

COVER SHEET

CS200604494

S.E.C. Registration Number

METRO PACIFIC INVESTMENTS
CORPORATION

(Company's Full Name)

10F MGO BLDG. LEGAZPI COR DELA ROSA
STS., LEGAZPI VILLAGE, MAKATI CITY

(Business Address: No. Street City / Town / Province)

Ricardo M. Pilares III

Contact Person

888-0888

Company Telephone Number

12

Month

31

Day

Fiscal Year

Preliminary Information Statement

FORM TYPE

04

Month

30

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

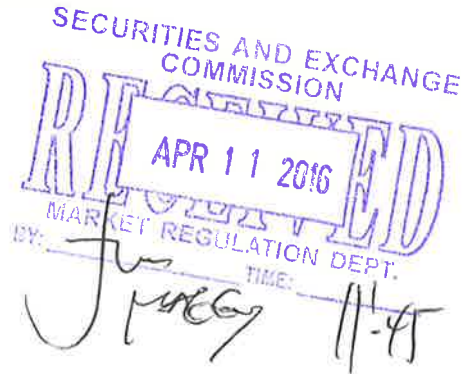
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April 8, 2016

SECURITIES & EXCHANGE COMMISSION

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



Attention: **DIR. JUSTINA F. CALLANGAN**
Corporation & Finance Department

Re: Preliminary Information Statement of Metro Pacific Investments Corporation

Dear Dir. Callangan,

In accordance with the requirements of the Securities and Exchange Commission, we are submitting to your honorable office three (3) copies of SEC Form -20 IS- Preliminary Information Statement of Metro Pacific Investments Corporation ("MPIC") with respect to the Annual General Meeting of the stockholders of MPIC scheduled on May 27, 2016.

We trust that you will find the foregoing in order.

Very truly yours,

A handwritten signature in black ink, appearing to read "Jose Ma. K. Lim".

JOSE MA. K. LIM
President & CEO

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, 27th day of May 2016, 11 a.m. at Mayuree I, Dusit Thani Manila, Epifanio de los Santos Ave, Makati, Philippines 1223 for the following purposes:

- I. Call to Order
- II. Certification of Notice and Quorum
- III. Approval of the Minutes of the Annual Meeting of Stockholders held on May 29, 2015
- IV. Report of the President and Chief Executive Officer
- V. Approval of the 2015 Audited Financial Statements
- VI. Ratification of the Acts of the Board of Directors and Management for the year 2015
- VII. Election of the Directors for the ensuing Year
- VIII. Appointment of External Auditor of the Company for the year 2016
- IX. Other business that may properly be brought before the meeting
- X. Adjournment

Minutes of the 2015 Annual Meeting of Stockholders is available at the website of the Company, www.mpic.com.ph and will be distributed to all stockholders as of record date along with the Information Statement.

The Board of Directors has fixed the close of business on the 27th day of April 2016, as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Stockholders' Meeting.

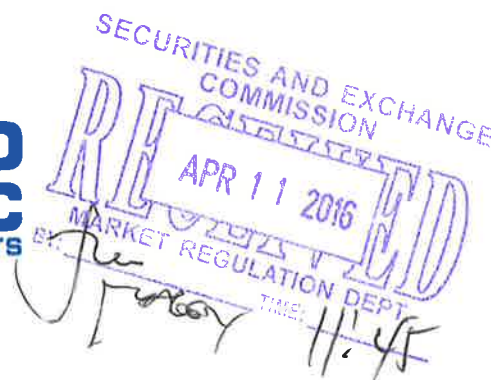
Very truly yours,



ANTONIO A. PICAZO
Corporate Secretary
Makati City



**AGENDA
DETAILS AND RATIONALE**



1. **Call to Order.** The Chairman of the Board of Directors, Mr. Manuel V. Pangilinan, will call the meeting to order.
2. **Certification of Notice and Quorum.** The Corporate Secretary, Atty. Antonio A. Picazo, will certify that copies of this Notice were sent to Stockholders of record as of April 27, 2016 and will certify the number of attendees, whether in person or by proxy, for the purpose of determining the existence of quorum to validly transact business.
3. **Approval of the Minutes of the Annual Stockholders held on May 29, 2015.** Copies of the draft Minutes are available at the website of the Company, www.mpic.com.ph and will be distributed to all stockholders as of record date along with the Information Statement. The resolution that will be submitted for approval of the stockholders states as follows:

"RESOLVED, that the Stockholders of the Corporation hereby approve the Minutes of the Annual Stockholders' Meeting held on May 29, 2015."

4. **Report of the President and Chief Executive Officer.** The Report summarizes the milestones and key achievements of MPIC and provides a clear picture of how MPIC achieved its goals and strategic objectives for the year 2015.
5. **Approval of the 2015 Audited Financial Statements.** MPIC's audited financial statements, highlights of which are explained in the President and Chief Executive Officer's Report and in the Information Statement, will be presented to the Stockholders for approval. Copies of the 2015 Audited Financial Statements, previously approved by the Board of Directors, were also submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue. The resolution that will be submitted for approval of the stockholders states as follows:

"RESOLVED, that the audited financial statements for the year ended December 31, 2015 be, as the same are hereby, approved."

6. **Ratification of Acts of the Board of Directors and Management.** Ratification of the acts of the Board of Directors and Management crucial to the successful and effective performance of the Company in 2015 will be sought from the Stockholders. The resolution that will be submitted for approval of the stockholders states as follows::

"RESOLVED, that all acts, resolutions, and deeds of the Board of Directors and Management of the Company from the Annual Stockholders' Meeting held on May 29, 2015 up to the date of this meeting be as they are hereby confirmed, ratified and approved."

7. **Election of Directors for the ensuing year.** Copies of the *curriculum vitae* and profiles of the candidates to the Board of Directors are provided in the Information Statement for the examination of the Stockholders. For this year, the candidates to the Board are the following:

- a) Mr. Manuel V. Pangilinan
- b) Mr. Jose Ma. K. Lim
- c) Mr. David J. Nicol
- d) Mr. Edward S. Go
- e) Mr. Augusto P. Palisoc Jr.
- f) Mr. Albert F. Del Rosario
- g) Retired Chief Justice Artemio V. Panganiban
- h) Mr. Alfred V. Ty
- i) Mr. Ramoncito S. Fernandez
- j) Ms. Lydia B. Echauz
- k) Mr. Edward A. Tortorici
- l) Mr. Ray C. Espinosa
- m) Mr. Robert C. Nicholson
- n) Mr. Rodrigo E. Franco
- o) Mr. Washington Z. Sycip

Please refer to Item V of the Information Statement for the profile of the nominees to the Board.

Stockholders will be given the opportunity to elect the directors who will serve for the term 2016-2017 by way of individual voting, by ballots and by proxy, administered by an independent third party.

8. **Appointment of External Auditors.** MPIC's external auditors for 2016-2017, tasked with the preparation of the annual financial statements, will be appointed by the Stockholders. This is upon favorable recommendation by the Audit Committee. The resolution that will be submitted for approval of the stockholders states as follows:

"RESOLVED, that SGV & Company, Certified Public Accountants, be, as they are hereby, re-appointed as external auditors of the Company for the year 2016-2017."

Please refer to Item VII of the Information Statement for the profile of SGV & Company.

9. **Other business that may properly be brought before the meeting.** Stockholders may be requested to consider such other issues/matters as may be raised throughout the course of the meeting.
10. **Adjournment.** After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.

WE ARE NOT SOLICITING YOUR PROXY

Stockholders who will not, are unable or do not expect to attend the meeting in person but would like to be represented thereat may choose to execute and send a proxy form to the Office of the Corporate Secretary at least ten (10) calendar days before the date of the annual stockholders' meeting. A sample proxy form is provided below. Other forms are available at MPIC's website, www.mpic.com.ph.

PROXY

The undersigned stockholder of METRO PACIFIC INVESTMENTS CORPORATION (the "Company") hereby appoints _____ or in his absence, the Chairman of the meeting, as attorney-in-fact and proxy, with power of substitution, to present and vote all shares registered in his/her name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on May 29, 2016 and at any adjournments thereof for the purpose of acting on the following matters:

1. Approval of the Minutes of the Annual Meeting of Stockholders held on 29 May 2015.
☐ For ☐ Against ☐ Abstain
2. Approval of the 2015 Audited Financial Statements.
☐ For ☐ Against ☐ Abstain
3. Ratification of Acts of the Board of Directors and Management.
☐ For ☐ Against ☐ Abstain
4. Election of Directors for the ensuing year.

4.1 Mr. Manuel V. Pangilinan	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.2 Mr. Jose Ma. K. Lim	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.3 Mr. David J. Nicol	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.4 Mr. Edward S. Go	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.5 Mr. Augusto P. Palisoc Jr.	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.6 Mr. Albert F. Del Rosario	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.7 Mr. Alfred V. Ty	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.8 Retired Chief Justice Artemio Panganiban	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.9 Mr. Ramoncito S. Fernandez	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.10 Ms. Lydia B. Echaz	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.11 Mr. Edward A. Tortorici	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.12 Mr. Ray C. Espinosa	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.13 Mr. Robert C. Nicholson	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.14 Mr. Rodrigo E. Franco	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
4.15 Mr. Washington Z. Sycip	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
5. Appointment of External Auditors.
☐ For ☐ Against ☐ Abstain

Printed Name of Stockholder: _____

Signature: _____

Date: _____

Note: If the proxy form is returned without indicating the intended vote on the above matters, the proxy holder shall vote on the above matters in a way that the proxy holder shall deem fit.



METRO PACIFIC INVESTMENTS CORPORATION

**2016
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: **27th of May 2016, 11 a.m. at Mayuree I, Dusit Thani Manila, Epifanio de los Santos Ave, Makati, Philippines 1223**

9. 28 April 2016

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	27,886,373,752*

*1 Reported by the stock transfer agent as of 29 February 2016.

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

Yes ☒ No ☐

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, 27th day of May 2016, 11:00 a.m at the **Mayuree I, Dusit Thani Manila, Epifanio de los Santos Ave, Makati, 1223 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 28th day of April 2016.

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 directors or officers or any of their respective 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 March 31, 2016, the following shares of common and preferred stock of the Company were outstanding:

<u>Class</u>	<u>Number of Outstanding Shares</u>
Common	27,895,323,752
Class A Preferred Shares	5,000,000,000

Of the total outstanding common capital stock, 18,035,870,797 common shares or 64.66 percent are owned by Filipino citizens, while 9,859,452,955 common shares or 35.34 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 27th April 2016.

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 March 31, 2016, the stock transfer agent of the Company reported that there are 1,330 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 March 31, 2016 are as follows:

Rank	STOCKHOLDER NAME	Number of Common Shares	Percent
1	METRO PACIFIC HOLDINGS, INC.	14,522,948,170	52.06%
2	PCD NOMINEE CORPORATION (NON-FILIPINO)	9,859,119,285	35.34%
3	PCD NOMINEE CORPORATION (FILIPINO)	3,468,356,045	12.43%
4	ALBERT F. DEL ROSARIO &/OR MARGARET GRETCHEN V. DEL ROSARIO	11,516,624	00.04%
5	RAY CELIS ESPINOSA	5,000,001	00.02%

Rank	STOCKHOLDER NAME	Number of Common Shares	Percent
6	MANUEL VELEZ PANGILINAN	3,250,001	00.01%
7	LUCIO W. YAN &/OR CLARA Y. YAN	2,850,000	00.01%
8	AMADO SANTIAGO III	2,500,000	00.01%
9	RAUL L IGNACIO	1,000,000	00.00%
10	TESSA ACOSTA	1,000,000	00.00%
11	SANTHEA DELOS SANTOS	1,000,000	00.00%
12	BABY LEA M. WONG	1,000,000	00.00%
13	NICOLAS G. MANALO	1,000,000	00.00%
14	LUCIO W. YAN &/OR CLARA Y. YAN	1,000,000	00.00%
15	FIRST LIFE FINANCIAL CO., INC.	830,000	00.00%
16	BERCK Y. CHENG	650,000	00.00%
17	J. LUIGI L. BAUTISTA	650,000	00.00%
18	EDWIN U. LIM	600,000	00.00%
19	ERIC U. LIM	500,000	00.00%
20	MARJORIE ANN LIM LEE	500,000	00.00%

Security Ownership of Record and Beneficial Owners of at least 5% of the Company's Securities as of March 31, 2016.

Security ownership of Record and Beneficial Owners of at least 5% of the Parent Company's Securities					
Type of 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. ("MPHI") 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	52.06%
Common	PCD Nominee Corporation*	Foreign	Public ownership	9,859,119,285	35.34%
Common	PCD Nominee Corporation*	Filipino	Public ownership	3,468,356,045	12.43%
Class A Preferred Shares	Metro Pacific Holdings, Inc. 17/F Liberty Centre Bldg. 104 H.V. dela Costa,	Filipino	Metro Pacific Holdings, Inc. is both record and beneficial owner.	5,000,000,000	100%

	Salcedo Vill., Makati City		Mr. Manuel V. Pangilinan is usually designated as its representative, with authority to vote its shares, at meetings of shareholders.		
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*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. As at 31 March 2016, Deutsche Bank Manila – Clients Acct., and The Hongkong and Shanghai Banking Corp. Ltd. – Clients Acct., participants of PCD, beneficially own 5,062,472,967 or 18.15%, and 2,725,588,086 or 9.77% , respectively, of the Company's total outstanding shares.

Other than the abovementioned, the Company has no knowledge of any person who, as of March 31, 2016, 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.

Security Ownership of Management as of 31 March 2016

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 March 31, 2016:

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	3,250,001*	0	Filipino	0.01%
Common	Jose Ma. K. Lim 10/F MGO Bldg., Legazpi corner dela Rosa Streets, Legazpi Village, Makati	11,000,001**	0	Filipino	0.04%
Common	David J. Nicol 10/F MGO Bldg., Legazpi corner dela Rosa Streets, Legazpi Village, Makati	8,250,001**	0	Australian	0.03%
Common	Lydia B. Echauz Far Eastern University N. Reyes St., Sampaloc, Manila	1,030,000**	0	Filipino	0.00%
Common	Ray C. Espinosa 5/F Locsin Building, Ayala Avenue Cor Makati Avenue, Makati City	5,000,001*	0	Filipino	0.00%
Common	Ramoncito S. Fernandez 10/F MGO Bldg., Legazpi corner dela Rosa Streets, Legazpi Village, Makati	5,862,001**	0	Filipino	0.02%

Type of Class	Name and Address of Owner	Amount and nature of Beneficial ownership		Citizenship	Percent of class
		Direct	Indirect		
Common	Edward S. Go Unit 16-A Pacific Plaza Tower Fort Bonifacio, Bonifacio Global City Taguig, Metro Manila	1,100,000**	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	10,000,001**	0	Filipino	0.04%
Common	Artemio V. Panganiban 1203 Acacia, Dasmarinas 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	451,001**	0	Filipino	0.00%
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	3,500,001**	0	Filipino	0.00%
Common	Washington Z. SyCip 6760 Ayala Avenue, 1226 Makati City	Nil*	0	Filipino- American	0.00%
Common	Alfred V. Ty 20/F GT Tower Ayala Avenue, Makati City 1226	Nil*	0	Filipino	0.00%
Common	Cristina S. Palma Gil-Fernandez 19/F Liberty Center 104 H.V. dela Costa Street Salcedo Village, Makati City	Nil	0	Filipino	0.00%
	Aggregate for above named officers and directors		0		

*In addition, each of these directors is the registered owner of at least one (1) qualifying share.

** Includes shares under the PCD

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, current positions, periods of service and business experiences during the past five years of the incumbent directors/independent directors of the Company:

1. MANUEL V. PANGILINAN

Filipino, 69 years old

Chairman of the Board of Directors

Member, Compensation Committee

Director of Metro Pacific Investments Corporation since March 2006

Education and Training:

- BA Economics Degree, Ateneo De Manila University
- MBA Degree, Wharton School of Finance and Commerce University of Pennsylvania
- Honorary Doctorate in Humanities, San Beda College/Xavier University/Holy Angel University/Far Eastern University

Membership in Boards of Listed Companies other than MPIC:

- Philippine Long Distance Telephone Company
- Manila Electric Company
- Philex Mining Corporation
- Philex Petroleum Corporation

Membership in Boards of Non-Listed Companies:

- Beacon Electric Asset Holdings, Inc.
- Smart Communications, Inc.
- PLDT Communications and Energy Ventures Inc. (formerly Piltel)
- Landco Pacific Corporation
- Medical Doctors, Inc.
- Colinas Verdes Hospital Managers Corporation
- Davao Doctors Inc.
- Asian Hospital, Inc.
- Maynilad Water Services Corporation
- Mediaquest, Inc.
- Associated Broadcasting, Corporation (TV5)
- Manila North Tollways Corporation
- Meralco Powergen Corporation
- Metro Pacific Hospital Holdings, Inc.
- MetroPac Movers, Inc.
- MetroPac Logistics Company Inc.
- MetroPac Water Investments Corporation

- Cardinal Medical Charities Foundation, Inc.
- East Manila Hospital Managers Corporation
- Ideospace Foundation, Inc.
- Light Rail Manila Holdings, Inc.
- Metro Pacific Light Rail Corporation
- Metro Pacific Investments Foundation, Inc.
- Porrovia Corporation

Other Information:

Mr. Pangilinan worked in Manila for Philippine Investment Management Consultants Inc. (the PHINMA Group) and in Hong Kong with Bancom International Limited and American Express Bank, and thereafter with First Pacific Company Limited.

Mr Pangilinan founded First Pacific in 1981 and serves as its Managing Director and Chief Executive Officer. Within the First Pacific Group, he holds the positions of President Commissioner of P.T. Indofood Sukses Makmur, the largest food company in Indonesia.

In the Philippines, he is the President and CEO of Philippine Long Distance Telephone Company (PLDT), the country's dominant telecom company and Smart Communications Incorporated - the largest mobile phone operator in the Philippines, after serving as their Chairman until December 2015.

He is currently the Chairman of the Board of Trustees of the San Beda College. On February 5, 2007, Mr. Pangilinan was named the President of the Samahang Basketbol Ng Pilipinas (SBP), the national sport association for basketball. Effective January 2009, MVP assumed the Chairman of the Amateur Boxing Association of the Philippines (ABAP), a governing body of amateur boxers in the country. In October 2009, Mr. Pangilinan was appointed Chairman of the Philippine Disaster Recovery Foundation, Incorporated (PDRF), a non-profit foundation established to formulate and implement a reconstruction strategy to rehabilitate areas devastated by floods and other calamities. Mr. Pangilinan is Chairman of Philippine Business for Social Progress (PBSP), the largest private sector social action organization made up of the country's largest corporations. In June 2012, he was appointed as Co-Chairman of the US-Philippines Business Society, a non-profit society which seeks to broaden the relationship between the United States and the Philippines in the areas of trade, investment, education, foreign and security policies and culture.

2. JOSE MA. K. LIM

Filipino, 63 years old

President and Chief Executive Officer

Executive Director

Non-Voting Member, Nominations Committee

Director of Metro Pacific Investments Corporation since March 2006

Education and Training:

- BA Philosophy Degree, Ateneo De Manila University
- MBA Degree, Asian Institute of Management

Membership in Boards of Listed Companies other than MPIC:

- Manila Electric Company

Membership in Boards of Non-Listed Companies:

- Asian Hospital, Inc.
- Beacon Electric Asset Holdings, Inc.
- Indra Philippines

- Metro Pacific Tollways Corporation
- Tollways Management Corporation
- Medical Doctors, Inc.
- Colinas Verdes Hospital Managers Corporation
- Davao Doctors Inc.
- Maynilad Water Services, Inc.
- Indra Philippines, Inc.
- Our Lady of Lourdes Hospital
- Manila North Tollways Corporation
- Metro Pacific Hospital Holdings, Inc.
- MetroPac Movers, Inc.
- MetroPac Iloilo Holding Corporation
- MetroPac Logistics Company, Inc.
- MetroPac Water Investments Corporation
- Metro Pacific Hospital Holdings, Inc.
- Metro Pacific Light Rail Corporation
- Riverside Medical Center, Inc.
- Riverside College Inc.
- Metro Pacific Investments Foundation Inc.
- Metro Strategic Infrastructure Holdings
- Meralco PowerGen Corporation
- DMCI-MPIC Water Company, Inc.
- Cardinal Santos Medical Center
- Pacific Global Aviation Inc.
- Neo Oracle Holdings Inc.
- Light Rail Manila Corporation
- AIF Tollroads Holdings
- AF Payments Inc.
- Bumrungrad International Philippines, Inc.
- Light Rail Manila Holdings, Inc.

Other Information:

Mr. Lim 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.

In 2001, 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. He was then elected President and CEO of MPC in June 2003.

In 2006, MPC was reorganized into Metro Pacific Investments Corporation (MPIC), where he continues to serve as President and CEO. 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.

He was awarded by the Corporate Governance Asia as the Best CEO for Investors Relations for

four (4) consecutive years from 2012-2015.

3. DAVID J. NICOL

Australian, 56 years old

Chief Finance Officer

Executive Director

Director of Metro Pacific Investments Corporation since April 2010

Membership in Boards of Listed Companies other than MPIC:

- NIL

Membership in Boards of Non-Listed Companies:

- AF Payments, Inc.
- Asian Hospital, Inc.
- Colinas Verdes Hospital Managers Corporation
- Light Rail Manila Holdings, Inc.
- Medical Doctors', Inc.
- Metro Pacific Hospital Holdings, Inc.

Other Information:

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 Hong Kong. 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.

4. EDWARD A. TORTORICI

American, 76 years old

Executive Advisor

Director of Metro Pacific Investments Corporation since March 2006

Education and Training:

- Bachelor of Science Degree, New York University
- Master of Science Degree, Fairfield University

Membership in Boards of Listed Companies other than MPIC:

- Philex Mining Corporation

Membership in Boards of Non-Listed Companies:

- Maynilad Water Services, Inc.
- FEC Resources Inc.
- AIM-listed Forum Energy PLc.

Other Information:

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, Maynilad Water Services, Inc., 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.

5. ROBERT C. NICHOLSON

British, 59 years old

Member, Nominations Committee

Non-Executive Director

Director of Metro Pacific Investments Corporation since November 2009

Education and Training:

- Business Administration, University of Kent

Membership in Boards of Listed Companies other than MPIC:

- Philex Mining Corporation
- Philex Petroleum Corporation

Membership in Boards of Non-Listed Companies:

- Pacific Basin Shipping Limited
- Lifestyle Properties Development Limited

Other Information:

Mr. Nicholson is qualified as a solicitor in England and Wales and in Hong Kong. He is an Executive Chairman of Forum Energy Plc, a Chairman of Goodman Fielder Pty Limited (formerly Goodman Fielder Limited) (since March 2015), and a Commissioner of PT Indofood Sukses Makmur Tbk. 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 reorganizations and privatization in China. Mr. Nicholson joined First Pacific's Board in 2003.

6. AUGUSTO P. PALISOC JR.

Filipino, 58 years old

Non-Executive Director

Director of Metro Pacific Investments Corporation since March 2006

Education and Training:

- BA Economics, De La Salle University
- Master's in Business Management, Asian Institute of Management

Membership in Boards of Listed Companies other than MPIC:

- NIL

Membership in Boards of Non-Listed Companies:

- Medical Doctors, Inc.
- Colinas Verdes Hospital Managers Corporation
- Davao Doctors Inc.
- Asian Hospital, Inc.
- Our Lady of Lourdes Hospital
- Metro Pacific Hospital Holdings, Inc.
- Riverside Medical Center, Inc.
- Riverside College, Inc.
- Bumrungrad International Philippines, Inc.
- Central Luzon Doctors' Hospital
- Colinas Healthcare Inc.
- De Los Santos Medical Center, Inc.
- East Manila Hospital Managers Corporation
- First Call 24/7 Corporation
- Metro Pacific Investments Foundation, Inc.
- Metro Pacific Light Rail Corporation
- Metro Pacific Zamboanga Hospital Corporation
- The Megaclinic, Inc.

Other Information:

Augusto P. Palisoc Jr. has been with the First Pacific group of companies for 32 years. He is currently an Executive Director of MPIC and is the President & Chief Executive Officer and Director of Metro Pacific Hospital Holdings Inc, which is the group's holding company for all hospital and healthcare investments.

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.

7. RAMONCITO S. FERNANDEZ

Filipino, 59 years old

Non-Executive Director

Director of Metro Pacific Investments Corporation since June 2009

Education and Training:

- BS Degree in Industrial Management Engineering, De La Salle University
- Master's in Business Management, Asian Institute of Management
- Advanced Management Program of IESE (Spain) , University of Asia and the Pacific

Membership in Boards of Listed Companies other than MPIC:

- NIL

Membership in Boards of Non-Listed Companies:

- Metro Pacific Tollways Corporation
- Tollways Management Corporation
- Manila North Tollways Corporation
- Maynilad Water Services, Inc.
- Cavitex Infrastructure Corporation
- PLDT Subic Telecom, Inc.
- PLDT Clark Telecom, Inc.
- Metropac Water Investments Corporation
- Pacific Global One Aviation Company, Inc.
- Tahanan Mutual Building and Loan Association, Inc.

Other Information:

Ramoncito S. Fernandez is the President and Chief Executive Officer of Maynilad Water Services, Inc. under Metro Pacific Investments Corporation (MPIC). 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 was head of the Tollroad business of the group from 2008 to 2015; growing its portfolio inside and outside the Philippines. He is an advocate of customer satisfaction, operating efficiency and innovation. Mr. Fernandez has been with the MVP Group since 1994, first under the packaging business and later to the Telecoms Group before moving to MPIC.

8. VICTORICO P. VARGAS

Filipino, 64 years old

Non-Executive Director

Director of Metro Pacific Investments Corporation since May 2011

Education and Training:

- Bachelor of Science Degree Major in Psychology, Un

Membership in Boards of Listed Companies other than MPIC:

- NIL

Membership in Boards of Non-Listed Companies:

- Philippine Hydro, Inc.
- Ideospace Foundation, Inc.
- MVP Sports Foundation Inc.

Other Information:

Mr. Vargas is currently the Assistant Director of First Pacific Co. and the head of PLDT Group Business Transformation Office. He served as the President and CEO of Maynilad from 2010 to 2015. He 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 Association of the Boxing Alliances in the Philippines, recently elected member of the Executive Committee of the Asian Boxing Confederation (ASBC). 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.

9. ANTONIO A. PICAZO

Filipino, 74 years old

Corporate Secretary

Non-Executive Director

Director of Metro Pacific Investments Corporation since March 2006

Education and Training:

- Bachelor of Laws, University of the Philippines
- Master of Laws, University of Pennsylvania

Membership in Boards of Listed Companies other than MPIC:

- Philippine Associated Smelting and Refining Corporation

Membership in Boards of Non-Listed Companies:

- Celestial Corporation
- Pacific North Star, Inc.
- PASAR Corporation

Other Information:

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. He is currently also a member of the Board of the PGH Medical Foundation, Haribon Foundation and the Gerry Roxas Foundation.

10. RAY C. ESPINOSA

Filipino, 59 years old

Non-Executive Director

Director of Metro Pacific Investments Corporation since November 2009

Education and Training:

- BS General Studies, University of Santo Tomas
- Bachelor of Laws, Ateneo de Manila University
- Master of Laws, University of Michigan Law School

Membership in Boards of Listed Companies other than MPIC:

- Lepanto Consolidated Mining Corporation
- Manila Electric Company
- Philippine Long Distance Telephone Company

- Roxas Holdings Inc.

Membership in Boards of Non-Listed Companies:

- Beacon Electric Asset Holdings, Inc. Business World Publishing Corporation
- Signal TV, Inc.
- Digitel Crossing, Inc.
- Excel Pacific Holdings Corporation
- First Pacific Company Limited
- Kalilayan Power, Inc.
- Manila Electric Company
- Med Vision Resources, Inc.
- Mediaquest Holdings, Inc.
- Media5 Marketing Corporation
- Meralco PowerGen Corporation
- Metro Pacific Assets Holdings, Inc.
- Metro Pacific Resources, Inc.
- Pacific Global One Aviation Company, Inc.
- PhilStar Daily, Inc.
- Philippine Telecommunications Investment Corporation
- Pilipinas Pacific Enterprise Holdings, Inc.
- Pilipino Star Ngayon Inc.
- Studio5 Inc.
- The Philippines Home Cable Holdings, Inc.
- Telemedia Business Ventures, Inc.
- TV5 Network Inc.
- Wolfpac Mobile Inc.

Other Information:

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 ranked first in the 1982 Philippine Bar examination.

He is the chairman of the Philstar Daily, Inc. and BusinessWorld Publishing Corporation, chairman of the Finance Committee of MERALCO, and chairman of the Audit Committee of Lepanto. 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.

11. EDWARD S. GO

Filipino, 77 years old

Independent Director

Chairman, Audit Committee

Chairman, Risk Management Committee

Chairman, Nominations Committee

Member, Compensation Committee

Member, Corporate Governance Committee

Director of Metro Pacific Investments Corporation since July 2006

Education and Training:

- Bachelor of Arts, Ateneo de Manila University

- Post Graduate Studies, Ateneo de Manila University
- Doctor of Philosophy in Corporate Management (Honoris Causa), University of Baguio.

Membership in Boards of Listed Companies other than MPIC:

- Trans-Asia Petroleum Corporation.

Membership in Boards of Non-Listed Companies:

- PLDT Communications and Energy Ventures, Inc.
- Hyundai Asia Resources, Inc.
- Negros Navigation Co., Inc.
- ASA Philippines Foundation
- Metro Pacific Tollways Corporation
- Filipino Fund Inc.
- BTF Holdings Inc.
- Mediaquest Holdings, Inc.
- TV5 Network, Inc.
- Signal TV, Inc.
- BusinessWorld Publishing Corporation
- PhilSTAR Daily, Inc.
- AB Capital Investment Corporation
- Vicsal Investment Corporation
- Union Galvasteel Corporation

Other Information:

Mr. Go 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.

12. ARTEMIO V. PANGANIBAN

Filipino, 79 years old

Independent Director

Chairman, Corporate Governance Committee

Director of Metro Pacific Investments Corporation since August 2007

Education and Training:

- Associate Arts Degree, Far Eastern University
- Bachelor of Laws, Far Eastern University
- Doctor of Laws (Honoris Causa), University of Iloilo/Far Eastern University/ University of Cebu/ Angeles University/ Bulacan State University

Membership in Boards of Listed Companies other than MPIC:

- Asian Terminals, Inc.
- Bank of the Philippine Island
- GMA Holdings, Inc.
- GMA Network Inc.
- Jollibee Foods Corporation
- Manila Electric Company
- Petron Corporation
- Philippine Long Distance Telephone Company
- Robinsons Land Corporation

Membership in Boards of Non-Listed Companies:

- Team Energy Corporation
- Metrobank Foundation
- First Philippine Holdings Corporation
- Pan Philippine Resources Corp. and Peecee Realty, Inc.
- Foundation for Liberty and Prosperity
- Philippine Judges Foundation
- Manila Cathedral-Basilica Foundation
- Claudio Teehankee Foundation
- Tan Yan Kee Foundation

Other Information:

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.

13. LYDIA B. ECHAUZ

Filipino, 68 years old

Independent Director

Chairman, Compensation Committee

Member, Audit Committee

Member, Risk Management Committee

Member, Nominations Committee

Director of Metro Pacific Investments Corporation since November 2009

Education and Training:

- Bachelor of Arts Degree Major in Economics, St. Theresa's College
- Master of Business Administration, Ateneo de Manila University
- Doctor of Business Administration, De La Salle University

Membership in Boards of Listed Companies other than MPIC:

- NIL

Membership in Boards of Non-Listed Companies:

- PLDT Beneficial Trust Fund
- Philstar Group
- Global Business Power Corporation
- FERN Realty Corporation

- Riverside College Inc.
- Development Bank of the Philippines
- DBP Provident Fund
- DBP Brokerage Insurance, Inc.
- DBP Data Center, Inc.
- Henry Sy Foundation, Inc.
- Felicidad Sy Foundation, Inc.
- SM Foundation, Inc.
- MCO Foundation, Inc.
- Laudibus, Inc.

Other Information:

Lydia Echauz is 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, life 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 most distinguished alumna of ADMU, DLSU, and St. Theresa's College.

14. WASHINGTON Z. SYCIP

Filipino, 94 years old

Independent Director

Director of Metro Pacific Investments Corporation since August 2011

Education and Training:

- Bachelor of Science in Commerce, University of Santo Tomas
- Master of Science in Commerce, Columbia University

Membership in Boards of Listed Companies other than MPIC:

- Belle Corporation
- Cityland Development Corporation
- First Philippine Holdings Corporation
- MacroAsia Corporation
- Lopez Holdings Corporation
- LT Group, Inc.
- PAL Holdings, Inc.
- Philippine National Bank

Membership in Boards of Non-Listed Companies:

- ABS-CBN Lingkod Kapamilya Foundation, Inc.
- Cityland Development Corporation
- First Philippine Holdings Corporation
- Global Business Holdings, Inc.
- Highlands Prime Inc.
- Philippine American Life and General Insurance Company, Inc.
- Philequity Management Inc.
- Philippine Investment Management, Inc.
- Philippine National Bank

Other Information:

Mr. Washington SyCip is the Founder of the SGV Group. He is Chairman Emeritus of the Board of Trustees and Board of Governors of the Asian Institute of Management, Philippines. He is a member of the Board of Overseers of the Columbia University Graduate School of Business, Vice Chairman of the Board of Trustees of The Conference Board (2000-2004), member of the International Advisory Board of the 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.

15. ALFRED V. TY

Filipino, 48 years old

Independent Director

Member, Audit Committee

Member, Risk Management Committee

Member, Corporate Governance Committee

Director of Metro Pacific Investments Corporation since November 2015

Education and Training:

- Bachelor of Science in Business Administration, University of Southern California

Membership in Boards of Listed Companies other than MPIC:

- Metropolitan Bank & Trust Company
- GT Capital Holdings, Inc
- Vivant Corporation

Membership in Boards of Non-Listed Companies:

- Toyota Motor Philippines Corporation
- Lexus Manila, Inc.
- Federal Land Group of Companies
- Property Company of Friends, Inc.
- Global Business Power Corporation
- Digitel, Inc.
- Cebu Energy Development Corp

In addition to the incumbent directors who were nominated for election as directors for the year 2016, the following were also nominated as directors of the Company for the year 2016:

1. ALBERT F. DEL ROSARIO *(Profile to be subsequently updated.)*

2. RODRIGO E. FRANCO

Filipino

Education and Training:

- BS Management Engineering, Ateneo de Manila University
- Masters of Business Administration, Ateneo Graduate School of Business

Membership in Boards of Non-Listed Companies:

- Manila North Tollways Corporation
- Metro Pacific Tollways Corporation
- Tollways Management Corporation

Other Information:

Mr. Franco played a key role in the NLEX project. He was initially primarily responsible for managing MNTC's project finance facilities from multilateral and commercial banking sources. He was also involved in identifying and mitigating risk exposure of the company, managing relationship with the shareholders and other stakeholders, and developing solutions for Finance-related issues. In 2009, he eventually became the President and CEO of MNTC. He now leads MNTC which has become a premier private sector infrastructure developer in the country.

Before joining MNTC in April 2003, Rod spent 20 years with JPMorgan Chase Bank. He was Vice President for Investment Banking when he left the Manila branch of JPMorgan Chase by the end of 2002. While in JPMorgan Chase, he assisted several Philippine companies raise funds from the international loan and capital markets, and had been involved in originating and executing a number of mergers and acquisitions, equity capital markets and loan and bond restructuring transactions.

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	69	Chairman	Filipino	March 2006 up to present
Jose Ma. K. Lim	63	President & CEO	Filipino	March 2006 up to present
David J. Nicol	56	Chief Finance Officer	Australian	April 2010 up to present
Edward A. Tortorici	76	Executive Advisor	American	March 2006 up to present
Augusto P. Palisoc, Jr.	58	Executive Director	Filipino	March 2006 up to present
Antonio A. Picazo	74	Corporate Secretary	Filipino	March 2006 up to present
Cristina S. Palma Gil-Fernandez	48	Assistant Corporate Secretary	Filipino	May 2013 up to present
Melody M. del Rosario	51	Vice President - PR and Corporate Communications	Filipino	March 2006 up to present
Albert W. L. Pulido	44	Vice President - Investor Relations	Filipino	July 2009 up to present
Maida B. Bruce	42	Vice President - Group Controller	Filipino	November 2009 up to present
Jose Jesus G. Laurel	61	Vice President - Legal/General Counsel and Compliance Officer	Filipino	May 2010 up to present
Karim G. Garcia	48	Vice President – Business Development	Filipino	January 2015 to present

Name	Age	Position	Citizenship	Period during which individual has served as such
Santhea V. delos Santos	38	Assistant Vice President - Chief Risk Officer	Filipino	February 2014 to present
Loudette Anne M. Zoilo	39	Assistant Vice-President - Human Resources	Filipino	February 2012 to present
Ricardo M. Pilaes III	34	Assistant Vice President – Legal	Filipino	February 2015 to present
Melanie G. Bendijo	42	Assistant Vice President – Treasury	Filipino	February 2015 to present
Maricris A. Ysmael*	36	Assistant Vice President – Investor Relations	Filipino	February 2016 to present
Armin T. Uy*	36	Assistant Vice President – Finance	Filipino	February 2016 to present

**Ms. Ysmael and Ms. Uy have recently been appointed as Assistant Vice Presidents effective in the year 2016*

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 five (5) independent directors, Ms. Lydia B. Echauz and Messrs. Edward S. Go, Washington Z. SyCip, Alfred V. Ty 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, Mr. Alfred V. Ty 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, Mr. Alfred V. TY 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.

1. MAIDA B. BRUCE

**Vice President
Group Controller**

Ms. Bruce joined MPIC in November 2009 and is responsible for strengthening and overseeing the Financial Reporting, Budgeting & Forecasting and System enhancements processes. Prior to joining MPIC, Maida held a CFO role with the top real estate company in the Philippines. She was responsible for overseeing the financials of Ayala Lands's Strategic Landbank Management Group including its other subsidiaries. She has more than thirteen years of extensive experience in the banking industry under Citigroup Australia and Manila. She was VP 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.

2. MELODY M. DEL ROSARIO

Vice President

Public Relations and Corporate Communications

Ms. Del Rosario has been with the Metro Pacific Group since 1993, and has over 21 years of experience heading MPIC's public and media relations, corporate communications, advertising and corporate social responsibility (CSR). In these various capacities, 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, handling reputation and crisis management, as well as working closely with the corporate communication teams and CSR heads of the group. Ms. del Rosario is also the Corporate Information Officer of MPIC for the Philippine Stock Exchange and is a Trustee of the MPIC Foundation where she actively implements institutional programs on education, economic empowerment and environmental awareness.

3. KARIM G. GARCIA

Vice President

Business Development

Mr. Garcia is responsible for new business expansion and integration into MPIC's businesses. His mandate is to increase shareholder value, by actively searching new business ventures, and executing the development of PPP, Greenfield and M&A transactions, especially those with synergies to existing business. Within the energy industry, Karim has over a decade worth of experience. Initially, he was an oil trader for one of the largest independent fuel oil bunker service companies. He then moved to Houston, Texas where he managed several international power development projects, with a combined generation capacity of a 1000MW, from concept to financial close. In addition, he also executed energy venture capital M&A deals in South East Asia. Prior to joining MPIC, Karim was Vice President for Strategic Planning for Trans Asia Oil and Energy Development Corporation, a Phinma Company, where he was responsible for the development of power projects, and the acquisition of energy assets. In 2015, Karim was instrumental in MPIC's takeover of the LRT-1 system. Currently, he is leading our foray into airports, and the development of additional rail projects, as well as other deregulated and scalable infrastructure projects. He holds a Bachelor's of Science in Business Administration, from the Questrom School of Business at Boston University, and obtained a Masters of Business Administration from the Marshall School of Business at the University of Southern California.

4. ATTY. JOSE JESUS G. LAUREL

Vice President

Legal

Prior to joining MPIC, Atty. Laurel was Vice President for Legal and External Affairs, General Counsel and Corporate Secretary for Petron Corporation and concurrently President of Petron Foundation. Before working for Petron, he was Vice President for Corporate Services of Energy Development Corporation (EDC) where he headed Legal, HR, Purchasing, Planning and Finance. Prior to EDC, he served at the Securities and Exchange Commission (SEC) for 9 years as securities analyst, prosecutor, hearing officer and as deputy executive director (General Counsel). Concurrent with the above positions, he also served as Law Dean of Lyceum of the Philippines and law professor for 27 years at Ateneo de Manila Law School. He graduated from Ateneo de Manila with degrees in A.B. Economics and Law. He placed 6th in the 1981 bar. He also has a Master of Laws from Yale University.

5. ALBERT W. L. PULIDO

Vice President

Investor Relations

Mr. Pulido has managed the Investor Relations function at Metro Pacific Investments Corporation 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 16, managed updates to investors on a primary share issuance of US\$200 million in July 2011, US\$150 million in January 2013 and US\$200 million in February 2015, 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.

6. MELANIE G. BENDIJO

Assistant Vice President

Treasury

Ms. Bendijo has been with Metro Pacific Group since 2004 and has over 14 years of experience in the field of Treasury and Fund Management. She is responsible for the Company's overall Treasury Operations and Controls. She has been instrumental in various fund raising activities of the Company's major investments, including securing a foreign loan to support our Don Muang Tollway investment.

7. SANTHEA V. DELOS SANTOS

Assistant Vice President

Chief Risk Officer

Ms. Delos Santos joined the Company in February 2007 and has performed functions like financial and management reporting, planning, analysis and budget. In 2014, she was also designated as the Company's Chief Risk Officer. In this position, she is responsible for the implementation of the Enterprise Risk Management (ERM) program of the holding company in a pragmatic approach and advocates adoption of the same across the Group. She has over 17 years of extensive experience in finance, audit and ERM where she was exposed to diverse industries including utilities, telecommunication, media, power and shared services. She has been involved in helping senior management craft investment and funding strategies and in assessing key enterprise risks for the Group. She started her career at SGV & Co. where she gained her audit experience. She holds a Bachelor of Science with a degree in Accountancy and is a Certified Public Accountant.

8. RICARDO M. PILARES III

Assistant Vice President

Legal

Mr. Pilares graduated Valedictorian from the Ateneo Law School in 2006 and passed the Philippine Bar Examinations in 2007 with the second highest ranking. Before joining Metro Pacific Investments Corporation in 2010, Mr. Pilares was an associate in ACCRA Law Offices, and subsequently in Puno and Puno Law Offices, where he handled litigation cases and special corporate projects for various clients. He also acts as legal counsel of the various subsidiaries of MPIC. He is also a member of the faculty of the Ateneo Law School.

9. ARMIN F. TULIO - UY

Assistant Vice President

Finance

Ms. Tulio-Uy is responsible for the Company's overall accounting operations and financial reporting compliance. She graduated cum laude from the University of the Philippines Diliman in 2000 and was a CPA board topper in 2001. Before joining Metro Pacific Investments Corporation in 2013, she was a Senior Director in SGV&Co. where she gained over 10 years of experience in external audit. Aside from external audits, she was one of the team leaders of SGV's Capital Markets Group responsible for assisting clients in cross border capital market transactions and local initial public

offerings. As a member of SGV's Accounting Standards Group, she was a lead trainer for local and regional IFRS and US GAAP workshops. She has had international assignments with Ernst & Young Hong Kong, Ernst & Young US and Shell Shared Services India.

10. MARICRIS C. ALDOVER - YSMAEL

Assistant Vice President

Investor Relations

Ms. Aldover – Ysmael joined MPIC's Investor Relations team in 2010. She is responsible for developing and maintaining the financial models used in determining the Company's internal net asset valuation. She has been an integral part of the IR function and directly assists the Head of IR in investor conferences and meetings. These functions are designed to keep investors and analysts updated on Company developments, growth opportunities, risks and challenges. Prior to MPIC, Ms. Aldover – Ysmael was an Associate Director in SGV&Co. specializing in Assurance and Business Advisory Services. She has over 12 years of combined experience in investor relations, finance and external audit. She holds a Bachelor of Science degree in Accountancy, a Bachelor of Arts degree in Philosophy from De La Salle University – Manila and is a Certified Public Accountant.

11. LOUDETTE M. ZOILO

Assistant Vice President

Human Resources

Ms. Maliksi-Zoilo joined MPIC in September 2009. She currently heads MPIC HR and has been instrumental in managing and improving the MPIC organization's People related Organizational Strategies. She brings with her 18 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 management team of Corporate Human Resources Group of Philamlife who oversaw the HR function 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 of Companies.

12. ANTONIO A. PICAZO

(See business experience above)

13. CRISTINA S. PALMA GIL-FERNANDEZ

Cristina S. Palma Gil-Fernandez was appointed to 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 20 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. Echauz
 Robert C. Nicholson
 Jose Ma. K. Lim (non-voting member)
 Jane Catherine C. Rojo (Committee Secretary)

B. Audit Committee

Chairman: Edward S. Go
 Members: Lydia Echauz
 Alfred V. Ty
 Jane Catherine C. Rojo (Committee Secretary)

C. Risk Management Committee

Chairman: Edward S. Go
 Members: Lydia Echauz
 Alfred V. Ty
 Jane Catherine C. Rojo (Committee Secretary)

D. Compensation Committee:

Chairman: Lydia B. Echauz
 Members: Edward S. Go
 Manuel V. Pangilinan
 Jane Catherine C. Rojo (Committee Secretary)

E. Corporate Governance Committee

Chairman: Artemio V. Panganiban
 Members: Alfred V. Ty
 Edward S. Go
 Jane Catherine C. Rojo (Committee Secretary)

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 2014 and 2015 and estimated to be paid in 2016, to the officers of the Company is set out below:

Names	Position	Year	Salary	Bonus	Others
Manuel V. Pangilinan	Chairman				
Jose Ma. K. Lim	President & CEO				
David J. Nicol	Chief Finance Officer				
Robin Michael Velasco	VP Human Resources				
Albert William L. Pulido	VP Investor Relations				

Aggregate for above named officers		2014 2015 2016 (est.)	97,864,529 82,272,252 94,000,000	107,715,641 75,153,663 75,000,000	- 27,533,217.23 300,466,535.91
All Other Directors and Officers as a group excluding the above-named officers		2014 2015 2016 (est.)	78,550,519 58,174,502 45,000,000	87,167,959 38,050,190 38,000,000	- - 143,238,143.64

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 and Php 30,000 for each attendance in MPIC's Committee meetings.

Below are the details of the remuneration paid to the directors in 2015:

Details of 2015 Board Remuneration			
	Remuneration for AGM and Board Meetings Attended in 2015	Remuneration for Committee Meetings Attended in 2015	Total
Executive Director			
Jose Ma. K. Lim	-	-	-
David J. Nicol	-	-	-
All Executive Directors	-	-	-
Non-Executive Director			
Manuel V. Pangilinan	-	-	-
Augusto P. Palisoc Jr.	-	-	-
Antonio A. Picazo	280,000.00	-	280,000.00
Ramoncito S. Fernandez	-	-	-
Edward A. Tortorici	-	-	-
Ray C. Espinosa	-	-	-
Robert C. Nicholson	-	-	-
Victorico P. Vargas	-	-	-
All Non-Executive Directors	280,000.00	-	280,000.00
Independent Directors			
Edward S. Go	310,000.00	240,000.00	550,000.00
Lydia B. Echauz	310,000.00	240,000.00	550,000.00
Artemio V. Panganiban	310,000.00	60,000.00	370,000.00
Washington Z. Sycip	130,000.00	-	130,000.00
Alfred V. Ty	50,000.00	-	50,000.00
All Independent Directors	1,110,000.00	540,000.00	1,650,000.00
GRAND TOTAL	1,390,000.00	540,000.00	1,930,000.00

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 2015 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 Jose Ma. K. Lim David J. Nicol Edward A. Tortorici Augusto P. Palisoc, Jr. Antonio A. Picazo Edward S. Go Artemio V. Panganiban Washington Z. SyCip Lydia B. Echauz Ramoncito S. Fernandez Robert C. Nicholson Ray C. Espinosa Victorico P. Vargas Jose Noel C. dela Paz Maida B. Bruce Melody M. del Rosario Albert L. Pulido Jose Jesus G. Laurel Ferdinand G. Inacay Reymundo S. Cochangco Santhea V. delos Santos Loudette M. Zilo Armin T. Uy Ricardo M. Pilares III Melanic G. Bondijc Maricris A. Ysmael	Chairman President/CEO CFO / Director Executive Director Executive Director Director/Corp. Sec. Ind Director Ind Director Ind Director Ind Director Executive Director Director Director Executive Director Vice President Vice President Vice President Vice President Vice President Vice President Vice President Asst. Vice President Asst. Vice President Asst. Vice President Asst. Vice President Asst. Vice President Asst. Vice President					
Aggregate for above named directors/officers		43,500,000	12/09/08	₱ 2.12	₱2.10	January 2, 2013
		43,500,000	03/10/09	₱ 2.73	₱2.70	March 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	January 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.

Subsequently, additional options were issued as part of the second grant on the following dates: (a) 10,000,000 option shares were granted to an executive officer of an MPIC subsidiary which vested as follows: (i) 30% on August 1, 2011, (ii) 35% on August 1, 2012 and (iii) 35% on August 1, 2013; (b) 1,000,000 option shares were granted to a senior management officer of an MPIC subsidiary which vested as follows: (i) 30% on March 8, 2012, (ii) 35% on March 8, 2013 and (iii) 35% on March 8, 2014; and (c) 3,000,000 option shares were granted to an MPIC officer which vested as follows: (i) 50% on April 14, 2012 and (ii) the remaining 50% on April 14, 2013. These options may be exercised at any time after vesting but prior to expiration of a period of five (5) years from grant date.

A fourth grant was issued on October 14, 2013 covering a total of 112,000,000 options which were granted to MPIC directors and officers and 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, 2014, the LTIP fund balance for the 2013-2015 LTIP program amounted to P345 million.

LTIP expense for the years ended December 31, 2014, 2013 and 2012 amounted to P441 million, P411 million and P165 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, 2014 and 2013 amounted to P850 million and P455 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 2015 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 following reports/minutes of meeting will be submitted for approval by the stockholders:

1. President's Report and the Annual Report for the year 2015
2. Audited Financial Statements for the year 2015.
3. Minutes of the Annual Meeting of the Stockholders held on 29 May 2015, which records the approval and/or ratification by the stockholders of the following matters: (i) Management's Report and the Annual Report of the Company for the year 2014; (ii) the audited financial statements as of 31 December 2014; (iii) the ratification of acts of the Board of Directors and Management during the year 2014; (iv) approval of the amendments of the articles of incorporation – reclassification of preferred shares; (v) approval of the amendments of the articles of incorporation – increase in authorized capital stock; (vi) approval of the grant of authority to the board of directors to conduct equity offerings/corresponding listing of such issued common shares on the Philippine Stock Exchange; (vii) the election of the members of the Board of Directors (including the Independent Directors) of the Company; and the appointment of the external auditor. A copy of said minutes is annexed to this Information Statement as Annex "A".

Other Proposed Actions

1. Ratification of all acts and resolutions of the Board of Directors and Management for the year 2015 as set forth in the minutes of the meetings of the Board of Directors held during the same period and in the disclosures that have been duly filed with the SEC and the PSE. These include, without limit, resolutions approving:
 - (i) the equity fund raising exercise through a placing and subscription transaction involving up to 1,820,000,000 common shares of MPIC;
 - (ii) the declaration and distribution of dividends for the year 2014;

- (iii) the acquisition by Corporation of 10% of Manila Electric Company shares from Beacon Electric Asset Holdings, Inc;
 - (iv) the bond issuance and new bank borrowings of up to Php 26,000,000,000;
 - (v) the appointment of proxy in stockholders' meetings;
 - (vi) the approval of the amendments of the articles of incorporation – reclassification of preferred shares;
 - (vii) the approval of the amendments of the articles of incorporation – increase in authorized capital stock;
 - (viii) the approval of the grant of authority to the board of directors to conduct equity offerings/corresponding listing of such issued common shares on the Philippine Stock Exchange;
 - (ix) other resolutions related to the operations of the Company, such as, participants in biddings for infrastructure and other projects with the government, the purchase and sale of vehicles, opening bank accounts, availment of bank facilities and services and designation of authorized signatories for various transactions.
2. Election of the members of the Board of Directors, including the Independent Directors, for the ensuing calendar year.
3. Election of External Auditor.

Voting Procedures

Manner of voting

Summary:

- a) Each stockholder shall be entitled to one vote for each share.
- b) The items in the agenda require the affirmative vote of stockholders entitled to vote.
- c) In the election of directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the Corporation Code of the Philippines.
- d) Voting and counting of votes shall be by balloting. All votes received shall be tabulated by the Office of the Corporate Secretary and auditors. Inspectors from an independent third party appointed by the Board will also be present to canvass and inspect ballots. The Corporate Secretary shall report the results of voting during the meeting.

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.

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

The Company may adopt the use of secure electronic voting in absentia, subject to the availability of appropriate technology and applicable regulation and whenever the same is practicable and to the best interest of the shareholders.

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 31 December 2015, as well as the approval or ratification of the other actions set forth under the heading "Other Proposed Actions" above (other than the actions requiring the amendment of the articles of incorporation of the Company), 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.

E. FINANCIAL AND OTHER INFORMATION

Financial Statements

The audited consolidated financial statements of the Company as of 31 December 2015 are annexed to this Information Statement as Exhibit I of Annex E (SEC Form 17-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 2014 are likewise annexed to this Information Statement as Item 6 of Annex E (SEC Form 17-A) 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 2016.

**METRO PACIFIC INVESTMENTS
CORPORATION**

By:

A handwritten signature in dark ink, appearing to read 'Jose Ma. K. Lim', is written over a horizontal line.

JOSE MA. K. LIM
President and Chief Executive Officer