

MINUTES OF THE ANNUAL STOCKHOLDERS MEETING OF
LOPEZ HOLDINGS CORPORATION
HELD AT THE DOLPHY THEATER
ABS-CBN BROADCASTING CENTER
SGT. ESGUERRA AVE. CORNER MO. IGNACIA ST., DILIMAN QUEZON CITY
ON JUNE 16, 2014 AT 8:00 A.M.

1. Call to Order

Mr. Manuel M. Lopez, the Chairman of the Board, called the meeting to order and presided over the same. The Secretary, Mr. Enrique I. Quiason, recorded the minutes of the proceedings.

2. Certification of Service of Notice

The Secretary certified that for purposes of the meeting, proper notices of the same were sent to all stockholders of record in accordance with the provisions of the by-laws.

3. Certification of the Presence of Quorum

The Secretary certified that there being present at the meeting, in person or by proxy, stockholders owning 3,102,069,123 shares out of the 4,588,319,196 shares issued and outstanding or 67.61 % of the total issued and outstanding shares, a quorum was present for the transaction of any business at hand.

Aside from Mr. Manuel M. Lopez, the Chairman, Chief Executive Officer, and Chairman of the Compensation and Remuneration Committee, the following directors were present: Messrs. Eugenio Lopez III (Vice Chairman), Washington Z. SyCip (independent director), Cesar E.A. Virata (independent director and Chairman of the Audit Committee), Monico V. Jacob (independent director and Chairman of the Risk Management Committee) and Salvador G. Tirona (President, Chief Operating Officer and Chief Finance Officer).

Securities Transfer Services, Inc. was appointed to count and validate the votes.

The Secretary informed the stockholders that a number of proxies that were submitted and validated carried approvals for, abstentions or oppositions to, the matters to be discussed during the voting. While they do not affect the results of the voting, they will be made part of the records and noted in the minutes for each item in the agenda.

The Secretary also explained that the manner of voting is non-cumulative, except as to the election of directors, and each stockholder shall have one vote for each share entitled to vote and registered in his name. Unless a motion is duly made and seconded, the voting shall be made viva voce and counted manually by the Corporate Secretary. Voting shall be done by balloting upon motion duly made and seconded, and the transfer agent shall count and canvass the ballots.

In the election of directors, the top seven nominees with the most number of votes will be elected as directors. On the election of directors, cumulative voting is allowed.

4. Reading and Approval of Minutes
of Previous Stockholders Meeting

The reading of the minutes of the annual meeting of the stockholders held on May 30, 2013 was dispensed with and, upon motion duly made and seconded, the stockholders approved the same.

Stockholders in person or by proxy representing 3,101,233,847 shares or 99.97% of the shares present or represented at the meeting voted in favor of approval of the said minutes while stockholders representing 305,600 shares or 0.0003% of the shares present or represented at the meeting voted against the motion. No stockholder voted against the motion.

5. Message of the Chairman of the Board and Report of Management

The Chairman delivered his message to the stockholders:

Your corporation marked its 20th year in 2013, stronger and wiser from weathering the storms that struck during its young corporate life.

My late brother, Eugenio Lopez, Jr. (Geny), organized Lopez Holdings Corporation in 1993, to serve as a vehicle for participating in the Philippine economy, which was predicted to boom after the restoration of democracy; and for supporting national development so that inclusive growth could be achieved with the necessary help from the private sector.

Lopez Holdings, then called Benpres Holdings, was to be the conduit for investments in services vital for the country's move forward, to catch up with the newly industrialized economies of Southeast Asia.

We successfully tapped the capital and debt markets for new ventures in power generation, cable television, property development, tollways, water distribution and telecommunications. Our P3-billion initial public offering (IPO) was very well received. We also issued long-term commercial papers worth P3 billion and Eurobonds worth US\$150 million.

Through additional investments in First Philippine Holdings Corporation (FPH), the latter was able to build up its power generation portfolio, now housed under First Gen Corporation. Through Sky Cable Corporation, now a subsidiary of ABS-CBN Corporation, Filipinos enjoyed unparalleled programming choices. Through Rockwell Land Corporation, the standards for premium property development were established, and continue to be raised.

Through Manila North Tollways Corporation (MNTC), we were able to rehabilitate the North Luzon Expressway and spur development north of Metro Manila. Through Maynilad Water Services, Inc., capital investments benefited 210,000 new households that were connected to the metropolitan water supply. Through Bayan Telecommunications, Inc. (Bayan), customers in Bayan service areas would enjoy superior customer service and thoughtful attention unheard of in the era of monopoly.

We had hoped that all these investments would meet shareholder expectations and provide sufficient returns to pay off the obligations incurred.

Unfortunately, the Asian financial contagion dealt a double whammy to our group of companies. First, it doubled foreign currency debt in peso terms. Second, most of our

subsidiaries operated in supposedly deregulated, but in truth, regulated tariff environments that made rate adjustments a lengthy and often painful political exercise, instead of a straightforward business case. Affected companies were Maynilad Water, Bayan Telecommunications, and SKY Cable.

Although we and our partners knew that our projects would be of long gestation, the financial crisis accelerated our company's need for dividends to service maturing debt. By 2002, we had no choice but to default on direct obligations of US\$150.4 million and P2 billion. In addition, we had guarantees over US\$361 million in debt of our subsidiaries, which had already defaulted the year earlier.

Facing up to our creditors, we proposed a balance sheet management plan as a starting point for the debt restructuring exercise. We paid goodwill interest semi-annually to show good faith.

Our chairman emeritus, Oscar M. Lopez, then serving as concurrent chairman, president and chief executive officer, directed his team consisting of Angel S. Ong, then chief operating officer now retired, and Salvador G. Tirona, then chief finance officer and now concurrent president and chief operating officer, to pursue consensual agreement with creditors, while ensuring that our core investments in power generation and media would be preserved to anchor future growth.

With your support through the board of directors, the team negotiated for rescheduling or stretched payment terms, sold assets and bought back discounted debt as opportunities arose. The last step in the process was the tender offer for all un-restructured debt and consent solicitation to amend the terms of our loan agreements.

This was done in 2011, at the beginning of my second year as chairman and chief executive of the company. Our creditors were quite receptive and the success of the exercise allowed us to declare that year the first cash dividend of Lopez Holdings since its IPO in 1993.

Financial rehabilitation took close to a decade to complete, with much patience and forbearance from all stakeholders, especially from you, my fellow shareholders who stood by us, and believed like us that the company would recover.

Today, our remaining investees First Philippine Holdings and ABS-CBN, which we fought very hard to keep, are recognized as leaders in their respective industries. Both conglomerates are continually investing in strategic initiatives that will lead to sustainable growth. We will continue to provide parenting support for them to remain strong and viable over the long term.

With their pioneering initiatives, First Philippine Holdings in natural gas, renewable energy and premium property development, and ABS-CBN in convergent mobile and digital TV services, we have lighted a path for future growth.

As in all business ventures, there are risks to be managed, and quite a number of challenges that need to be overcome. At every decision point, we remain guided by the values that have sustained us in the highs and lows of our times: a pioneering entrepreneurial spirit, business

excellence, unity, nationalism, social justice, integrity and employee welfare and wellness.

Let us stand together and invest in our country, uplift our communities, and improve every life we touch.

Thank you for your support all these years.

The Chairman next requested Mr. Salvador G. Tirona, the President and Chief Operating Officer, to give the management's report on the performance of the Company for the year 2013. Mr. Tirona gave the following report:

Fellow shareholders:

As we celebrated Lopez Holdings' 20th Anniversary, your company was fairly stable compared to the rather turbulent years that preceded it.

Lopez Holdings posted P1.943 billion in net income attributable to equity holders of the Parent for the year 2013. This is 55% lower than P4.294 billion in net income attributable to equity holders of the Parent in 2012. This was primarily due to the absence of one-off gains for the past year. In 2012, Lopez Holdings booked a consolidated gain on sale of investment in equity securities in Meralco of P6.093 billion and a gain on business combination in Rockwell of P2.136 billion.

We remained focused on two core businesses: First Philippine Holdings Corporation (FPH), a recognized leader in clean and renewable energy through First Gen Corporation and Energy Development Corporation and a premier property developer through Rockwell Land Corporation and First Philippine Industrial Park; and ABS-CBN Corporation (ABS-CBN), the leader in content development and delivery thru free and cable television and other multi-media platforms. In 2013, your company received P943 million in cash dividends from these investees.

Through Lopez, Inc., your company subscribed to 987,130,246 preferred shares issued by ABS-CBN in February 2013 at par of P0.20 per share, with a cumulative interest rate of 2% per annum. Your company also subscribed to a new issuance of 34,702,140 ABS-CBN common shares for P1.5 billion. The new investment, together with P2.5 billion infused by The Capital Group, will be used by ABS-CBN for its digital convergence strategy led by its foray into mobile telephony under the brand ABS-CBN Mobile.

As at December 31, 2013, your company had direct obligations of US\$23 million in restructured notes and P1.167million in short-term loans.

Year 2013 became especially challenging for your company and for our country, with the Bohol-Cebu earthquake in October, followed by super typhoon Yolanda in November.

ABS-CBN acted swiftly and with purpose. Through its News and Current Affairs Division and through Sagip Kapamilya, ABS-CBN was able to spread factual information and redirect the goodwill of donors to those who needed immediate help the most.

In the case of the super typhoon, where the whole of Central Philippines was devastated, Sagip Kapamilya did a most commendable effort to coordinate relief with local governments, national leaders, as well as donors and other funding agencies. The track record of Sagip Kapamilya in disaster relief and rehabilitation has earned for it a sterling reputation---trusted by Filipinos from all over the world. The tremendous goodwill of ABS-CBN, built over the last 60 years, translates into unparalleled brand quality.

Also worthy of mention is work done by Energy Development Corporation (EDC), a subsidiary of FPH, and Lopez Group Foundation, particularly in providing immediate as well as long-term assistance to Lopez Group employees affected by Yolanda. EDC's Leyte Geothermal Production Field straddles Ormoc City and Kananga in West Leyte. The super typhoon rendered its main power plants constituting 650 MW inoperable.

EDC gave priority to ensuring the welfare and safety of employees in the area. In this effort, they were ably supported by other Lopez Group companies such as First Gen, First Philippine Holdings, ABS-CBN, Sagip Kapamilya, and also the HR Council which mobilized volunteers and called for donations at the corporate and individual levels.

As a result of the 2013 disasters, the Philippine economy is expected to grow at a slightly slower rate than the 6.5-7.5% targeted in the Philippine Development Plan.

All the more, our country needs new investments in industry and infrastructure to create jobs and facilitate recovery and reconstruction. For all these, our country needs affordable electricity, which is why EDC persevered and succeeded in bringing most of its geothermal plants back online. EDC did very well both in taking care of its employees in the typhoon-devastated areas, and in mobilizing manpower, parts and equipment for the task of returning power to the grid. To-date, the Leyte Geothermal production field is providing stable power to customers at the pre-Yolanda level.

First Gen Corporation, meanwhile, secured the transformer assembly needed to return San Lorenzo back to normal operations, after being out of commission due to a fire in the middle of 2013. It also decided to proceed with building San Gabriel, with the award of the EPC (engineering, procurement and construction) contract to Siemens in December 2013. This is an essential step for First Gen, as well as for our country, to develop natural gas into a significant component of our energy sources. Natural gas is abundant and clean, making it a preferred fuel to reduce pollution all over the world.

For the property companies under First Philippine Holdings, the industrial park and Rockwell Land, we expect them to perform well in the medium term. The demand for industrial land, as well as office spaces, continues to track our country's growth. As for the residential component, interest rates remain low, giving our clients the confidence to make those dream home purchases.

On the communications side of the business, Bayan, together with its major creditor Globe Telecom, Inc., filed an Amended Rehabilitation Plan which was subsequently approved by the Court. To-date, Globe has already acquired about 38% ownership of Bayan through conversion of debt to equity. A change of control of Bayan requires the approval of the NTC

(National Telecommunications Commission), and we expect that approval within the year. Rest assured that employees of Bayan will receive a fair separation package, and management has been communicating with them regularly. Globe, with its minority interest, already has representatives in the Bayan Management Committee to ensure Bayan's continuous service to its thousands of customers.

At the same time, we look forward to the commercial launch of ABS-CBN Mobile and Digital TV.

ABS-CBN Mobile had its soft launch as a prepaid service in late November 2013. It became a vehicle to reach out to victims of Yolanda. It committed to distribute 100,000 SIMs to typhoon victims so ABS-CBN Mobile subscribers in Manila can share a load with their kapamilya in the typhoon-stricken areas.

As for Digital TV, the government has finally chosen the Japanese standard, thanks to its special feature of being able to insert official announcements from government on expected disasters. This feature is used all the time in Japan for earthquake and tsunami warnings after an earthquake or other disaster. As of this writing, we still await the Implementing Rules and Regulations (IRR). However, what is important to note is that ABS-CBN investments in Digital TV and in mobile telephony, which have been under development for the last couple of years, will now be starting commercial operations.

To date, Lopez Holdings owns 46% of FPH and 56% of ABS-CBN. Your company remains committed to support its core companies by all means necessary to secure their path toward sustainable growth.

Thank you for keeping faith with your management team.

The President and Chief Operating Officer then showed a short audio visual presentation on how the Corporation marked its 20th anniversary which it celebrated in 2013.

The Chairman then opened the floor for any questions from the stockholders on the annual report and the audited financial statements, which have been distributed to the stockholders.

Mr. Stephen Soliven, a stockholder, said that, he noticed that interest expenses and financial charges of the Company as stated in the financial statements dropped from 2011 to 2013. He said that this does not seem to be logical since the loans payable was increasing from 2011 to 2013. He also noticed that the income statement has a reference to Note 26 regarding the account on loans payable but does not have any reference in the balance sheet. He asked which portion of the balance sheet this refers to.

The Chairman requested Ms. Vivian Cruz-Ruiz, the partner-in-charge of SyCip Gorres Velayo & Co., the Company's external auditors, to respond to the question of Mr. Soliven. Ms. Cruz-Ruiz said that Note 26 shows the breakdown of the finance cost with a cross reference to the balance sheet accounts under Note 17, on notes and bonds. and Note 20. Ms. Cruz-Ruiz said that the major balances in the loans payable accounts represents First Philippine Holdings loans.

The President and Chief Operating Officer said that Mr. Soliven may be looking at the consolidated financial statement which consolidates the loan obligations of First Philippine Holdings Corporation and its subsidiaries. The loan obligations of the subsidiaries increased from 2011 to 2013. However, the on a parent only level, the loan obligations did not increase and actually decreased because of debt buybacks. The finance charges of the parent only decreased from 2011 to 2013.

Mr. Soliven inquired if the Company has a financial planning committee to look into financing costs. Mr. Tirona also said that each of ABS-CBN Corporation and First Philippine Holdings separately conducts financial planning with their respective subsidiaries and affiliates and they provide guidance to their respective subsidiaries and affiliates. The Audit Committee of the Lopez Holdings reviews the financial plans of ABS-CBN and First Philippine Holdings.

Mr. Soliven asked if the decrease in financial charges is due to the prevailing low interest rates. The President and Chief Operating Officer said that this is partly due to the lower interest rates resulting from the refinancing existing loans and the buy-back of some of the loans. The Company and its subsidiaries and affiliates have taken advantage of the current low interest rates.

Mr. Jose Ferrer inquired about the news regarding the meeting between Mr. Ramon Ang of San Miguel Corporation and Mr. Federico Lopez of First Gen Corporation about the Angat Hydro Electric Power Plant. Mr. Lito Santos of First Gen Corporation said that there was a meeting between the two heads but the project has not been awarded by PSALM to the winning bidder, K Water. First Gen will only conduct its due diligence after the award is officially made.

Mr. Ferrer inquired about the status of the end-to-end project of North Negros. Mr. Nestor Vasay of EDC said that the end-to-end project, known as the Nasulu project, has completed its commissioning and testing phases and has commenced its reliability run. It was able to run its full capacity of 45 megawatts. In a few days' time the plant will be on commercial operations.

Mr. Ferrer commended the people of ABS-CBN Corporation for the wholesome production, specially their musical programs, Showtime and The Voice Philippines. He, however, inquired about the status of the MTRCB inquiry on Pinoy Big Brother whose director challenged the participants in the reality show to pose nude for a painting session. Mr. Aldrin Cerrado, the Chief Finance Officer of ABS-CBN Corporation said that the director only asked a question to the housemates of Pinoy Big Brother whether or not they are willing to pose nude for a painting session. There was really no intention to have them pose nude. He said that ABS-CBN's TV Production Department released a letter apologizing to the public for the incident and that there was no intention to have the housemates pose nude. Mr. Raymund Miranda, Chief Strategy Officer of ABS-CBN Corporation, also said that the production group has acknowledged their mistake. Mr. Miranda thanked Mr. Ferrer for his comments. He said that they will use this to guide them in their future actions.

Another stockholder requested confirmation if the item in the income statement "revenues from sale of electricity" comes from First Philippine Holdings and its subsidiaries. He also requested confirmation if the item "sales in real estate" comes from Rockwell Land and the industrial park. The President and Chief Operating Officer confirmed this. He said that the revenues that pertains to Lopez Holdings Corporation would be the equity in net earnings, associates and PDRs.

The stockholder requested a table showing a breakdown of revenues and net income by Company. The President and Chief Operating Officer said that he will discuss this matter with the internal and external auditors in the preparation of the audited financial statements but there are formats that are being

followed under accounting standards.

Stockholders in person or by proxy representing 3,101,233,847 shares or 99.97% of the shares present or represented at the meeting voted in favor of the approval of the annual report the audited financial statements, while stockholders representing 305,600 shares or 0.0003% of the shares present or represented at the meeting voted against the motion. No stockholder voted against the motion.

6. Ratification of the Acts of the Board and of Management

Upon motion duly made and seconded, the stockholders ratified the acts of the Board of Directors and of Management for the year 2012 to 2013 as reflected in the Report of Management, the Annual Report and the minutes of the meetings of the Board of Directors.

Stockholders in person or by proxy representing 3,101,233,847 shares or 99.97% of the shares present or represented at the meeting voted in favor of the ratification of the acts of the Board and Management for the year 2012 to 2013 as reflected in the Report of Management, the Annual Report and the minutes of the meetings of the Board of Directors while stockholders representing 305,600 shares or 0.0003% of the shares present or represented at the meeting voted against the motion. No stockholder voted against the motion.

7. Election of Directors

The meeting proceeded to the election of directors for the ensuing year 2014 to 2015. The Secretary informed the body that pursuant to the pertinent provisions of the By-laws, nominations of the following stockholders as Directors were received by him at least ten days before the meeting:

Mr. Oscar M. Lopez
 Mr. Manuel M. Lopez
 Mr. Eugenio Lopez III
 Mr. Cesar E. A. Virata
 Mr. Washington Z. SyCip
 Mr. Monico V. Jacob
 Mr. Salvador G. Tirona

The Corporate Secretary said that Mr. Virata, Mr. SyCip and Mr. Jacob were duly nominated as independent directors in accordance with the rules of the Securities and Exchange Commission.

There being no other nominations, it was duly moved and seconded that the seven stockholders who were nominated as directors for the ensuing year be declared elected as Directors for the seven board seats of the Corporation.

There being no objection, the Chairman directed the Secretary to cast the relevant votes in favor of the following stockholders duly nominated as Directors of Lopez Holdings Corporation for the ensuing year and declared them as duly elected members of the Board of Directors of the Company to act as such until their successors shall have been duly elected and shall have qualified. The votes for the directors were as follows:

	FOR	WITHHOLD	ABSTAIN
Oscar M. Lopez	3,094,807,354 99.76%	6,426,493 0.21%	305,600 0.0099%
Manuel M. Lopez	3,069,196,037 98.40%	32,037,810 1.03%	305,600 0.0099%
Eugenio Lopez III	3,057,090,437 98.55%	44,143,401 1.42%	305,600 0.0099%
Salvador G. Tirona	3,099,234,847 99.08%	1,999,000 0.064%	305,600 0.0099%
Washington Z. Sycip	3,064,204,723 98.78%	37,029,124 1.19%	305,600 0.0099%
Cesar E.A. Virata	3,099,234,847 99.91%	1,999,000 0.064%	305,600 0.0099%
Monico V. Jacob	3,076,704,837 99.18%	24,529,010 0.79%	305,600 0.0099%

8. Appointment of External Auditors

Upon motion made and duly seconded, the firm of SyCip Gorres Velayo & Co. was retained as external auditor of the Company.

Stockholders in person or by proxy representing 3,099,234,847 shares or 99.91% of the shares present or represented at the meeting voted in favor of the motion to approve the motion for the appointment of SyCip Gorres Velayo & Co. as external auditors, while stockholders representing 1,990,000 shares or 0.064% of the shares present or represented at the meeting voted against the motion and stockholders owning 305,600 shares or 0.0099% of the shares present or represented at the meeting abstained from voting.

9. Amendment of the Third Article of the Amended Articles of Incorporation

The Chairman said that the Board of Directors in its meeting held on March 27, 2014 approved and recommended the amendment of the Third Article of the Amended Articles of Incorporation to reflect the corporate address of the principal office of the Corporation. Upon motion duly made and seconded, the stockholders approved the following resolution:

RESOLVED, that the stockholders of Lopez Holdings Corporation, approve, as it hereby approves the amendment of the Third Article of the Amended Articles of Incorporation to reflect the corporate address of the principal office of the Corporation as follows:

4th Floor, Benpres Building
Exchange Road
Pasig, Metro Manila

Stockholders in person or by proxy representing 3,099,234,847 shares or 67.546% of the outstanding capital stock of the Corporation voted in favor of the proposed amendment, while stockholders representing 1,999,000 shares or 0.043% of the of the outstanding capital stock of the Corporation voted against the amendment and stockholders representing 305,600 shares or 0.007% of the outstanding capital stock of the Corporation abstained from voting.

10. Adjournment

There being no further business to transact, upon motion duly made and seconded, the meeting was adjourned.

ENRIQUE I. QUIASON
Corporate Secretary

ATTEST:

MANUEL M. LOPEZ
Chairman of the Board