

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS**

OF

PAXYS, INC.

Held at the Manila Golf and Country Club
Harvard Road, Forbes Park, Makati City
on December 6, 2017 at 2:00 p.m.

CALL TO ORDER

The Chairman, Mr. Tarcisio M. Medalla¹, called the meeting to order and presided over the same. He introduced the members of the Board of Directors who were present, namely, Roger Leo A. Cariño², Christopher B. Maldia, Roberto A. Atendido, and Independent Directors George Y. SyCip³ and Jose Antonio A. Lichauco⁴. The Corporate Secretary, Atty. Ana Maria A. Katigbak, recorded the proceedings.

PROOF OF NOTICE AND CERTIFICATION OF QUORUM

The Corporate Secretary reported that notices for the meeting had been sent to all the stockholders as provided in the By-Laws.

The Corporate Secretary announced that there were present, in person and by proxy, stockholders owning or representing at least 976,980,609 common shares or 85.06% of the outstanding capital stock. (The list of attendees and proxies is available at the office of the Corporation). She therefore certified that there was a quorum for the transaction of business.

APPROVAL OF MINUTES OF PREVIOUS MEETING

The next item of business was the approval of the minutes of the previous meeting of the stockholders held on December 6, 2016, copies of which had been earlier distributed to the stockholders.



¹ Chairman and Executive Committee and Compensation Committee

² Treasurer

³ Chairman of Nominations & Governance Committee

⁴ Chairman of Audit, Risk Management and Related Party Transaction Committee

Upon motion duly made and seconded, and there being no objections, the reading of the minutes of the previous annual stockholders' meeting was dispensed and the following resolution was unanimously approved by the stockholders holding at least 85% of the outstanding capital stock of the Corporation:

"RESOLVED, that the minutes of the Annual Stockholders' Meeting of Paxys, Inc. held on December 6, 2016 be, as it is hereby, approved."

The Corporate Secretary noted that no stockholders voted against or abstained on the motion.

ANNUAL REPORT

The next matter on the agenda was the Annual Report of Management to the stockholders. The Chairman, Mr. Tarcisio M. Medalla, presented the highlights of management report, copies of which had been previously distributed to the stockholders together with the audited financial statements as of calendar year ended December 31, 2016 and third quarter report for the period ended September 30, 2017.

After the report, the Chairman announced that questions on the reports would be entertained from the floor. None of the stockholders, however, raised any inquiry. There being no questions or comments, the Chairman requested for a motion on the Management Report.

Whereupon, on motion made and duly seconded, the following resolution was unanimously approved by the stockholders holding at least 85% of the outstanding capital stock of the Corporation:

"RESOLVED, that the Management Report as presented by the President and the Corporation's audited financial statements for year ended December 31, 2016 and the third quarter report for the period ended September 30, 2017 be, as it is hereby, approved."

The Corporate Secretary noted that no stockholders voted against or abstained on the motion.



Thereafter, the Corporate Secretary was requested to preside over the remainder of the meeting.

RATIFICATION OF CORPORATE ACTS

The Corporate Secretary stated that the next item on the agenda was the ratification of the acts of the Board of Directors, officers and management of the Corporation from the last annual stockholders' meeting to date. There being no questions or objections, a motion was requested on the matter.

Upon motion made and duly seconded, the following resolution was unanimously approved by the stockholders holding at least 85% of the outstanding capital stock of the Corporation:

"RESOLVED, that all acts, contracts, resolutions and actions of the Board of Directors and Management of the Corporation from the date of the last annual stockholders' meeting up to the present be, as they are hereby, approved, ratified and confirmed."

The Corporate Secretary noted that no stockholders voted against or abstained on the motion.

AMENDMENT OF THE ARTICLES OF INCORPORATION

The next item on the agenda was the proposed amendment of the Articles of Incorporation. Previously, the Sixth Article of the Company's Articles of Incorporation provides for a total of nine (9) directors. It was proposed to decrease the number of directors to seven (7). The Corporate Secretary explained that the purpose of the amendment is to enhance the efficiency and effectiveness of the management of the Company and the rights of the shareholders in electing the members of the Board of Directors. The proposed amendment was approved by the Company's Board of Directors and was endorsed to the stockholders for their approval, confirmation and ratification.

No questions were raised by the stockholders.



Whereupon, on motion made and duly seconded, the following resolution was unanimously approved by the stockholders holding at least 85% of the outstanding capital stock of the Corporation:

"RESOLVED, that the first paragraph of the SIXTH Article of the Company's Articles of Incorporation be amended to read as follows:

'That the number of directors of the Corporation shall be seven (7) who will continue discharging their duties until the election of their successors in accordance with the By-Laws of the Corporation x x x'

RESOLVED FURTHER, that the Directors and Officers of the Corporation be authorized to sign, execute and file with the Securities and Exchange Commission such documents and papers which may be required to give effect to the foregoing.

The Corporate Secretary noted that no stockholders voted against or abstained on the motion.

ELECTION OF DIRECTORS

The next matter on the agenda was the election of the members of the Board of Directors of the Corporation.

The Corporate Secretary explained that in accordance with the Company's Corporate Governance Manual, all nominations for director were reviewed and approved by the Nominations and Governance Committee. Under SEC rules, only nominees whose names have been submitted to and evaluated by the Nominations and Governance Committee, and whose names appear in the Final List of Candidates set forth in the Definitive Information Statement, shall be eligible for election as Independent Directors.

The following were nominated as members of the Board of Directors for the current term and until their successors are duly elected and qualified in accordance with the By-Laws:

1. TARCISIO M. MEDALLA
2. ROGER LEO A. CARIÑO
3. CHRISTOPHER B. MALDIA
4. LIM GHEE KEONG
5. ROBERTO A. ATENDIDO



and as Independent Directors:

6. GEORGE Y. SYCIP
7. JOSE ANTONIO A. LICHAUCO

Thereafter, it was moved, seconded and unanimously resolved to close the nominations. The Corporate Secretary was directed and authorized to cast all votes of the stockholders present or represented at the meeting equally among all the seven (7) nominees.

Upon motion made and duly seconded, and there being only seven (7) nominees to the seven (7) available seats for directors, the above nominees were unanimously elected by the stockholders holding at least 85% of the outstanding capital stock of the Corporation, as directors for the current year to serve as such for a period of one year and until their successors are duly elected and qualified.

The Chairman also declared that the independent directors on the Board are Mr. George Y. Sycip and Mr. Jose Antonio A. Lichauco


APPOINTMENT OF EXTERNAL AUDITORS

Thereafter, the meeting proceeded with the appointment of the external auditors of the Corporation for the current year. The Company's Audit and Governance Committee endorsed its reappointment following the review of the qualifications and performance of Reyes Tacandong & Co.

There being no objection, and upon motion made and duly seconded, the following resolution was approved by the stockholders holding at least 85% of the outstanding capital stock of the Corporation:

"RESOLVED, that the accounting firm of Reyes Tacandong & Co. be, as it is hereby reappointed external auditors of the Company for the current year."

The Corporate Secretary noted that no stockholders voted against or abstained on the motion.

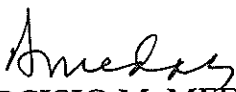


ADJOURNMENT

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


ANA MARIA A. KATIGBAK
Corporate Secretary

ATTESTED:


TARCISIO M. MEDALLA
Chairman of the Stockholders' Meeting