



METRO PACIFIC INVESTMENTS CORPORATION

April 15, 2014

SECURITIES & EXCHANGE COMMISSION

Corporate Governance & Finance Department
S.E.C. Building, EDSA
Mandaluyong City

PHILIPPINE STOCK EXCHANGE

Disclosure Department
3/F PSE Plaza
Ayala Triangle
Ayala Avenue, Makati City

Attention: **DIR. JUSTINA F. CALLANGAN**
Corporate Governance & Finance Department

MS. JANET ENCARNACION
Head, Disclosure Department

In accordance with the requirements of the Exchange, we are submitting through EDGE, a copy of SEC Form 20 – Preliminary Information Statement, as filed with the Securities and Exchange Commission, in respect of the Annual General Meeting of the Stockholders of Metro Pacific Investments Corporation scheduled on May 30, 2014.

Very truly yours,

A handwritten signature in black ink, appearing to read "Melody M. Del Rosario", with a large, stylized flourish at the end.

MELODY M. DEL ROSARIO
Vice President
PR and Corporate Communications



METRO PACIFIC INVESTMENTS CORPORATION

April 8, 2014

SECURITIES & EXCHANGE COMMISSION
Corporate Governance & Finance Department
S.E.C. Building, EDSA
Mandaluyong City

PHILIPPINE STOCK EXCHANGE
Disclosure Department
3/F PSE Plaza
Ayala Triangle
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SECURITIES AND EXCHANGE
COMMISSION
RECEIVED
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MARKET REGULATION DEPT.
BY: *JFC* TIME: *5:17*

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MELODY M. DEL ROSARIO
Vice President
PR and Corporate Communications



METRO PACIFIC INVESTMENTS CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Please be advised that the Annual Meeting of the stockholders of METRO PACIFIC INVESTMENTS CORPORATION will be held on Friday, 30th day of May 2014, at the Ground Floor, Rigodon Ballroom, Manila Peninsula Hotel, Ayala Avenue corner Makati Avenue, Makati City 1226 Philippines for the following purposes:

1. To consider and adopt the Audited Financial Statements for the year ended 31st December 2013 contained in the Annual Report
2. To ratify all acts of the Board of Directors and Management for the year 2013
3. To elect the Directors and Independent Directors of the Company for the ensuing year
4. To appoint the external auditor of the Company for the year 2013
5. To transact such other business as may properly come before the meeting and at any adjournment thereof.

The Board of Directors has fixed the close of business on the 30th day of April 2014, as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Stockholders' Meeting.

Very truly yours,

A handwritten signature in black ink, appearing to read "Antonio A. Picazo", written over a horizontal line.

ANTONIO A. PICAZO
Corporate Secretary
Makati City



METRO PACIFIC INVESTMENTS CORPORATION

**2014
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
AND
INFORMATION STATEMENT
SEC FORM 20-IS**

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

- Preliminary Information Statement
 Definitive Information Statement

2. Name of Registrant as specified in its charter **METRO PACIFIC INVESTMENTS CORPORATION**

3. **PHILIPPINES**

Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number **CS200604494**

5. BIR Tax Identification Code **244-520-457-000**

6. **10th Floor, MGO Building, Legazpi corner Dela Rosa Streets, Legaspi Village, Makati City**
1200 Philippines

Address of principal office and postal Code

7. Registrant's telephone number, including area code **(63) 2 888-0888**

8. Date, time and place of the meeting of security holders: **30th of May 2014**

9. 2nd May 2014

Approximate date on which the Information Statement is first to be sent or given to security holders

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Shares	26,028,083,752*

* Reported by the stock transfer agent as of 31st March 2014.

11. Are any or all of registrant's securities listed in a Stock Exchange?

Yes [] No [**X**]

The Registrant's common shares are listed on the Philippine Stock Exchange.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

The Annual Meeting of the stockholders of Metro Pacific Investments Corporation (the "Company") will be held on Friday, 30th day of May 2014, at the Ground Floor, Rigodon Ballroom, Manila Peninsula Hotel, Ayala Avenue corner Makati Avenue, Makati City 1226 Philippines

The mailing address of the Company is at the 10th Floor, Makati General Office Building, Legazpi corner Dela Rosa Streets, Legazpi Village, Makati City, 0721 Philippines.

This Information Statement will be first sent or given to security holders on or around the 2nd day of May 2014.

Item 2. Dissenters' Right of Appraisal

Under Section 81 of the Corporation Code, the following are the instances when a stockholder may exercise his appraisal right:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets of the Company; and
3. In case of merger or consolidation.

In order that a dissenting stockholder may exercise his appraisal right, such dissenting stockholder must have voted against the proposed corporate action at the annual meeting. Within thirty (30) days after the date of the annual meeting at which meeting such stockholder voted against the corporate action, the dissenting stockholder shall make a written demand on the Company for the fair value of his shares which shall be agreed upon by the dissenting stockholder and the Company. If the proposed corporate action is implemented, the Company shall pay the dissenting stockholder upon surrendering the certificates of stock representing his shares, the fair value of said shares on the day prior to the date on which the vote was taken. If the dissenting stockholder and the Company cannot agree on the fair value of the shares within sixty (60) days from the date of stockholders' approval of the corporate action, then the determination of the fair value of the shares shall be determined by three (3) disinterested persons, one (1) of whom shall be named by the dissenting stockholder, one (1) by the Company and a third to be named by the two (2) already chosen. The findings of the majority of the appraisers shall be final and their award shall be paid by the Company within thirty (30) days after such award is made. The procedure to be followed in exercising the appraisal right shall be in accordance with Sections 81 to 86 of the Corporation Code.

None of the matters that are proposed to be taken up during the meeting gives a dissenter a right of appraisal.

Item 3. Interest of Certain Persons In or Opposition to Matters to be Acted Upon

None of the officers or directors or any of their associates has any substantial interest, direct or indirect, in any of the matters to be acted upon in the stockholders' meeting.

None of the directors of the Company has informed the Company that he intends to oppose any action to be taken by the Company at the stockholders' meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of the 31st March 2014, the following shares of common and preferred stock of the Company were outstanding:

<u>Class</u>	<u>Number of Outstanding Shares</u>
Common	26,028,083,752
Class A Preferred Shares	5,000,000,000

Of the total outstanding common capital stock, 17,816,256,818 shares or 68.45 percent are owned by Filipino citizens, while 8,211,826,934 shares or 31.55 percent are owned by foreigners. All Class A Preferred shares are owned by Filipino citizens. Each common and Class A Preferred share of stock of the Company is entitled to one (1) vote as described below. The record date for the purpose of determining the stockholders entitled to vote is 30th April 2014.

Holders of common and Class A Preferred shares of stock of the Company are entitled to vote on all matters to be voted upon by the stockholders. Stockholders entitled to vote are also entitled to cumulative voting in the election of directors. Section 24 of the Corporation Code provides, in part, that: "...in stock corporations, every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock standing, at the time fixed in the by-laws, in his own name on the stock books of the corporation, or where the by-laws are silent, at the time of the election; and said stockholder may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit...."

As of 31st March 2014, the stock transfer agent reported 1,353 holders of common shares of the Company. The top 20 stockholders, the number of common shares held and the percentage of the common shares outstanding and held by each as of 31st March 2014 are as follows:

Rank	Stockholder Name	Number of Common Shares	Percent
1	METRO PACIFIC HOLDINGS, INC.	14,522,948,170	55.80%
2	PCD NOMINEE CORPORATION (NON-FILIPINO)	8,211,597,765	31.55%
3	PCD NOMINEE CORPORATION (FILIPINO)	3,255,395,207	12.51%
4	ALBERT F. DEL ROSARIO &/OR MARGARET GRETCHEN V. DEL ROSARIO	6,500,000	0.02%
5	ALBERT F. DEL ROSARIO	5,016,624	0.02%
6	LUCIO W. YAN AND/OR CLARA Y. YAN	2,850,000	0.01%
7	AMADO R. SANTIAGO III	2,500,001	0.01%
8	FERDINAND G. INACAY	1,500,000	0.01%
9	RAMONCITO S. FERNANDEZ	1,250,001	0.01%
10	RAUL L. IGNACIO	1,000,000	0.00%

Rank	Stockholder Name	Number of Common Shares	Percent
11	ALBERTO B. CARLOS	1,000,000	0.00%
12	TESSA G. ACOSTA	1,000,000	0.00%
13	J. LUIGI L. BAUTISTA	1,000,000	0.00%
14	BABY LEA M. WONG	1,000,000	0.00%
15	FIRST LIFE FINANCIAL CO., INC.	830,000	0.00%
16	MABINI F. PABLO	653,096	0.00%
17	BERCK Y. CHENG	650,000	0.00%
18	SANTHEA V. DELOS SANTOS	500,000	0.00%
19	HELEN S. UY	500,000	0.00%
20	FRANCIS GERARD ABERILLA	455,000	0.00%

Security Ownership of Record and Beneficial Owners of at least 5% of the Company's Securities as of 31st March 2014.¹

Type Class	Name and address of record owner and relationship with Issuer	Citizenship	Name of Beneficial Owner & Relationship with Record Owner	No. of Shares Held	Percent of class
Common Shares	Metro Pacific Holdings, Inc. 17/F Liberty Centre Bldg. 104 H.V. dela Costa, Salcedo Vill., Makati City	Filipino	MPHI is both record and beneficial owner. Mr. Manuel V. Pangilinan is usually designated as its representative, with authority to vote its shares, at meetings of shareholders.	14,522,948,170	55.80%
Common	PCD Nominee Corporation	Foreign	Public ownership	8,211,597,765	31.55%
Common	PCD Nominee Corporation	Filipino	Public ownership	3,255,395,207	12.51%
Common	Cartica Management LLC	Foreign	Under PCD Nominee Corp	1,306,658,334	5.02%
Common	Morgan Stanley Investment Management Company	Foreign	Under PCD Nominee Corp	1,315,072,200	5.05%
Class A Preferred Shares	Metro Pacific Holdings, Inc. 17/F Liberty Centre Bldg. 104 H.V. dela Costa, Salcedo Vill., Makati City	Filipino	MPHI is both record and beneficial owner. Mr. Manuel V. Pangilinan is usually designated as its representative, with authority to vote its shares, at meetings of shareholders.	5,000,000,000	100.00%

Other than the abovementioned, the Company has no knowledge of any person who, as of 28 February 2014, was directly or indirectly the beneficial owner of, or who has voting power or investment power (pursuant to a voting trust or other similar agreement) with respect to, shares comprising more than five percent (5%) of the Company's outstanding common shares of stock.

¹ PCD Nominee Corporation is the registered owner of shares beneficially owned by participants in the Philippine Central Depository, Inc. (PCD), a private company organized to implement an automated book entry system of handling securities transactions in the Philippines. Under the PCD procedures, when an issuer of a PCD-eligible issue will hold a stockholders' meeting, the PCD shall execute a pro-forma proxy in favor of its participants for the total number of shares in their respective principal securities account as well as for the total number of shares in their client securities account. For the shares held in the principal securities account, the participant concerned is appointed as proxy with full voting rights and powers as registered owner of such shares. For the shares held in the client securities account, the participant concerned is appointed as proxy, with the obligation to constitute a sub-proxy in favor of its clients with full voting and other rights for the number of shares beneficially owned by such clients. The Company received a copy of Cartica Management LLC's SEC Form 18-A dated 22nd October 2013 and Morgan Stanley Investment Management Company dated 16 July 2013.

Security Ownership of Management as of 31st March 2014

The following are the number of common shares of stock owned of record and/or beneficially by the directors and officers of the Company, and the percentage of shareholdings of each, as of 31st March 2014:

Type of Class	Name and Address of Owner	Amount and nature of Beneficial ownership		Citizenship	Percent of class
		Direct	Indirect		
Common	Manuel V. Pangilinan 7/F Ramon Cojuangco Bldg. Makati Avenue, Makati City	21,342,405	0	Filipino	0.08%
Common	Jose Ma. K. Lim 10/F MGO Bldg., Legazpi corner dela Rosa Streets, Legazpi Village, Makati	11,000,000	0	Filipino	0.04%
Common	David J. Nicol 10/F MGO Bldg., Legazpi corner dela Rosa Streets, Legazpi Village, Makati	1,000,001	0	Australian	0.00%
Common	Lydia B. Echauz Far Eastern University N. Reyes St., Sampaloc, Manila	30,000	0	Filipino	0.00%
Common	Ray C. Espinosa 5/F Locsin Building, Ayala Avenue Cor Makati Avenue, Makati City	Nil*	0	Filipino	0.00%
Common	Ramoncito S. Fernandez 10/F MGO Bldg., Legazpi corner dela Rosa Streets, Legazpi Village, Makati	781,000	0	Filipino	0.00%
Common	Edward S. Go Unit 16-A Pacific Plaza Tower Fort Bonifacio, Bonifacio Global City Taguig, Metro Manila	500,000	0	Filipino	0.00%
Common	Robert C. Nicholson 24/F Two Exchange Square, 8 Connaught Place Central, Hong Kong	Nil*	0	British	0.00%
Common	Augusto P. Palisoc, Jr. 10/F MGO Bldg., Legazpi corner dela Rosa Streets, Legazpi Village, Makati	2,500,000	0	Filipino	0.01%
Common	Artemio V. Panganiban 1203 Acacia, Dasmariñas Village, Makati City	250,001	0	Filipino	0.00%
Common	Antonio A. Picazo 19/F Liberty Center 104 H.V. dela Costa Street Salcedo Village, Makati City	1,001	0	Filipino	0.00%
Common	Amado R. Santiago III Room 114 Ortigas Building Ortigas Avenue, Pasig City	2,500,001	0	Filipino	0.01%

Type of Class	Name and Address of Owner	Amount and nature of Beneficial ownership		Citizenship	Percent of class
		Direct	Indirect		
Common	Edward A. Tortorici 10/F MGO Bldg., Legazpi corner dela Rosa Streets, Legazpi Village, Makati	10,729,596	0	American	0.04%
Common	Victorico P. Vargas Maynilad Water Services, Inc MWSS Complex, Katipunan Road, Balara, Quezon City	800,000	0	Filipino	0.00%
Common	Cristina S. Palma-Gil 19/F Liberty Center 104 H.V. dela Costa Street Salcedo Village, Makati City	Nil	0	Filipino	0.0%
	Aggregate for above named officers and directors	51,434,008	0		

*Each of these directors is the registered owner of at least one (1) qualifying share.

Changes in Control

The Company is not aware of any voting trust agreements or any other similar agreements which may result in a change in control of the Company. No change in control of the Company has occurred since the beginning of its last fiscal year.

Item 5. Directors and Executive Officers

Term of Office

Directors shall hold office for a period of one (1) year until their successors shall have been elected and qualified during the succeeding annual meeting of the stockholders, except in case of death, resignation, disqualification or removal from office. The term of office of the officers is coterminous with that of the Directors that elected or appointed them unless such officers are sooner removed for cause.

Background Information

Directors

The following are the names, ages, citizenship and periods of service of the incumbent directors/independent directors of the Company, all of whom have been nominated for re-election at the Annual Meeting:

Name	Age	Citizenship	Period during which individual has served as such
Manuel V. Pangilinan	67	Filipino	March 2006 up to present
Jose Ma. K. Lim	62	Filipino	March 2006 up to present
David J. Nicol	54	Australian	May 2010 up to present
Edward S. Go *	73	Filipino	July 2006 up to present

Augusto P. Palisoc, Jr.	56	Filipino	March 2006 up to present
Antonio A. Picazo	71	Filipino	March 2006 up to present
Amado R. Santiago, III	45	Filipino	July 2006 up to present
Artemio V. Panganiban*	76	Filipino	August 2007 up to present
Ramoncito S. Fernandez	57	Filipino	June 2009 up to present
Lydia B. Echauz*	65	Filipino	November 2009 up to present
Edward A Tortorici	73	American	November 2009 up to present
Ray C. Espinosa	57	Filipino	November 2009 up to present
Robert C. Nicholson	57	British	November 2009 up to present
Victorico P. Vargas	61	Filipino	May 2011 to present
Washington Z. SyCip*	91	Filipino	August 2011 to present

* Independent Directors

Officers and Advisors

The following are the names, ages, positions, citizenship and periods of service of the incumbent officers and advisors of the Company:

Name	Age	Position	Citizenship	Period during which individual has served as such
Manuel V. Pangilinan	67	Chairman	Filipino	March 2006 up to present
Jose Ma. K. Lim	62	President & CEO	Filipino	March 2006 up to present
David J. Nicol	54	Chief Finance Officer	Australian	April 2010 up to present
Edward A. Tortorici	74	Executive Advisor	American	March 2006 up to present
Augusto P. Palisoc, Jr.	56	Executive Director	Filipino	March 2006 up to present
Antonio A. Picazo	71	Corporate Secretary	Filipino	March 2006 up to present
Gemma M. Santos	51	Assistant Corporate Secretary	Filipino	March 2006 up to present
Melody M. del Rosario	50	Vice President-Media and Corporate Communications	Filipino	March 2006 up to present
Jose Noel C. de la Paz	58	Director for Corporate Development	Filipino	July 2007 up to present
Robin Michael L. Velasco *	44	Vice President-Human Resources	Filipino	July 2009 up to present
Albert W. L. Pulido	42	Vice President-Investor Relations	Filipino	July 2009 up to present
Maida B. Bruce	40	Vice President-Group Controller	Filipino	November 2009 up to present
Reymundo S. Cochango	47	Chief Finance Officer Hospital Group	Filipino	January 2010 up to present

Jose Jesus G. Laurel	59	Vice President - Legal/General Counsel and Compliance Officer	Filipino	May 2010 up to present
Ferdinand G. Inacay	48	Vice President – Business Development	Filipino	November 2009 up to present
Mabini Pablo	64	Senior Advisor	Filipino	January 2011 up to present
Santhea V. delos Santos*	37	Assistant Vice President - Finance	Filipino	February 2012 to February 2014
Louvette Anne M. Zoilo	37	Assistant Vice-President – Human Resources	Filipino	February 2012 to present
Celso Bernard G. Lopez	41	Assistant Vice-President – Hospital Group	Filipino	October 2013 to present

* Santhea V. delos Santos is now AVP for Risk Management

* Robin Velasco is now VP – Group Human Resources

Business Experience and Other Directorships

Directors

The business experience of each of the incumbent directors of the Company for the last five (5) years is as follows.

MANUEL V. PANGILINAN

Manuel V. Pangilinan, 67 years old, assumed chairmanship of the Board of Metro Pacific Investments Corporation in March 2006 and remain as such up to the present. He was appointed as Chairman of the Board of Philippine Long Distance Telephone Company (PLDT) after serving as its President and Chief Executive Officer from November 1998 to February 2004 and became Chairman of the Board of PLDT Communications and Energy Ventures Inc. (PCEV, formerly Piltel) on 3 November 2004. He also holds chairmanship in Smart Communications, Inc., ePLDT, Inc., Landco Pacific Corporation, Maynilad Water Services Corporation, Philex Mining Corporation, Metro Pacific Tollways Corporation, Manila North Tollways Corporation, Medical Doctors, Inc. (Makati Medical Center), Colinas Verdes, Inc. (Cardinal Santos Medical Center) and Davao Doctors, Inc. He is the Chairman of Manila Electric Company (Meralco).

Mr. Pangilinan founded First Pacific Company, Limited in 1981 and served as its Managing Director until 1999. He was appointed as Executive Chairman until June 2003, when he was named CEO and Managing Director. He also holds the position of President Commissioner of P.T. Indofood Sukses Makmur Tbk, the largest food company in Indonesia. Outside the First Pacific Group, Mr. Pangilinan was a member of the Board of Overseers of the Wharton School of Finance & Commerce, University of Pennsylvania. He is Chairman of the Board of Trustees of San Beda College. He also serves as Chairman of PLDT-Smart Foundation, Inc. and the Philippine Business for Social Progress. He also serves as Vice Chairman of the Foundation for Crime Prevention, a private sector group organized to assist the government with crime prevention, and a member of the Board of Trustees of Caritas Manila and Radio Veritas Global Broadcasting Systems, Inc. In February 2007, he was named the President of the Samahang Basketball ng Pilipinas, a newly formed national sport association for basketball, and effective January 2009, he assumed the chairmanship of the Amateur Boxing Association of the Philippines, the governing body of the amateur boxers in the country. In December 2013, Roxas Holdings, Incorporated, the largest sugar producer in the Philippines, announced the election of Mr Pangilinan as Vice Chairman of its Board of Directors.

Mr. Pangilinan has received numerous prestigious awards including the Ten Outstanding Young Men of the Philippines Award for International Finance (1983), the Presidential Pamana ng Pilipino Award by the Office of the President of the Philippines (1996), Honorary Doctorate in Humanities by the San

Beda College (2002), Best CEO in the Philippines by Institutional Investor (2004), CEO of the Year (Philippines) by Biz News Asia (2004), People of the Year by People Asia Magazine (2004), Distinguished World Class Businessman Award by the Association of Makati Industries, Inc. (2005), Management Man of the Year by the Management Association of the Philippines (2005), Order of Lakandula (Rank of a Komandante) by the Office of the President of the Philippines (2006), and Honorary Doctorate in Humanities by the Xavier University (2007). He was voted as Corporate Executive Officer of the Year (Philippines) and Best Executive (Philippines) at the 2007 and 2008 Best-Managed Companies and Corporate Governance Polls conducted by Asia Money. Mr. Pangilinan received the Best CEO award from Finance Asia Magazine (June 2012) and most recently, the Executive of the Year award from the Philippine Sportswriters Association (January 2014). He graduated cum laude from the Ateneo de Manila University, with a Bachelor of Arts Degree in Economics and received his Master's degree in Business Administration from Wharton School of Finance and Commerce, University of Pennsylvania, Philadelphia.

JOSE MA. K. LIM

Born in the Philippines in April 1952, Mr. Lim graduated from the Ateneo de Manila University, with a Bachelor of Arts degree in Philosophy. He received his MBA degree in 1978 from the Asian Institute of Management.

After graduating from the Asian Institute of Management in Manila, he managed a family-owned steel fabrication business until 1987 when he joined the National Development Company as a Manager in the Privatization Unit, a task force created by and reporting to the Department of Trade and Industry.

Mr. Lim then worked as a senior officer for various local and foreign banking institutions from 1988 to 1995. He was Director for Investment Banking of the First National Bank of Boston from 1994 to 1995, and prior to that, Vice President of Equitable Banking Corporation. In 1995, Mr Lim joined Fort Bonifacio Development Corporation (FBDC) as Treasury Vice President and eventually was appointed Chief Finance Officer in 2000.

With the onset of the Asian financial crisis and the subsequent divestment of controlling interest in FBDC, Mr. Lim assumed the position of Group Vice President and Chief Finance Officer of FBDC's parent company, Metro Pacific Corporation (MPC) on a concurrent basis from 2001 to 2003. He was then elected President & CEO of MPC in June 2003.

In 2006, MPC was reorganized into Metro Pacific Investments Corporation (MPIC), where he continues to serve as President & CEO. Aside from MPIC he is also currently a Director in the following MPIC subsidiary and affiliate companies: Beacon Electric Asset Holdings Inc.; Manila Electric Company Metro Pacific Tollways Corporation; Manila North Tollways Corporation, Tollways Management Corporation, Maynilad Water Services, Inc., Indra Philippines Inc. Medical Doctors, Inc. (owner and operator of Makati Medical Center), Cardinal Santos Medical Center (Colinas Verdes Hospital Managers Corporation) Our Lady of Lourdes Hospital. He serves as Chairman of Davao Doctors Hospital (Clinica Hilario) Inc., Asian Hospital and Riverside Medical Center in Bacolod. Mr. Lim is also President of the Metro Strategic Infrastructure Holdings, Inc. (MSIHI) which holds a minority ownership in Citra Metro Manila Tollways Corp. (Skyway).

He is active in the Management Association of the Philippines and has served as Vice-Chair of the Good Governance Committee from 2007 to 2009. He is a founding member and Treasurer of the Shareholders Association of the Philippines.

DAVID J. NICOL

Accomplished and versatile business leader having successfully held CEO and CFO positions in a wide range of industries in Europe and Asia. Voted by Institutional Investor as the top Conglomerate CFO all Asia in 2012 and 2013.

Mr. Nicol began his career with PricewaterhouseCoopers where he served for 10 years in London, New York and Hongkong. He joined First Pacific Company Limited in 1991 and in 1994 moved to

their Thai affiliate Berli Jucker PCL where he served as CFO until 1998 and then as Group CEO until 2002 when First Pacific exited Thailand.

From 2002 until 2010 when Mr. Nicol joined MPIC, he held positions as CEO Europe and Asia for SIRVA, Inc., CEO of Pinnacle Regeneration group and as a director of Reconomy Limited in the UK's waste and recycling sector. He has a consistent record of building shareholder value through operational improvement, restructuring, mergers and acquisitions and entering new markets.

EDWARD A. TORTORICI

Age 74, born in the United States. Mr. Tortorici received a Bachelor of Science from New York University and a Master of Science from Fairfield University. Mr. Tortorici has served in a variety of senior and executive management positions, including Corporate Vice President for Crocker Bank and Managing Director positions at Olivetti Corporation of America and Fairchild Semiconductor Corporation.

Mr. Tortorici subsequently founded EA Edwards Associates, an international management and consulting firm specializing in strategy formulation and productivity improvement with offices in USA, Europe and Middle East. In 1987, Mr. Tortorici joined First Pacific as an Executive Director for strategic planning and corporate restructuring, and launched the Group's entry into the telecommunications and technology sectors. Presently, he oversees corporate strategy for First Pacific and guides the Group's strategic planning and corporate development activities. Mr. Tortorici serves as a Commissioner of PT Indofood Sukses Makmur Tbk and as Director of Metro Pacific Investments Corporation, Philex Mining Corporation, FEC Resources Inc. of Canada and AIM-listed Forum Energy Plc.

Mr. Tortorici serves as a Trustee of the Asia Society Philippines and is on the Board of Advisors of the Southeast Asia Division of the Center for Strategic and International Studies, a Washington D.C. non-partisan think tank. He also served as a Commissioner of the U.S. ASEAN Strategy Commission.

ROBERT C. NICHOLSON

Mr. Nicholson is a graduate of the University of Kent, qualified as a solicitor in England and Wales and in Hong Kong. He is an Executive Chairman of Forum Energy Plc, a Commissioner of PT Indofood Sukses Makmur Tbk and a Director of Metro Pacific Investments Corporation, Philex Mining Corporation and Philex Petroleum Corporation. Mr. Nicholson is also an Independent Non-Executive Director of Pacific Basin Shipping Limited and Lifestyle Properties Development Limited. Previously, he was a senior partner of Reed Smith Richards Butler from 1985 to 2001 where he established the corporate and commercial department, and was also a senior advisor to the board of directors of PCCW Limited between August 2001 and September 2003. Mr. Nicholson has wide experience in corporate finance and cross-border transactions, including mergers and acquisitions, regional telecommunications, debt and equity capital markets, corporate reorganisations and privatisation in China. Mr. Nicholson joined First Pacific's Board in 2003.

AUGUSTO P. PALISOC JR.

Augusto P. Palisoc Jr. has been with the First Pacific group of companies for over 30 years. He is currently an Executive Director of Metro Pacific Investments Corporation (MPIC) and is the President & Chief Executive Officer of the MPIC Hospital Group. He is a Director of Medical Doctors, Inc. (owner and operator of the Makati Medical Center), Colinas Verdes Hospital Managers Corporation (operator of the Cardinal Santos Medical Center), East Manila Hospital Managers Corporation (operator of the Our Lady of Lourdes Hospital), Asian Hospital Inc., De los Santos Medical Center, MegaClinic Inc., Riverside Medical Center Inc. and Riverside College Inc. in Bacolod, Davao Doctors Hospital (Clinica Hilario) Inc. and Davao Doctors College, Inc., and Central Luzon Doctors Hospital in Tarlac. Prior to joining MPIC, he was the Executive Vice President of Berli Jucker Public Company Limited in Thailand from 1998 to 2001. Mr. Palisoc served as President and CEO of Steniel Manufacturing Corporation in the Philippines from 1997 to 1998. He has held various positions within the First Pacific group as Group Vice President for Corporate Development of First Pacific Company Limited in Hong Kong, and Group Managing Director of FP Marketing (Malaysia) Sdn. Bhd. in

Malaysia. Before he joined First Pacific in 1983, he was Vice President of Monte Real Investors, Inc. in the Philippines. Mr. Palisoc earned his Bachelor of Arts Degree, Major in Economics (with Honors) from De La Salle University, and his Master's in Business Management (MBM) Degree from the Asian Institute of Management. Mr. Palisoc was born in January 1958.

RAMONCITO S. FERNANDEZ

Ramoncito S. Fernandez is the President & Chief Executive Officer of Metro Pacific Tollways Corp. (MPTC) and Tollways Management Corporation (TMC) under Metro Pacific Investments Corporation (MPIC). He holds directorships in Metro Pacific Investments Corporation (MPIC), Metro Pacific Tollways Corporation (MPTC), Manila North Tollways Corporation (MNTC), Tollways Management Corporation (TMC), Cavite Infrastructure Corp., PEA Tollway Corp., and some subsidiaries of PLDT including PLDT Subic Telecom, Inc., PLDT Clark Telecom, Inc., TAHANAN and Pacific Global One Aviation Company, Inc..

He is the 2009 PISM GAWAD SINOP Awardee, the highest award conferred by the Foundation of the Society of Fellows in Supply Management and the Philippine Institute for Supply Management to outstanding achievers in the field of supply management.

Mr. Fernandez has varied experiences in logistics, materials management, international carrier business, administration and materials management, industrial marketing and sales. He was the Head of International and Carrier Business of PLDT and Smart and Global Access Group of Smart from 2007 until 31 December 2008. He was the Administration and Materials Management Head of Smart from 2000, and of PLDT from 2004, until 31 December 2007. He was the Executive Vice President in charge of marketing, sales and logistics of Starpack Philippines, Inc. until June 2000. Mr. Fernandez obtained his Bachelor of Science Degree in Industrial Management Engineering from the De La Salle University and Master's Degree in Business Management from the Asian Institute of Management.

VICTORICO P. VARGAS

Mr. Victorico P. Vargas is the President and CEO of Maynilad. He formally took over the position in August 2010. He is a director of Metro Pacific Investments Corporation, Metropac Water Investments Corporation, and director and Chairman of Philippine Hydro, Inc., member of the Executive Committee of the First Pacific Leadership Academy, trustee of the MVP Sports Foundation, Inc. and trustee of IdeaSpace Foundation, Inc.

Prior to his appointment, Mr. Vargas was the Senior Vice President for the Human Resources Group and Head of the Business Transformation Office of the Philippine Long Distance Telephone Company (PLDT), the nation's no. 1 telecommunications entity.

Mr. Vargas was also designated to head the International & Carrier Business Group (ICBG) of PLDT in 2007, managing the business relations with foreign and domestic carriers and other telecom entities. He was responsible for reviewing the overall business environment in foreign and domestic telecom markets and determining strategic areas and initiatives to optimize business potentials. He managed the formulation, development, alignment and implementation of the company's strategies to address customer requirements of international and domestic carriers. In 2003, he was also appointed supervision over Asset Protection and Management Group responsible for Property Management, Risk Management (Insurance) and Facilities Management.

Before joining PLDT in 2000, he had 12 years of experience in the banking industry – Citibank; 13 years in other consumer multinational companies, notably Colgate- Palmolive Philippines, Union Carbide and Pepsi Cola. In the field of sports, he currently holds the position of President for the Amateur Boxing Association of the Philippines. He was elected Vice-Chairman for the Samahang Basketbol ng Pilipinas, Inc., the national sports association for the Philippine Basketball, a member of the Philippine Olympic Commission and international Basketball Federation. He holds the position of Alternate Governor of the Philippine Basketball Association, the nation's professional basketball

league.

ANTONIO A. PICAZO

Antonio A. Picazo is currently a Senior Partner of Picazo Buyco Tan Fider & Santos Law Offices. He serves as a Director and/or Corporate Secretary of several large Philippine corporations, including Metro Pacific Investments Corporation, a position he has held since 2006. Mr. Picazo was born in Manila in August of 1941 and obtained his Bachelor of Laws degree from the University of the Philippines. He passed the 1964 Philippine Bar Examinations with the 5th highest rating. In 1967, he obtained a Master of Laws degree, Major in Taxation from the University of Pennsylvania. In 1976, he also completed the Management Development Program course at the Asian Institute of Management. He is currently also a member of the Board of the PGH Medical Foundation, Haribon Foundation and the Gerry Roxas Foundation.

RAY C. ESPINOSA

Age 57, born in the Philippines. Mr. Espinosa has a Master of Laws degree from the University of Michigan Law School and is a member of the Integrated Bar of the Philippines. He was a partner of SyCip Salazar Hernandez & Gatmaitan from 1982 to 2000, a foreign associate at Covington and Burling (Washington, D.C., USA) from 1987 to 1988, and a law lecturer at the Ateneo de Manila School of Law from 1983 to 1985 and 1989.

He is a Director of Philippine Long Distance Telephone Company (“PLDT”), Meralco PowerGen Corporation, Manila Electric Company (“MERALCO”), and Metro Pacific Investment, Corporation, Mediaquest Holdings, Inc., ABC Development Corporation (“TV5”), Mediascape, Inc. (“Signal”), an Independent Director and Chairman of the Audit Committee of Lepanto Consolidated Mining Company and a Director and the Vice Chairman of Philweb Corporation. He is the General Counsel of MERALCO and Head of PLDT’s Regulatory Affairs and Policy Office. He is also a trustee of the Beneficial Trust Fund of PLDT.

Mr. Espinosa joined First Pacific in June 2013. He is First Pacific Group’s Head of Government and Regulatory Affairs and Head of Communications Bureau for the Philippines.

AMADO R. SANTIAGO III

Amado R. Santiago III is the Managing Partner of the Santiago & Santiago Law Offices and is engaged in the general practice of law. He specializes in corporate litigation, which includes corporate rehabilitation proceedings under the Securities and Exchange Commission Rules on Corporate Recovery, Interim Rules of Procedure on Corporate Rehabilitation and the Rules of Procedure on Corporate Rehabilitation, as well as taxation law. He acts as director, corporate secretary, and/or corporate counsel of various corporate clients. He graduated from the Ateneo de Manila School of Law in 1992 and passed the Philippines Bar Examinations given in the same year. He received his degree of Bachelor of Science in Legal Management in 1988 from the Ateneo de Manila University.

EDWARD S. GO

(Independent Director)

Edward S. Go currently serves as Chairman of the Board of Hyundai Asia Resources, Inc. and of ASA Philippines Foundation. He is an Independent Director of Metro Pacific Investments Corporation, PLDT Communications and Energy Ventures, Inc. (PCEV) and Filipino Fund Inc. He is also Chairman of the PLDT Beneficial Trust Fund and member of the Board of BTF Holdings Inc, Mediaquest Holdings, Inc., TV5 Network, Inc. (formerly ABC Development Corporation), Signal TV, Inc. (formerly Mediascape Inc.), BusinessWorld Publishing Corporation, AB Capital Investment Corporation, Vicsal Investment Corporation and Union Galvasteel Corporation. He has over 40 years of management experience in banking and finance, starting as Executive Trainee with Citibank N.A. and became President of Philippine Bank of Communications in 1974 and Chairman and Chief Executive Officer of Chinabank in 1985. Mr. Go is also Chairman of the Audit Committee of MPIC and PCEV. He obtained his Bachelor of Arts Degree, magna cum laude, and underwent postgraduate studies at the Ateneo de Manila University, where he currently serves as Chairman of the Board of Trustees.

CHIEF JUSTICE ARTEMIO V. PANGANIBAN

(Independent Director)

A consistent scholar, retired Chief Justice Panganiban obtained his Associate in Arts "With Highest Honors" and later his Bachelor of Laws with "Cum Laude" and "Most Outstanding Student" honors. He placed sixth among 4,200 candidates who took the 1960 bar examinations. A well-known campus leader, he founded and headed the National Union of Students of the Philippines. He is also the recipient of several honorary doctoral degrees.

In 1995, he was appointed Justice of the Supreme Court, and in 2005, Chief Justice of the Philippines. Aside from being a prodigious decision writer, he also authored eleven books while serving on the highest court of the land. His judicial philosophy is "Liberty and Prosperity Under the Rule of Law." He believes that the legal profession and the judiciary must not only safeguard the liberty of our people but must also nurture their prosperity and economic well-being. To him, justice and jobs, ethics and economics, democracy and development, nay, liberty and prosperity must always go together; one is useless without the other. On his retirement on 7 December 2006, his colleagues acclaimed him unanimously as the "Renaissance Jurist of the 21st Century."

Prior to entering public service, Chief Justice Panganiban was a prominent practicing lawyer, law professor, business entrepreneur, civic leader and Catholic lay worker. He was the only Filipino appointed by the late Pope John Paul II to be a member of the Vatican-based Pontifical Council for the Laity for the 1996-2001 term. At present, he is a much sought-after independent director and adviser of business firms, and writes a column in the Philippine Daily Inquirer.

LYDIA BALATBAT-ECHAUZ

(Independent Director)

Lydia Echauz is recently retired from academe. She was for ten years President of Far Eastern University and its three other affiliate schools. Prior to joining FEU in 2002, she served as Dean of De La Salle University Graduate School of Business, Associate Director of the MBA program of the Ateneo de Manila University Graduate School of Business, and Associate Professor of the University of the East, College of Business Administration. She is currently a member of the Board of a few organizations, member and former governor of the Management Association of the Philippines, and past President of the Association of Southeast Asian Institutions of Higher Learning, RP Council. She has been awarded most outstanding Filipino and also most distinguished alumna of ADMU, DLSU, and St. Theresa's College.

WASHINGTON Z. SYCIP

(Independent Director)

Mr. Washington SyCip is the founder of the SGV Group. He is the Chairman Emeritus of the Board of Trustees and Board of Governors of the Asian Institute of Management, Philippines and a member of the Board of Overseers of the Columbia University Graduate School of Business, New York. He is a counselor in the Conference Board, a member of the International Advisory Board, Council on Foreign Relations (1995-2010) and an Honorary Life Trustee of The Asia Society-all in New York. He is a member of the Board of Directors of a number of major corporations in the Philippines and other parts of the world.

The Company has complied with the guidelines on the nomination and election of independent directors set forth in Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code. The four (4) independent directors, Ms. Lydia B. Echauz and Messrs. Edward S. Go, Washington Z. SyCip and Artemio V. Panganiban, were nominated by Flordeliza Anibigno, a registered shareholder of the Company who is not a director, officer or substantial shareholder of the Company. Mrs. Anibigno signed the recommendations and Ms. Lydia B. Echauz, Mr. Edward S. Go, Mr. Washington Z. SyCip and Mr. Artemio V. Panganiban accepted their nominations. Mrs. Anibigno is not related to any of Ms. Lydia B. Echauz, Mr. Edward S. Go, Mr. Washington Z. SyCip and Mr. Artemio V. Panganiban.

The qualifications of all nominated directors including the nominated independent directors have been pre-screened in accordance with the rules of the Company Only the nominees whose names appear on the Final List of Candidates are eligible for election as directors (independent or otherwise). No other nominations were entertained after the preparation of the Final List of Candidates and no further nominations shall be entertained or allowed during the annual stockholders' meeting.

Officers

The business experience of each of the officers and executives of the Company for the last five (5) years is as follows.

Jose Noel C. de la Paz

MPIC's Director for Corporate Development, Jose Noel C. de la Paz joined MPIC in 2007 and is responsible for the acquisition and investment initiatives on the healthcare sector, beginning with the identification of projects, preliminary evaluation, due diligence, investment structuring, negotiations and execution, up to participation in management. He deal managed five of the six hospitals currently invested in by MPIC, and has been likewise active in overseeing the management of all six hospitals and three nursing schools in the portfolio, through close interactions with the management of each entity and/or participation as member of their respective boards. He has over 20 years of investment banking experience, arranging debt and equity financings and rendering financial advisory services for fund raising and M & A transactions. He was the Philippine Deputy Country Head for New York-based Bankers Trust Company that originated and lead managed global bond offerings and bank loan syndications, and worked on advisory engagements for major project financings in the country. He brings this Corporate Finance experience to MPIC in setting up bank working capital lines, and arranging bank term loan syndications and equity rights offerings for selected hospitals.

Maida B. Bruce

Maida B. Bruce joined MPIC in November 2009 as Group Controller. In this position, Maida is responsible for strengthening and overseeing MPIC's Financial Reporting, Budgeting & Forecasting and System enhancements processes. Prior to joining MPIC, Maida held a Chief Financial Officer role with the top real estate company in the Philippines. She was responsible for overseeing the financials of Ayala Land's Strategic Landbank Management Group including its other subsidiaries. She also has more than thirteen years of extensive experience in the banking industry under Citigroup Australia and Manila. She was Vice President for Special Purpose Vehicles under the Financial Control Department of Citigroup Australia and has handled several roles and responsibilities also in Citibank Manila. She was part of a pioneer team that implemented, supported and continuously upgraded a proprietary global financial reporting system to multiple countries in the Asia-Pacific region.

Robin Michael L. Velasco

Robin Michael L. Velasco joined the company in July 2009 as Vice President for Human Resources. In this role, he ensures that MPIC and all its subsidiaries and future acquisitions have the right People Strategies to support the growth required to achieve business plans. He has strengthened MPIC by helping reinvent the organization and thru hiring and adding strong leaders in Finance and in other functions, he has also improved the Performance Management and Rewards system of MPIC to ensure a culture of performance driven meritocracy. On top of this, he led the creation of an HR Council which is an organization of all HR Heads in the First Pacific Group. The HR Council already has several successful group wide projects. Mr. Velasco brings with him 21 years of management experience garnered from Global Multinationals such as Procter & Gamble, Johnson & Johnson and Synovate. He has been exposed to various facets of management which includes Finance, Supply Chain, Manufacturing, Research & Development, Technical Services, Market Research, Quality Assurance and Human Resources Management. He spent the last five years of his career prior to MPIC in Singapore as HR Director for Asia Pacific, Talent Management for Johnson & Johnson, and then as HR Director for Asia for Synovate, leading 12 Asian countries in all HR aspects. Mr. Velasco has also spent 6 years of his career as a Professor of the Graduate School of Business (MBA) and

the Business Management Dept. of La Salle where he taught Strategic Management, Ethics, Stock Market Trading, Production Management and HR Management.

Melody M. del Rosario

Melody M. Del Rosario has been with the Metro Pacific Group since 1993, and has over 16 years of experience in the field of public and media relations, corporate communications, advertising and corporate social responsibility. Ms. del Rosario is in charge of strengthening the credibility and corporate public image of MPIC by planning and overseeing the implementation of strategic corporate communication programs, reputation and crisis management as well as working closely with the corporate communication team of the group. Ms. del Rosario is also the Corporate Information Officer of MPIC and Metro Pacific Tollways Corporation for the Philippine Stock Exchange and Trustee of the MPIC Foundation.

Albert W. L. Pulido

Albert has managed the Investor Relations function at Metro Pacific Investments Corporation (MPIC) since the middle of 2009. In that span of time he and his team have managed the transition - from an IR perspective - to a truly public company via a public share re-launch in September 2009, increased the number of analysts covering the stock from 3 to 13, managed updates to investors on a primary share issuance of US\$200 million in July 2011, and coordinated over 500 investor meetings over the past two years.

Prior to MPIC, Albert was with the NY offices of Lehman Brothers (now Barclays Capital) from 2003 to 2008 in various capacities including: Creditor Relations, Financial Planning & Analysis, Rating Agency Relationships and Consumer Deposit Platform Development. Before this, he served as a business development officer for a couple of Philippine banks originating corporate clients. He has an MBA from Erasmus University and is a graduate of De La Salle University with a Bachelor of Science degree.

Atty. Jose Jesus G. Laurel

Prior to joining MPIC, Atty. Laurel was Vice President, General Counsel and Corporate Secretary for Petron Corporation. Before working for Petron, he was Vice President for Corporate Services of Energy Development Corporation where he headed Legal, HR, Purchasing, Planning and Finance. He graduated from Ateneo de Manila with degrees in A.B. Economics and Law. He also has a Masters of Laws from Yale University.

Ferdinand G. Inacay

Ferdinand G. Inacay joined MPIC in July 2010 as Vice President of business development and special projects. His focus is to pursue the various rail and airport projects listed in the government's PPP program. In line with his responsibility, Mr. Inacay liaises with project proponents assigned by the government and with the various stake-holders involved for a specific project. He undertakes operations evaluation and analysis, formulate bidding packages for government solicited projects, and prepare take-over strategies. His work involves operational management interfaces in the different levels of the project organization and identifying and establishing working relationships with potential partners for the venture. Prior to MPIC, Mr. Inacay worked for 14 years with Asian Terminals, Incorporated. He managed international ports and inter-island passenger terminals for ATI. He was responsible for the development and implementation of turn-around strategies for various negative performing businesses of his previous company. Mr. Inacay is a transport professional with over 20 years of collective experience in the management and operations of the various modes of transport and transport facilities. He was a former Director of the Philippine Corn Board, an organization established under the office of the President of the Philippines whose primary goal was to develop a modern logistics food chain and a seamless transport network from Mindanao to Luzon. Mr. Inacay is a member of the Cold Chain Association of the Philippines.

Reymundo S. Cochangco

Reymundo S. Cochangco is the Company's CFO for Hospital Group. He is also the CFO of Mabuhay Satellite Corporation, a subsidiary of PLDT. He has over 20 years of experience in finance, treasury, controllership, audit and business operations and held various senior positions within the Metro Pacific and PLDT Groups such as CFO of Colinas Verdes Hospital Managers Corporation, VP for Corporate Development of Fort Bonifacio Development Corporation, CFO of SPI Technologies, Inc., President and CFO of Stradcom Corporation, and Comptroller & Treasurer of Philippine Cocoa Corporation. He also worked at SGV & Co. He holds a Bachelor of Science degree in Business Administration from the Philippine School of Business Administration and is a Certified Public Accountant.

Mabini F. Pablo

Just prior to joining MPIC, EQ supported Metro Pacific Tollways Corporation (MPTC) as Senior Advisor. Prior to joining the MPIC group, EQ was the Undersecretary for Administration and Finance (CESO I), Department of Public Works and Highways (1994 to 2003). Overall EQ brings with him more than 3 decades of experience as a government official with a robust understanding of the dynamics and complexities of public sector organizations. Drawing from this broad base of experience, EQ has initiated critical liaising initiatives for a wide variety of transactions, including the acquisition of government counterpart funding, negotiations with national- and local government units, and securing government approval on strategic and operational matters. EQ has likewise, spearheaded formal and informal planning and change efforts in the private sector to realign organizational thrusts towards stronger public-private relationships.

Prior to serving in the private sector, EQ had continuously served in critical positions as a civil servant starting from Special Assistant to the Deputy Minister, Special Assistant to the Minister, Assistant Secretary, and Undersecretary of the Department of Public Works and Highways. EQ has worked closely and directly with ten Ministers/Secretaries of DPWH, and with five Presidents in a wide variety of national- and local level initiatives, many of which continue to exist today. EQ's extended membership in the DPWH Executive Committee as well as in the boards of major government infrastructure corporations has led to his direct and intense involvement in diverse policy-making issues, and has helped him develop the strategic perspective that he holds today.

Santhea V. delos Santos

Ms. Delos Santos, a Certified Public Accountant, joined the Company in February 2007, and in the span of 7 years with the Company, she has been involved in the Finance Department in various roles including head of Planning function where she provided support to the Company's senior management in crafting investment and funding strategies, structuring and due diligence of new projects. She has over 15 years of experience in finance and audit where she was exposed to diverse industries including utilities, telecommunication, media, power and shared services. Previous to MPIC, she was part of a team who successfully migrated one of the most critical reporting processes in an integrated power company in North America to the Philippines. She worked as well with a local conglomerate where she implemented process improvements in its consolidation and reporting systems. Early in her career, she worked with SGV and Co. where she gained her audit experience. She was recently appointed as MPIC's Chief Risk Officer to spearhead the company's commitment to risk management.

Loudette M. Zoilo

Loudette Anne Maliksi-Zoilo joined MPIC in September 2009 and is now Assistant Vice President for HR. She provides substantial support to the Head of MPIC HR in managing MPIC and its subsidiaries' People Strategies particularly in the field of Compensation, Benefits, Administration and Organization Management. She has been instrumental in improving the HR policies and processes of MPIC and in setting up the HR Council Team of the MVP Companies. Ms. Maliksi-Zoilo brings with her 13 years of Human Resources experience, gained from PricewaterhouseCoopers where she was a Manager of the Global Human Resources Solutions team, an HR Consulting team of the firm which services a vast array of industries including but not limited to, Utilities, Consumer, Banking,

Government, NGOs and others. Her project exposure included HR Consulting, Risk Management and Process Improvement projects. She was also part of the Corporate Human Resources of Philamlife who oversaw HR functions of almost 21 affiliates where she instituted improvements in policies and procedures of the group. Prior to joining MPIC, she was the HR Head of Jollibee Worldwide Services, a shared-service organization of the Jollibee Group.

Celso Bernard G. Lopez

Celso Bernard G. Lopez joined MPIC in June 2012 as Assistant Vice President for Corporate Planning and Chief of Staff of the President & CEO. His responsibilities include strategic planning and managing the annual process by driving the selection, prioritization, implementation, and monitoring of Company Projects with clear understanding of available resources and goals. He coordinates with the various Operating Companies to monitor for the CEO their alignment with agreed key action plans and monitor their performance versus set metrics. Mr. Lopez conducts initial review of reports and proposals provided to the CEO and assists in the prioritization of the President's activities. He is also responsible for monitoring completion of tasks and adherence to the work breakdown schedule of on-going projects such as due diligence on targets for acquisition and/or industry development initiatives. Mr. Lopez had 16 years of banking experience before joining MPIC. Up to June 2010 he was Executive Vice President of EastWest Banking Corporation and was responsible for building and growing its currencies and investments distribution business by utilizing all its available channels. Prior to that he spent 7 years in Security Bank Corporation and was First Vice President in charge of setting up the Fixed Income Securities Division. During his stint with Security Bank, he managed to grow annually the fixed income business of the bank by an average of 30% in volume and 40% in net income. This growth was capped by the commendation from the Philippine Dealing & Exchange Corp. (PDEX) of Security Bank as the top fixed income distributor in 2007. His early years in the banking industry were spent with HSBC, Unicapital Inc., and Multinational Investment Bancorporation. Mr. Lopez finished his undergraduate studies in 1994 from Ateneo De Manila University with a degree in Management Economics. In 2003, he completed his Executive MBA from the Asian Institute of Management and graduated with Distinction.

Antonio A. Picazo

(See business description above)

Cristina S. Palma Gil-Fernandez

Cristina S. Palma Gil-Fernandez assumed the position of Assistant Corporate Secretary of MPIC in May 2013. Atty. Palma Gil-Fernandez graduated with a Bachelor of Arts degree, Major in History (Honors) from the University of San Francisco in 1989, and with a Juris Doctor degree, second honors, from the Ateneo de Manila University in 1995. She is currently a Partner at Picazo Buyco Tan Fider & Santos Law Offices and has over 18 years of experience in corporate and commercial law, with emphasis on the practice areas of banking, securities and capital markets (equity and debt), corporate reorganizations and restructurings and real estate.

The Company has no other significant employee other than its Executive Officers. None of the aforementioned Directors or Executive Officers or persons nominated or chosen by the Company to become Directors or Executive Officers is related to the others by consanguinity or affinity within the fourth civil degree.

No Director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual stockholders' meeting due to disagreement with the Company on any matter relating to the Company's operations, policies or practices.

None of the aforementioned Directors or Executive Officers is or has been involved in any criminal or bankruptcy proceeding, or is or has been subject to any judgment of a competent court barring or otherwise limiting his involvement in any type of business, or has been found to have violated any securities laws during the past five (5) years and up to the latest date.

Except as described below, the Company has not had any transaction during the last two (2) years in

which any Director or Executive Officer or any of their immediate family members had a direct or indirect interest.

The incumbent members of the various committees of the Board of Directors are as follows:

A. Nominations Committee

Chairman: Edward S. Go
 Members: Lydia B. Echaz
 Robert C. Nicholson
 Jose Ma. K. Lim (non-voting member)

B. Audit and Risk Management Committee

Chairman: Edward S. Go
 Members: Lydia Echaz
 Amado R. Santiago III

C. Compensation Committee:

Chairman: Lydia B. Echaz
 Members: Edward S. Go
 Manuel V. Pangilinan

D. Corporate Governance Committee

Chairman: Artemio V. Panganiban
 Members: Amado R. Santiago III
 Edward S. Go

Except as disclosed in Item 6 below, none of the aforementioned Directors and Executive Officers is covered by a special compensatory plan or arrangement, nor do any of them hold any outstanding warrants or options in respect of the Company or its shares.

Item 6. Compensation of Directors and Executive Officers

The aggregate compensation paid in 2012 and 2013 and estimated to be paid in 2014, to the officers of the Company is set out below:

Names	Position	Year	Salary	Bonus	Others
Manuel V. Pangilinan Jose Ma. K. Lim David J. Nicol Augusto P. Palisoc Jr. Robin Michael Velasco	Chairman President & CEO Chief Finance Officer Executive Advisor Vice President				
Aggregate for above named officers		2012	81,497,045	62,961,975	-
		2013	90,530,980	65,920,634	194,538,455
		2014	98,500,000	70,000,000	-
All Other Directors and Officers as a group excluding the above-named officers		2012	66,085,527	42,773,561	-
		2013	72,759,567	47,757,501	103,025,146
		2014	79,000,000	56,000,000	-

The above executive officers are covered by standard employment contracts and employees' retirement plan and can be terminated upon appropriate notice.

Non-executive Directors are entitled to a per diem allowance of Php 50,000 for each attendance in MPIC's Regular Board meetings.

The Company's By Laws provide that, additionally, an amount equivalent to 1 percent of net profit after tax shall be allocated and distributed amongst the directors of the Company who are not officers thereof or of any of its subsidiaries or affiliates, in such manner as the Board may deem proper. The amount paid to the directors in 2013 and estimated amount to be paid in the ensuing year are included in the above tabulation. There are no other special arrangements pursuant to which any director was compensated.

The aggregate number of options awarded to the Directors and Executive Officers are set out below:

Names	Position	Amount of Options	Date of Grant of the Options	Exercise Price	Market Price on the Date of Grant	Expiration Date
Manuel V. Pangilinan	Chairman					
Jose Ma. K. Lim	President/CEO					
David J. Nicol	CFO / Director					
Edward A. Tortorici	Executive Director					
Augusto P. Palisoc, Jr.	Executive Director					
Antonio A. Picazo	Director/Corp. Sec.					
Edward S. Go	Ind Director					
Artemio V. Panganiban	Ind Director					
Washington Z. SyCip	Ind Director					
Lydia B. Echauz	Ind Director					
Amado R. Santiago, III	Director					
Ramoncito S. Fernandez	Executive Director					
Robert C. Nicholson	Director					
Ray C. Espinosa	Director					
Victorico P. Vargas	Executive Director					
Jose Noel C. dela Paz	Vice President					
Maida B. Bruce	Vice President					
Robin L. Velasco	Vice President					
Melody M. del Rosario	Vice President					
Albert L. Pulido	Vice President					
Jose Jesus G. Laurel	Vice President					
Ferdinand G. Inacay	Vice President					
Reymundo S. Cochangco	Vice President					
Mabini F. Pablo	Senior Advisor					
Santhea V. delos Santos	Asst. Vice President					
Celso Bernard Lopez	Asst. Vice President					
Louette M. Zoilo	Asst. Vice President					
Aggregate for above named directors/officers		43,500,000	12/09/08	₱ 2.12	₱2.10	Jan. 2, 2013
		43,500,000	03/10/09	₱ 2.73	₱2.70	Mar 10, 2013
		59,500,000	07/02/10	₱ 2.73	₱2.65	July 2, 2015
		10,000,000	12/21/10	₱ 3.50	₱3.47	Dec. 21, 2015
		3,000,000	04/12/11	₱ 3.66	₱3.70	April 14, 2016
		109,500,000	10/14/14	₱ 4.60	₱ 4.59	October 14, 2018

Others	17,500,000	12/09/08	₱ 2.12	₱2.10	Jan. 2, 2013
	19,425,245	03/10/09	₱ 2.73	₱2.70	March 10, 2013
	34,800,000	07/02/10	₱ 2.73	₱2.65	July 2, 2015
	1,000,000	03/08/11	₱ 3.53	₱3.53	March 8, 2016
	2,500,000	10/14/14	₱ 4.60	₱ 4.59	October 14, 2018

Under the terms of the first grant, fifty percent (50%) of the first tranche granted (61,000,000 option shares) vested on January 2, 2009 and the remaining fifty percent (50%) of said first tranche vested on the first (1st) anniversary of the initial vesting date for such tranche or January 2, 2010. On the other hand, fifty percent (50%) of the second tranche granted (62,925,245 option shares) vested on March 10, 2009 and the remaining fifty percent (50%) of said second tranche vested on the first (1st) anniversary of the initial vesting date for such tranche or March 10, 2010. Grantees of said options may exercise in whole or in part their respective options at any time after vesting but prior to the expiration of three (3) years after all of the option shares for such tranche have vested. As of Record Date, options granted under these two (2) tranches have expired.

A second grant was issued on July 2, 2010 covering a total of 94,300,000 options, of which 62,500,000 options were granted to MPIC directors and officers while 31,800,000 were granted to certain key personnel of MPIC's subsidiaries and affiliates. Of the 62,500,000 options granted, 50% vested on January 1, 2011 and the remaining 50% vested on January 1, 2012. Of the 31,800,000 granted, 30% vested on July 2, 2011, 35% vested on July 2, 2012 and the remaining 35% will vest on July 2, 2013. Options granted under this grant may be exercised at any time after vesting but prior to expiration on July 2, 2015.

A third grant was subsequently issued on the following dates: (a) 10,000,000 option shares were granted to an executive officer of an MPIC subsidiary of which 30% vested on August 1, 2011, 35% will vest on August 1, 2012 and 35% will vest on August 1, 2013; (b) 1,000,000 option shares were granted to a senior management officer of an MPIC subsidiary of which 30% vested on March 8, 2012, 35% will vest on March 8, 2013 and 35% will vest on March 8, 2014; and (c) 3,000,000 option shares were granted to an MPIC officer of which 50% will vest on April 14, 2012 and the remaining 50% will vest on April 14, 2013. Options granted under this tranche may be exercised at any time after vesting but prior to expiration of a period of five (5) years from grant date.

Recently, a fourth grant was issued on October 14, 2013 covering a total of 112,000,000 options, of which 89,000,000 options were granted to MPIC directors and officers while 23,000,000 were granted to certain key personnel of MPIC's subsidiaries and affiliates. Of the total 112,000,000 options granted, 50% will vest on October 14, 2014 and the remaining 50% will vest on October 14, 2015. Options granted under this grant may be exercised at any time after vesting but prior to expiration on October 14, 2018.

The foregoing options were granted pursuant to, and subject to the terms and conditions provided in, the Executive Stock Option Plan of the Parent Company, as amended (the "Plan"). The procedure for the exercise of such options is as set forth in the Plan.

Long-term Incentive Plan (LTIP)

Certain of the Company's employees are eligible for long-term employee benefits under a long-term incentive plan. The liability recognized on the LTIP comprises the present value of the defined benefit obligation and was determined using the projected unit credit method. Each LTIP performance cycle generally covers 3 years (e.g., 2013 to 2015 and 2010 to 2012 for MPIC's LTIP, 2013 to 2015 for Maynilad's LTIP and 2012 to 2014 for MPTC's LTIP) with payment intended to be made at the end of the each cycle (without interim payments) and is contingent upon the achievement of an approved target core income of the Company by the end of the performance cycle. Each LTIP performance

cycle, upon endorsement of the Compensation Committee, is approved by the respective board of directors of the entities of the Company.

On October 7, 2011, MPIC entered into an IMA with a Trustee Bank to fund the 2010-2012 LTIP program. The LTIP fund will be expected to continue accumulating for the LTIP target payout. The investment portfolio of IMA is limited to the following: securities issued, directly or indirectly, or guaranteed by the government; and time deposit and money market placements issued by any of the top 10 banks in the Philippines. As at December 31, 2012, the LTIP fund balance amounted to 221.9 million. The IMA was closed last February 2013 upon payment of the 2010-2012 LTIP.

On December 18, 2013, MPIC entered into a new IMA with the same Trustee Bank to fund the 2013-2015 LTIP program. As at December 31, 2013, the LTIP fund balance amounted to 131.0 million.

LTIP expense for the years ended December 31, 2013, 2012 and 2011 amounted to 411 million, 165 million and 148 million, respectively, and presented as "Personnel costs" under "General and administrative expenses" in the accompanying consolidated statements of comprehensive income. LTIP liability as at December 31, 2013 and 2012 amounted to 455 million and 446 million, respectively, and is presented under "Accounts payable and other current liabilities" and "Deferred credits and other long-term liabilities" account in the accompanying consolidated statements of financial position.

Item 7. Independent Public Accountants

The auditing firm of SGV & Company is being recommended for re-appointment as external auditor for the current year.

Representatives of the said firm are expected to be present at the annual stockholders' meeting and will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

During the Company's three most recent fiscal years or any subsequent interim periods, there was no instance where the Company's public accountants resigned or indicated that they decline to stand for re-election or were dismissed nor was there any instance where the Company had any disagreement with its public accountants on any accounting or financial disclosure issue.

The 2013 audit of the Company is in compliance with paragraph (3)(b)(ix) of the Securities Regulation Code Rule 68, as amended, which provides that the external auditor should be rotated, or the handling partner changed, every five (5) years or earlier.

C. OTHER MATTERS

Action with Respect to Reports

The President's Report and the Audited Financial Statements for the year 2013 will be submitted for approval by the stockholders.

Other Proposed Actions

1. Election of the members of the Board of Directors, including the Independent Directors, for the ensuing calendar year.
2. Election of External Auditor.

Summary of Minutes of the 2013 Stockholders' Meetings

During the annual meeting of the stockholders held last 24th May 2013, the stockholders approved and/or ratified the following matters: (i) the President's Report and the Annual Report for the year 2012; (ii) the audited financial statements as of 31st December 2012 contained in the Annual Report; (iii) the acts of the Board of Directors and Management for the year 2012; (iv) the election of the members of the Board of Directors (including the Independent Directors) of the Company; and (v) the appointment of the external auditor.

Voting Procedures

Manner of voting

In all items for approval, except in the election of directors, each share of stock entitles its registered owner to one vote.

For the purpose of electing directors, a stockholder may vote such number of his shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them in the same principle among as many candidates as he shall see fit.

Unless required by law, or demanded by a stockholder present or represented at the meeting and entitled to vote thereat, voting need not be by ballot and will be done by show of hands.

The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies

Voting requirements

- (a) With respect to the election of directors, candidates who received the highest number of votes shall be declared elected.
- (b) With respect to the adoption of the Audited Financial Statements for the year ended 31st December 2013, as well as the approval or ratification of the other actions set forth under the heading "Other Proposed Actions" above, the vote of majority of the outstanding capital stock entitled to vote and represented in the meeting is required to approve such matters.

Method of counting votes

The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the Annual Meeting of the stockholders.

Unless required by law, or demanded by a stockholder present or represented at the meeting and entitled to vote thereat, voting need not be by ballot and will be done by show of hands.

E. FINANCIAL AND OTHER INFORMATION

Financial Statements

The audited consolidated financial statements of the Company as of 31 December 2013 are annexed to this Information Statement as Annex "A" hereof.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of the Financial Condition and Results of Operation of the Company as of 31 December 2013 are likewise annexed to this Information Statement as Annex "B" hereof.

Required Schedules

The Schedules required under Part IV(c) of SRC Rule 68 will be included in the Annual Report (Form 17-A) of the Company.

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDER A COPY OF SEC FORM 17-A FREE OF CHARGE, EXCEPT FOR EXHIBITS ATTACHED THERETO WHICH SHALL BE CHARGED AT COST. ANY WRITTEN REQUEST FOR A COPY OF SEC FORM 17-A SHALL BE ADDRESSED AS FOLLOWS:

Metro Pacific Investments Corporation
10th Floor, MGO Building, Legazpi corner
Dela Rosa Streets, Legazpi Village,
Makati City, 0721 Philippines
Attention: MELODY M. DEL ROSARIO

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on the 8th day of April 2014.

**METRO PACIFIC INVESTMENTS
CORPORATION**

By:



JOSE MA. K. LIM
President and Chief Executive Officer