votes for all resolutions/each agenda item for the most recent AGM?		YES	<p>The voting results of the 2017 ASM include approving, dissenting and abstaining votes for all resolutions/each agenda item.</p> <p>GLO 2017 Voting Results during the ASM http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/investor-relations/2017/ASM2017-Voting-Results-posted19April2017.pdf</p>
A.3.7	Does the company disclose the list of board members who attended the most recent AGM?	<p>G20/OECD (2015) Principle II (C); and ICGN (2014) 1.4: The board of directors should meet regularly to discharge its preparation and attendance. Board</p>	YES	<p>The list of board members who attended the most recent ASM is disclosed through the Minutes of the ASM. The same is also disclosed in our ACGR:</p> <p>GLO 2017 Minutes of the ASM, PDF pp. 1-2 http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf</p>



		members should know the business, its operations and senior management well enough to contribute effectively to board discussions and decisions.		<p>GLO ACGR Y2016, p. 92 (Part J(1)(f)(i)) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</p>
A.3.8	Does the company disclose that all board members and the CEO (if he is not a board member) attended the most recent AGM?		YES	<p>The President and CEO (Ernest L. Cu) attended the most recent ASM, with the board members, and even presented his Report to all shareholders as disclosed through the Minutes of the ASM. The same is also disclosed in our ACGR:</p> <p>GLO 2017 Minutes of the ASM, PDF pp. 1-2, 5-7 http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf</p> <p>GLO ACGR Y2016, p. 92 (Part J(1)(f)(i)) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</p>
A.3.9	Does the company allow voting in absentia?	G20/OECD (2015) Principle II (C): (5) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	YES	<p>Shareholders may vote by proxy. This is provided in our By-Laws, MCG, ACGR and reiterated in the Notice of ASMs as well as by the Corporate Secretary during ASMs:</p> <p>GLO By-Laws, p. 2 (Article I, Section 5) http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf</p> <p>GLO MCG, pp. 42-43 (Article VI, Section 13.1 (a)) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf</p> <p>GLO ACGR Y2016, p. 93 (Part J(1)(g))</p>



				<p>http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</p> <p>GLO 2017 Notice of the ASM, PDF p. 6 (Item 2) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual_Stockholders_Meeting.pdf</p> <p>GLO 2017 Minutes of the ASM, PDF p. 2 (Item 2) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf</p>
A.3.10	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	G20/OECD (2015) Principle II (C)	YES	<p>Globe practices voting by poll, as opposed to by show of hands, for all resolutions decided and voted upon by shareholders during ASMs. Shareholders are given the option to cast votes manually through the provision of ballots per item in the agenda, or electronically through an electronic voting system website platform. These are disclosed in the ACGR, By-Laws, MCG and reiterated in the Notice of ASMs to shareholders as well as by our Corporate Secretary during ASMs:</p> <p>GLO 2017 Notice of the ASM, PDF p. 6 (Item 2) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual_Stockholders_Meeting.pdf</p> <p>GLO 2017 Minutes of the ASM, PDF p. 2 (Item 2) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf</p> <p>GLO ACGR Y2016, pp. 85, 92-93 (Part J(1)(b), (f) & (g))</p>



				<p>http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</p> <p>GLO By-Laws, p. 2 (Article I, Section 5) http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf</p> <p>GLO MCG, pp. 42-43 (Article VI, Section 13.1 (a)) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SEC_Received30May2017.pdf</p>
A.3.11	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?		YES	<p>Identification of Globe's appointed independent party to validate the votes at the ASM is stated in the Minutes of the ASM, Voting Results of the ASM and disclosed in our ACGR. All votes are tabulated by the office of the Corporate Secretary and the results are counted and validated by the external auditor of the Company:</p> <p>GLO 2017 Minutes of the ASM, PDF pp. 3, 9-11 http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf</p> <p>GLO 2017 Voting Results during the ASM http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/investor-relations/2017/ASM2017-Voting-Results-posted19April2017.pdf</p> <p>GLO 2017 Notice of the ASM, PDF p. 6 (Item 2 (iii)) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual_Stockholders_Meeting.pdf</p> <p>GLO ACGR Y2016, p. 92 (Part J(1)(f)(ii))</p>



				<p>http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</p> <p>Our MCG also states that, as part of the election and voting procedures, an independent external auditor will validate the voting results and the final tally of votes at our ASMs. Election inspectors are also allowed to be appointed by our shareholders as an additional right, as stated in our By-Laws:</p> <p>GLO MCG, p. 13 (Article II, Section 2.6.2 (f)) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf</p> <p>GLO By-Laws, p. 3 (Article I, Section 6) http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf</p>
A.3.12	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM/EGM for all resolutions?	<p>G20/OECD (2015) Principle II (C): (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.</p>	YES	<p>Globe ensures that the results of the votes taken at our ASMs are publicly available by the next working day through our website. The same is submitted to pertinent regulators. Our most recent ASM was held on April 18, 2017. The voting results were posted on our website on April 19, 2017:</p> <p>GLO 2017 Voting Results during the ASM http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/investor-relations/2017/ASM2017-Voting-Results-posted19April2017.pdf</p> <p>GLO ACGR Y2016, p. 91 (Part J(1)(d)(6))</p>



			http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf
A.3.13	Does the company provide at least 21 days notice for all AGMs and EGMs?		<p>YES</p> <p>Globe provides its shareholders with the notice for all ASMs at least 21 days prior to the ASM, if not earlier, as done in previous years and provided in our MCG. The notice also contains the explanation/rationale of agenda items for the meeting set. The same is also properly submitted to and disclosed through the SEC and PSE.</p> <p>Notice for the ASM held on April 18, 2017 published for all shareholders on December 7, 2016. The notice for the ASM was also published in newspapers of general circulation on March 13, 2017:</p> <p><u>GLO MCG, p. 44 (Article VI, Section 13.2)</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SEC_Received30May2017.pdf</p> <p><u>GLO Notice and Agenda of 2017 ASM through "Notice and Agenda of the Annual Stockholders' Meeting" (Company website)</u> http://corporate-governance.globe.com.ph/annual-stockholders-meetings.html</p> <p><u>GLO ACGR Y2016, pp. 88-89 (Part J(1)(d)(3))</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</p> <p><u>GLO Notice and Agenda of 2017 ASM through SEC and PSE</u></p>



<p>A.3.14</p>	<p>Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?</p>			<p>http://edge.pse.com.ph/openDiscViewer.do?edge_no=fdd44c3c_cf91526472785c150f4cd6d2#sthash.fCbmYvZf.dpbs</p> <p>Globe provides the rationale and explanation for each agenda item that requires shareholders' approval as part of our Notice of the ASM with title "Explanation of Agenda Items". The same are properly submitted to and disclosed through the SEC and PSE:</p> <p>GLO MCG, p. 44 (Article VI, Section 13.2) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SEC_Received30May2017.pdf</p> <p>GLO Notice and Agenda of 2017 ASM through "Notice and Agenda of the Annual Stockholders' Meeting" (Company website) http://corporate-governance.globe.com.ph/annual-stockholders-meetings.html</p> <p>GLO ACGR Y2016, pp. 88-89 (Part J(1)(d)(3)) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECRceived26May2017.pdf</p> <p>GLO Notice and Agenda of 2017 ASM through SEC and PSE http://edge.pse.com.ph/openDiscViewer.do?edge_no=fdd44c3c_cf91526472785c150f4cd6d2#sthash.fCbmYvZf.dpbs</p>
<p>A.3.15</p>	<p>Does the company give the opportunity for shareholder[s] to place item/s on the agenda of AGM[s]?</p>	<p>G20/OECD (2015) Principle II (C): (3) Shareholders should have the opportunity to ask questions to the board, including questions relation to the annual external audit, to</p>	<p>YES</p>	<p>The shareholders, including minority shareholders, shall have the right to propose items in the agenda of the meeting, as provided in our MCG:</p> <p>GLO MCG, p. 43 (Article VI, Section 13.1(d))</p>



		place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.		http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SEC_Received30May2017.pdf
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Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
A.4	Markets for corporate control should be allowed to function in an efficient and transparent manner.			
A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders' approval, does the board of directors/commissioners of the company appoint an independent party to evaluate the fairness of the transaction price?	G20/OECD (2015) Principle II (H): Markets for corporate control should be allowed to function in an efficient and transparent manner. (1) The rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets, should be clearly articulated and disclosed so that investors understand their rights and recourse. Transactions should occur at transparent prices and under fair conditions that protect the rights of all shareholders according to their class.	YES	To ensure the fairness of the transaction price in case of mergers, acquisitions and/or takeovers, the policy on appointment of a third party to evaluated fairness is included in Globe's MCG and policy on disclosure and transparency. Furthermore, our Board of Directors appoints an independent party to evaluate the fairness of the transaction price in case of mergers, acquisitions and/or takeovers. Globe likewise subjects itself to the rules and procedures as may be prescribed by the SEC and the PSE in relation to such events: GLO MCG, pp. 31-32 (Article III, Section 8.1) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SEC_Received30May2017.pdf Disclosure and Transparency (Company website) http://corporate-governance.globe.com.ph/disclosure-and-transparency.html GLO ACGR Y2016, pp. 7; 101 (Part A(1)(b); Part K(3))



				http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf
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Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
A.5	The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.			
A.5.1	Does the company disclose its practices to encourage shareholders to engage the company beyond AGM?	G20/OECD (2015) Principle II (D): Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse.	YES	<p>Globe Telecom recognizes the importance of regular communication with its investors and all shareholders, and is committed to high standards of disclosure, transparency, and accountability. As a company policy and to further strengthen Globe’s accessibility to its shareholders, Globe encourages all its shareholders, including institutional shareholders, to attend its general meetings and investor briefings, and engage with the Company even beyond ASMs. This is provided in our MCG.</p> <p>Apart from the Notices sent to all shareholders ahead of the ASM. We also publish the Notice and Agenda in a newspaper of general circulation. Globe also dedicated a section of our website for shareholders under “Investor Relations” and “Annual Stockholders’ Meeting”, which contains any and all information relevant to Globe shareholders including the notice and agenda to ASMs. Measures adopted to promote stockholder participation and engagement are also identified in our ACGR:</p> <p>GLO MCG, pp. 31, 45-46 (Article VI, Section 13.2; Article VII, Section 14.2) http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf</p>

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference.



			<p><u>GLO Notice and Agenda of 2017 ASM</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf</p> <p><u>GLO Notice and Agenda of 2017 ASM through SEC and PSE</u> http://edge.pse.com.ph/openDiscViewer.do?edge_no=fdd44c3c91526472785c150f4cd6d2#sthash.A5vrxeTr.dpbs</p> <p><u>Investor Relations (Company website)</u> http://investor-relations.globe.com.ph/</p> <p><u>Annual Stockholders' Meetings (Company website)</u> http://corporate-governance.globe.com.ph/annual-stockholders-meetings.html</p> <p>As provided in the ACGR, we sent out our notice, agenda and all materials for the 2017 ASM on April 13 to all stockholders on March 10:</p> <p><u>GLO ACGR Y2016, pp. 88-89; 93-95 (Part J(1)(d)(3)(a); Part J(1)(h)&(i))</u> http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</p> <p>Policies for the Company's shareholders, including institutional shareholders, are included in our By-Laws and MCG. Furthermore, it is the duty of Globe's Board of Directors to foster communication with its shareholders and other stakeholders, ensuring that their rights are protected and observed at all times:</p>
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				GLO By-Laws, pp. 1-3 (Article I) http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf
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