



directors shall be the chairman of the CRC, and subsequent election of an Independent Director as the chairman of the committee<sup>2</sup>

- 3) Inclusion of information on the increase in membership of the Risk Management Committee by the election of a 4<sup>th</sup> member<sup>3</sup>
- 4) Update of the table of information on the Executive Committee (number of meetings held, attendance of the committee members, and length of service of its members)
- 5) Update of the table of information on the Audit Committee (inclusion of new member, date of his appointment, number of meetings held, attendance of the committee members, and length of service of its members)
- 6) Inclusion of the profile of the newly-elected member of the Audit Committee, Independent Director Jaime Ayala
- 7) Amendment of the profile of Audit Committee member Independent Director Tony Tan Caktiong
- 8) Update of the table of information on the Compensation and Remuneration Committee (inclusion of new member, date of his appointment, number of meetings held, attendance of the committee members, and length of service of its members)
- 9) Update of the table of information on the Risk Management Committee (inclusion of new member, date of his appointment, number of meetings held, attendance of the committee members, and length of service of its members)

#### F. Risk Management System

#### G. Internal Audit and Control

- 1) Inclusion of information on the appointment of an Internal Audit Head<sup>4</sup>
- 2) Inclusion of information on the resignation of a member of the internal audit staff

#### H. Role of Stakeholders

- 1) Inclusion of the write-up on Corporate Social Responsibility found in the most recent Annual Report of the company entitled *"Good is Why We Power More Homes with Less Impact on the Environment"*
- 2) Update of data on sick leaves availed by the company's employees
- 3) Inclusion of information on training and development programs conducted for the Corporation's employees in the year 2013

#### I. Disclosure and Transparency

- 1) Update of the table of the Corporation's ownership structure (as of March 13, 2014)
- 2) Update of the table of shareholdings of members of management (as of March 13, 2014)
- 3) Update of information on the Corporation's Annual Report on SEC Form 17-A
- 4) Update of the table of aggregate fees paid to the Corporation's external auditors
- 5) Update of information on the release of the Corporation's audited consolidated financial statements
- 6) Update of information on the Corporation's significant transactions with related parties

#### J. Rights of Stockholders

- 1) Update of the table of dividends declared by the Corporation
- 2) Inclusion of information on the communication procedure taken by the Corporation to ensure active participation of stockholders during stockholders' meetings

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<sup>2</sup> As disclosed in a Current Report dated May 8, 2013, the board of directors elected Independent Director Tony Tan Caktiong as chairman of the Compensation and Remuneration Committee.

<sup>3</sup> As disclosed in a Current Report dated May 8, 2013, the board of directors elected 4 members of the Risk Management Committee.

<sup>4</sup> As disclosed in a Current Report dated October 18, 2013, Ms. Ma. Theresa M. Villanueva was appointed Internal Audit Head; in a Current Report dated November 21, 2013, it was disclosed that her appointment was approved by the board of directors.

- 3) Update of information on dates of filing of the notices of meeting (with preliminary information statements) for stockholders' meetings
- 4) Inclusion of information on the question-and-answer portion during the annual general meeting (name of stockholder, question asked, and answer given)
- 5) Inclusion of information on the results of the 2013 annual general meeting (agenda item, number of votes approving, dissenting and abstaining therefrom, including tabulation of votes for each director)
- 6) Inclusion of information on publication dates of the results of votes taken during the 2013 and 2014 annual general meetings
- 7) Update of the table of attendance of directors during annual general meetings
- 8) Revision of procedure for sending out notices of stockholders' meetings to reflect the new system of the Philippine Stock Exchange, Inc.
- 9) Update of the table of details of the definitive information statement and management report (number of stockholders, dates of distribution, format of notice, and provision of hard copies of the notice)
- 10) Update of the table of items included in the notice of the 2014 annual general meeting
- 11) Inclusion of information on the implementation of the Corporation's policies with respect to the treatment of minority stockholders
- 12) Inclusion of information on stockholders' rights to nominate candidates for election to the board of directors

K. Investor Relations Program

L. Corporate Social Responsibility Initiatives

- 1) Update of the table of corporate social responsibility initiatives

M. Board, Director, Committee and CEO Appraisal

N. Internal Breaches and Sanctions


**JUL 31 2014**

IN WITNESS WHEREOF, I hereby affix my signature this \_\_\_\_ day of July 2014 in  
QUEZON CITY

  
**RACHEL R. HERNANDEZ**  
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this **JUL 31 2014** in  
QUEZON CITY, affiant exhibiting to me her CTC No. 6293178 issued on January 28, 2014 in Pasig City and SSS No. 33-1884894-8 as competent evidence of identity.

Doc. No. 170 ;  
 Page No. 26 ;  
 Book No. 205 ;  
 Series of 2014.

  
**ATTY. TOMAS F. DULAY JR.**  
 NOTARY PUBLIC  
 Until December 31, 2014  
 ADM MATTER # HP-051-2014-2015  
 PTR# 90451-01-01-07-14 Q.C.  
 IBP# 91501-01-01-07-14 Q.C.  
 Roll No. 155-01-01-07-14-01  
 TIN# 410225919  
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