

PT&T CORP.
MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING¹
HELD ON 27 SEPTEMBER 2024 via ZOOM
PRESIDED AT THE SPIRIT OF COMMUNICATIONS CENTRE, MAKATI CITY

DIRECTORS PRESENT:

ROBERTO B. ORTIZ
JAMES G. VELASQUEZ
BRYAN JOSEPH P. SANTIAGO
RICHARD ALAN P. SANTIAGO
MA. CRISTINA Z. BORRA
KRISTINE A. BITANGA-CUENCA
CARLOS ANDRES V. REYES
SERAFIN C. LEDESMA, JR.
BIENVENIDO S. SANTOS
ATTY. ELMER B. SERRANO

ALSO PRESENT:

PROFESSIONAL STOCK TRANSFER INC.
REYES TACANDONG & CO.
RAY ANTHONY CHAN
JEFFREY JULIAN
JHONNA CAÑEJA
ATTY. KENNETH JOEY H. MACEREN
ATTY. KYRA KAE B. DIOLA

I. CALL TO ORDER

Mr. Roberto B. Ortiz, acting as Chairman of the Meeting, called the meeting to order at 10:00 A.M. The Corporate Secretary, Atty. Kenneth Joey H. Maceren, recorded the minutes of the Annual Stockholders Meeting (Meeting).

II. PROOF OF NOTICE OF MEETING AND CERTIFICATION OF QUORUM

Upon inquiry by the Chairman, the Corporate Secretary certified that appropriate notices were distributed in accordance with the alternative mode of distribution allowed by the Securities and Exchange Commission.

For this Meeting, only stockholders of record at the close of business on 09 August 2024 (Friday) will be entitled to vote. The stockholders who want to attend the Meeting were required to register online. The stockholders who have successfully registered will receive an email with instructions on how to access an online web address which will allow them to join the Meeting and cast votes in *absentia* or by proxy. The deadline for the submission of the proxies was on 20 September 2024 and was validated by the Office of the Corporate Secretary at the principal office of the Company beginning 24 September 2024.

Under the rules and procedures of the Meeting, selected questions submitted on or before 26 September 2024 (Thursday), will be addressed during the Meeting. Any questions not answered during the Meeting will be responded to via electronic mail.

¹ For approval in the next Stockholders' Meeting

Based on the pre-registration documents, the Corporate Secretary certified that out of the total 1,500,000,000 issued and outstanding Common Stocks, there are 1,260,009,262 Common Stocks present or represented by way of proxies and said number of shares is equivalent to 84.0006% of the total issued and outstanding Common Stocks of the Company as of 09 August 2024. Hence, the Corporate Secretary declared that a quorum was present.

The breakdown of the stockholders present in terms of mode of attendance are as follows:

	No. of Shares	Percentage of the Total Outstanding Common Stocks
Proxies	1,260,000,239	84.0000%
In Person	9,023	0.0006%
Total Votes	1,260,009,262	84.0006%

III. APPROVAL OF MINUTES OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 08 SEPTEMBER 2023

The Chairman called for the approval of the Minutes of the Annual Stockholders' Meeting held on 08 September 2023 a copy of which was posted on the website of the Company.

Based on the tabulated votes of the stockholders, the Minutes of the 2023 Annual Stockholders' Meeting was approved by stockholders holding 1,260,009,262 Common Stocks representing 84.0006% of the total outstanding Common Stocks of the Company. No stockholder voted against this item. The results of the votes are as follows:

	For	Against	Abstain
Number of Shares Voted	1,260,009,262	-	-
% of Shareholders Present	84.0006%	-	-

On a motion made and duly seconded, the stockholders passed and approved the following resolution:

Stockholders' Resolution

RESOLVED, that the Minutes of the Annual Stockholders' Meeting held on 08 September 2023 is hereby approved.

IV. APPROVAL OF MINUTES OF THE MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING HELD ON 05 JANUARY 2024

The Chairman called for the approval of the Minutes of the Special Stockholders' Meeting held on 05 January 2024 a copy of which was posted on the website of the Company.

Based on the tabulated votes of the stockholders, the Minutes of the 2024 Special Stockholders' Meeting was approved by stockholders holding 1,260,009,262 Common Stocks representing 84.0006% of the total outstanding Common Stocks of the Company. No stockholder voted against this item. The results of the votes are as follows:

	For	Against	Abstain
Number of Shares Voted	1,260,009,262	-	-
% of Shareholders Present	84.0006%	-	-

On a motion made and duly seconded, the stockholders passed and approved the following resolution:

Stockholders' Resolution

RESOLVED, that the Minutes of the Special Stockholders' Meeting held on 05 January 2024 is hereby approved.

V. REPORT OF THE PRESIDENT

The Chairman called on the President, Ms. James G. Velasquez, to deliver the President's Report.

Mr. Velasquez reported on the key highlights of PT&T journey since the last stockholders' meeting showcasing the Company's progress, key achievements, and future business plans.

Mr. Velasquez opened his report on the significant reduction in liabilities through the successful PhP 8.7 billion debt-to-equity conversion as approved by the Securities and Exchange Commission (SEC). This eliminated nearly PhP 10 Billion capital deficiency and achieved a 155% year on year increase in net income reflecting a significant financial turnaround and strengthened profitability.

He also emphasized the Company's commitment in delivering exceptional customer experiences that drive both trust and long-term relationships. He reported that the Company achieved a remarkable 95% Customer Satisfaction (CSAT) rating and an impressive 74% Net Promoter Score.

Mr. Velasquez continued with the Company's financial highlights for the year 2023. He showed that the Company earned PhP 617.4 Million in revenue and improved operational efficiency reaching PhP137.7Million Core EBITDA. He also reported the first positive net income since the new management took over at PhP 7.9M.

Mr. Velasquez also reported the operating and ESG highlights. He stated that the Company has active Board Committees that uphold key governance practices ensuring transparency and accountability throughout the organization. The Company's operational excellence is further exemplified by the Company's ISO certifications, a strong commitment to employee development, and the achievement of the safe manhours with zero lost time incident.

Aligned with the Company's mission and vision, the President also showcased key deals and transactions where the Company's IT Services delivered innovative solutions that go far beyond internet connectivity.

Mr. Velasquez shared the outstanding achievements and honor received by the Company which includes recertification of the ISO 9001:2015 and ISO 27001:2013, ranked 11th in 2023 Growth Champion in the Philippines by the Philippine Daily Inquirer and Statista, ranked 23rd in 2023 Growth Champions in APAC by the Financial Times and Statista, Gawad Maestro Award 2023 Learning & Development Program of the year, and the Philippines Executive of the year – Telecommunications and the Philippines Health and Wellness Initiative of the Year – Telecommunications awards received by Mr. James G. Velasquez conferred by the Asian Management Excellence Awards.

In a significant move to enhance network security and connectivity in the Philippines, Mr. Velasquez reported the current status of the joint venture between PT&T and Netlinkz. He

reported that the joint venture agreement has been signed with expectation to secure the necessary permits and licenses on November 2024. The joint venture will offer services like virtual secured network plus (VSN+), Sitelink, SD-WAN, cybersecurity, and a comprehensive suite of IT solutions.

Mr. Velasquez also provided in detail the major milestones in the implementation of the Rehabilitation Plan. He reported that the Company is close to fully meeting the requirements of the Rehabilitation Plan. He emphasized that completing the Rehabilitation Plan will be a pivotal milestone in advancing the Company's corporate goals and will solidify the Company's future.

Finally, the President ended his report by thanking the Board, the Management Team and staff, stakeholders, and stockholders for their unwavering support.

Based on the tabulated votes of the stockholders, the Report of the President was approved by stockholders holding 1,260,009,262 Common Stocks representing 84.0006% of the total outstanding Common Stocks of the Company. No stockholder voted against this item. The results of the votes are as follows:

	For	Against	Abstain
Number of Shares Voted	1,260,009,262	-	-
% of Shareholders Present	84.0006%	-	-

On a motion made and duly seconded, the stockholders passed and approved the following resolution:

Stockholders' Resolution

RESOLVED that the report delivered by the President be NOTED and be made part of the records of the Corporation.

VI. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The stockholders present unanimously elected the following nominees as members of the Board of Directors of the Company to serve as such until the next stockholders meeting or until their successors shall have been duly elected and qualified:

- (a) Roberto B. Ortiz;
- (b) Salvador B. Zamora II;
- (c) James G. Velasquez;
- (d) Kristine A. Bitanga-Cuenca;
- (e) Má. Cristina Z. Borra;
- (f) Bryan Joseph P. Santiago;
- (g) Richard Alan P. Santiago;
- (h) Serafin C. Ledesma, Jr.;
- (i) Bienvenido S. Santos;
- (j) Carlos Andres V. Reyes; and
- (k) Atty. Elmer B. Serrano

Based on the tabulated votes of the stockholders, the nominees for the Board of Directors were unanimously elected by stockholders holding 1,260,009,262 Common Stocks representing 84.0006% of the total outstanding Common Stocks of the Company. No stockholder voted against any nominee. The voting results for the election of the members of the Board of Directors are as follows:

	For	Against	Abstain
Roberto B. Ortiz	1,260,009,262	-	-
Salvador B. Zamora II	1,260,009,262	-	-
James G. Velasquez	1,260,009,262	-	-
Kristine Bitanga-Cuenca	1,260,009,262	-	-
Ma. Cristina Z. Borra	1,260,009,262	-	-
Bryan Joseph P. Santiago	1,260,009,262	-	-
Richard Alan P. Santiago	1,260,009,262	-	-
Serafin C. Ledesma, Jr.	1,260,009,262	-	-
Bienvenido S. Santos	1,260,009,262	-	-
Carlos Andres V. Reyes	1,260,009,262	-	-
Atty. Elmer B. Serrano	1,260,009,262	-	-

VII. RATIFICATION AND APPROVAL OF CORPORATE ACTS SINCE 08 SEPTEMBER 2023

The Chairman called for the ratification and approval of corporate acts of the Board of Directors and officers of the Corporation.

Based on the tabulated votes of the stockholders, the ratification and approval of the corporate acts since 08 September 2023 was approved by stockholders holding 1,260,009,262 Common Stocks representing 84.0006% of the total outstanding Common Stocks of the Company. No stockholder voted against this item. The results of the votes are as follows:

	For	Against	Abstain
Number of Shares Voted	1,260,009,262	-	-
% of Shareholders Present	84.0006%	-	-

On motion made and duly seconded, the following resolution was duly passed and approved:

Stockholders' Resolution

RESOLVED, that all acts, proceedings, transactions, and agreements, authorized by and entered into by the Board of Directors and Officers of the Corporation, for and on behalf of the Corporation, from 08 September 2023 to the present, are hereby approved, confirmed, and ratified.

VIII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman recommended to the stockholders that the firm Reyes Tacandong & Co be appointed as the external auditor of the Corporation for the current year.

Based on the tabulated votes of the stockholders, the appointment of Reyes Tacandong & Co. as the Company's external auditor for the current year was approved by stockholders holding 1,260,009,262 Common Stocks representing 84.0006% of the total outstanding Common Stocks of the Company. No stockholder voted against this item. The results of the votes are as follows:

	For	Against	Abstain
Number of Shares Voted	1,260,009,262	-	-
% of Shareholders Present	84.0006%	-	-

On a motion made and duly seconded, the stockholders passed and approved the following resolution:

Stockholders' Resolution

RESOLVED, that the firm Reyes Tacandong & Co. is hereby appointed as the External Auditor of the Company for the current year.

IX. APPROVAL OF 2023 AUDITED FINANCIAL STATEMENTS

The Chairman called for the approval of the Company's Audited Financial Statements for the period ending 31 December 2023.

Based on the tabulated votes of the stockholders, the Company's Audited Financial Statements for the Fiscal Year ending 31 December 2023 as prepared by Reyes Tacandong & Co. was approved by stockholders holding 1,260,009,262 Common Stocks representing 84.0006% of the total outstanding Common Stocks of the Company. No stockholder voted against this item. The results of the votes are as follows:

	For	Against	Abstain
Number of Shares Voted	1,260,009,262	-	-
% of Shareholders Present	84.0006%	-	-

On a motion made and duly seconded, the stockholders passed and approved the following resolution:

Stockholders' Resolution

RESOLVED, that the Audited Financial Statements of the Company for the Fiscal Year ending 31 December 2023 prepared by Reyes Tacandong & Co. is hereby approved.

X. OTHER MATTERS

None.

XI. ADJOURNMENT

There being no further business to discuss and upon motion made and duly seconded, the meeting was adjourned at 10:30 A.M.

XII. QUESTIONS FROM STOCKHOLDERS

The following questions from the stockholders were addressed and answered by the President during the forum:

1	Q:	Could you provide an update on the status of your fundraising efforts?
	A:	We've made significant progress, but the process is still ongoing. Our main focus right now is implementing the Rehabilitation Plan since exiting from rehabilitation

		is a key condition for the fundraising to proceed. Once we successfully complete this step, we can fully move forward with our fundraising initiatives.
2.	Q:	Is there a target date for the PT&T stocks to start being actively traded again in the PSE?
	A:	We have made significant headway in our efforts to resume trading after completing roughly 90% of the required work. A crucial element we are currently addressing is the exit from rehabilitation. This involves meeting key financial obligations and regulatory requirements. Successfully exiting from rehabilitation will be a major milestone allowing us to formally petition the PSE to lift our trading suspension and positioning us for a stronger market presence moving forward.
3.	Q:	How will your Netlinkz joint venture contribute to PT&T's revenue growth in the short and long term?
	A:	Our joint venture with Netlinkz is poised to drive revenue growth by addressing the increasing demand for secure and scalable connectivity solutions, particularly through products like VSN+ and Starlink. In the short term, we aim to capitalize on opportunities in underserved areas and enterprise clients looking for reliable network security. Long-term, this partnership will broaden PT&T's portfolio, adding robust IT solutions such as SD-WAN and cybersecurity. This positions us as a leader in next-gen network security, fostering recurring revenue streams from both existing and new market sectors.
4.	Q:	With an improved results of operations for the first half of 2024, a shareholder/former PT&T employee would like to know of the more definitive settlement plan of the statutory obligations to PT&T retirees who are now in their twilight years and in need of funds for their medical needs. Hope there will be some payment on or before end of this year.
	A:	We are diligently working towards exiting from rehabilitation and a significant part of the is the full settlement of our statutory obligations including employee claims. Our target is to settle these obligations soonest given the urgency to exit from rehabilitation. We understand the urgency of this matter and are doing everything possible to meet this timeline.
5.	Q:	When will PT&T pay the DIP Obligations including interest?
	A:	We are evaluating all of our financial obligations. Our goal is to complete the various directives under the Rehabilitation Plan at the soonest possible time.
6.	Q:	When can you issue dividends?
	A:	PT&T has not declared any dividend due to its deficit amounting to ₱11.9 billion as of end-2023. Once this is addressed, PT&T will be in a position to declare dividends to its stockholders.

The Corporate Secretary certified that there are no more questions for the forum. Any additional question will be answered by e-mail following the Meeting.

Certified true and correct:


ATTY. KENNETH JOEY H. MACEREN
 Corporate Secretary