

MINUTES OF THE ANNUAL MEETING
OF THE
STOCKHOLDERS
OF
ISM COMMUNICATIONS CORPORATION
Held on 10 December 2019
at 11:00 a.m.
at the Manila Golf Club

<u>STOCKHOLDERS PRESENT</u>	<u>REPRESENTED NO. OF SHARES</u>
Dennis A. Uy	618,621,461
Eric O. Recto (representing Monfortino Holdings Inc.)	232,825,395
Eric O. Recto	1,553,315
Raouf A. Kizilbash	1
Adel A. Tamano	1
Ignacia S. Braga IV	1,000
Bartholomew Dy Buncio Young	333,062
Lalaine Isabel Camina (representing Accion Common Development Fund SPC)	841,945,107
Alexis Carlo G. Magsumbol (representing Dennison Holdings Corporation)	883,730,655
Jeffrey Cagampang (representing Dennison Holdings Corporation)	1
Alvin Klein Cahucom (representing Dennison Holdings Corporation)	1
Mary Grace Banta (representing Dennison Holdings Corporation)	1
Krizza Mae Tercero (representing Dennison Holdings Corporation)	1
Francis Chua	1,000
Luis Benitez	1
Others (representing PCD Nominee Corp.)	4,066,545

Total No. of Shares Present/Represented	2,581,524,232
Total No. of Shares Issued and Outstanding	2,800,000,000

PROCEEDINGS

I. CALL TO ORDER

The Chairman of the Corporation, Mr. Dennis A. Uy, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Leandro E. Abarquez, recorded the minutes of the meeting.

II. CERTIFICATION OF NOTICE AND QUORUM

Atty. Abarquez certified that notice of the annual meeting of stockholders had been sent to each of the Corporation's stockholders on record as of 15 November 2019. He

certified that a majority of the stockholders were present or represented in the meeting, and that there was therefore a quorum to transact business.

III. APPROVAL OF THE MINUTES OF THE 25 JUNE 2018 STOCKHOLDERS' MEETING

Mr. Uy announced that the first item on the agenda was the approval of the minutes of the annual stockholders' meeting held last 28 September 2018. Considering that copies of the minutes have been earlier distributed, it was moved that the reading of the minutes of the last annual stockholders' meeting be dispensed with and be approved as presented.

Based on the motion made and seconded and there being no objections, the approval of the minutes of 28 September 2018 annual stockholders' meeting was approved by the stockholders.

IV. APPROVAL OF THE AUDITED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2018

Mr. Uy announced that the next item in the agenda was the approval of the Corporation's audited financial statements as of 31 December 2018. He stated that copies of the financial statements were integrated in the Information Statement previously made available to the stockholders.

Upon motion made and seconded, there being no objections, the stockholders approved the audited financial statements of the Corporation as of 31 December 2018.

V. RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES, AND MANAGEMENT FOR THE PERIOD COVERING 29 SEPTEMBER 2018 TO 30 NOVEMBER 2019

Mr. Uy stated that the next item on the agenda is the ratification of all the acts of the Board of Directors, the Board Committees, and the Management for the period covering 29 September 2018 to 30 November 2019. He stated that those actions are covered in the Annual Report and various disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

Upon motion duly made and seconded, there being no objections, the stockholders ratified and approved all acts of the Corporation's board of directors, board committees, and management for the period covering 29 September 2018 to 30 November 2019.

VI. ELECTION OF THE BOARD OF DIRECTORS FOR 2019

Mr. Uy informed the stockholders present that the table was open for nomination of the directors of the Corporation. Thereupon, the following were nominated to be the directors of the Corporation:

DENNIS A. UY
CHERYLYN C. UY
ERIC O. RECTO
RAOUF A. KIZILBASH
ADEL A. TAMANO

JOSEPH JOHN L. ONG
LUIS BENITEZ - INDEPENDENT DIRECTOR
GREGORIO T. YU - INDEPENDENT DIRECTOR
FRANCIS CHUA - INDEPENDENT DIRECTOR

After the nomination of the above named persons, and upon motion made, seconded and unanimously carried, the nominations were closed and the above named persons were declared elected as members of the Board of Directors of the Corporation until the next election of directors or until their successors shall have been duly elected and qualified.

VII. AMENDMENT OF THE ARTICLES OF INCORPORATION OF THE CORPORATION

Mr. Uy stated that the next item on the agenda is the amendment of the Articles of Incorporation of the Corporation. According to him, the following are the amendments to be voted on by the stockholders of the Corporation:

a. To change the name of the Corporation from ISM Communications Corporation to Dito CME Holdings Corp.

b. To amend the principal address of the Corporation from 3rd Floor Alegria Alta Building, 2294 Don Chino Roces Extension, Makati City to 21st Floor, Udenna Tower, Rizal Drive corner 4th Avenue, Bonifacio Global City, Taguig City

c. To increase the authorized capital stock of the Corporation from Two Billion Eight Hundred Million Pesos (PhP2,800,000,000.00) divided into Two Billion Eight Hundred Million (2,800,000,000) common shares with a par value of One Peso (PhP1.00) per share to up to Forty Billion Pesos (PhP40,000,000,000.00) divided into Forty Billion (40,000,000,000) common shares with a par value of One Peso (PhP1.00) per share.

Upon motion duly made and seconded, there being no objections, the stockholders approved the amendments to the Corporation's Articles of Incorporation, namely: (a) the change in the Corporation's name from ISM Communications Corporation to Dito CME Holdings Corp., (b) the change in the Corporation's principal address from 3rd Floor Alegria Alta Building, 2294 Don Chino Roces Extension, Makati City to 21st Floor, Udenna Tower, Rizal Drive corner 4th Avenue, Bonifacio Global City, Taguig City, and (c) increase the authorized capital stock of the Corporation from Two Billion Eight Hundred Million Pesos (PhP2,800,000,000.00) divided into Two Billion Eight Hundred Million (2,800,000,000) common shares with a par value of One Peso (PhP1.00) per share to up to Forty Billion Pesos (PhP40,000,000,000.00) divided into Forty Billion (40,000,000,000) common shares with a par value of One Peso (PhP1.00) per share.

VIII. APPROVAL OF THE GRANT OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SUCH NUMBER OF SHARES OF STOCK OUT OF THE INCREASE IN AUTHORIZED CAPITAL STOCK AT AN ISSUE PRICE OF NOT LESS THAN THE PAR VALUE AS THE BOARD OF DIRECTORS MAY DETERMINE AND TO ACCEPT CASH OR NON-CASH PROPERTIES AS PAYMENT FOR SUCH SUBSCRIPTION AND THE LISTING OF SUCH SHARES WITH THE PHILIPPINE STOCK EXCHANGE

The next item on the agenda was the approval of the grant of authority to the Board of Directors to issue such number of shares of stock out of the existing capital stock and increase in authorized capital stock, at an issue price of not less than par value as the Board of Directors may determine, and to accept cash or non-cash properties as payment for such subscription, and the listing of such shares with the Philippine Stock Exchange.

Upon motion duly made and seconded, there being no objections, the stockholders approved the grant of authority to the Corporation's Board of Directors to issue such number of shares out of the existing capital stock and increase in authorized capital stock at an issue price determined by the Board of Directors but not less than the par value, to accept cash or non-cash properties as payment for such subscription, and to list such shares with the Philippine Stock Exchange.

In relation to this, Mr. Uy stated that Part A Article V of the PSE Revised Listing Rules requires that a rights or public offering is required to be undertaken before the PSE to allow the listing of shares subscribed by any party or to parties acting in concert amounting to at least 10%. However, the requirement to conduct a rights or public offering of the shares subscribed may be waived by a majority vote representing the outstanding shares held by the minority stockholders present or represented in the meeting. The Corporation, through its Chairman, then sought for such waiver from among the minority stockholders present.

Upon motion of one of the minority stockholders duly made and seconded, there being no objections from any of the minority stockholders, the minority stockholders approved the waiver of Part A, Article V of the PSE Revised Listing Rules in connection with the listing of the shares issued pursuant to the increase in authorized capital stock of the Corporation.

IX. APPROVAL OF THE ISSUANCE OF SHARES PURSUANT TO AN EQUITY OFFERING, PRIVATE PLACEMENT, OR SIMILAR TRANSACTION TO BE DETERMINED BY THE BOARD AND THE LISTING OF SUCH SHARES

The next item on the agenda was the grant of authority to the Board of Directors to conduct an equity offering, private placement or similar transaction under such terms and conditions as it may determine and for the approval of the listing of the shares offered under the said transaction.

Upon motion duly made and seconded, there being no objections, all minority shareholders affirmatively voted on the waiver of Part A Article V of the PSE Revised Listing Rules in connection with the listing of the shares issued pursuant to the increase in authorized capital stock of the Corporation.

X. APPROVAL OF THE ACQUISITION OF 100% OF THE ISSUED AND OUTSTANDING COMMON SHARES OF UDENNA COMMUNICATIONS MEDIA AND ENTERTAINMENT HOLDINGS CORP.

Mr. Uy stated that the next item on the agenda was the acquisition of 100% of the issued and outstanding common shares of Udenna Communications Media and Entertainment Holdings Corp.

Upon motion duly made and seconded, there being no objections, the stockholders

approved the acquisition of 100% of the issued and outstanding common shares of Udenna Communications Media and Entertainment Holdings Corp.

XI. APPOINTMENT OF EXTERNAL AUDITOR

The next item on the agenda was the reappointment of the external auditor for the year 2019. Based on the votes, the stockholders approved the appointment of the firm of Punongbayan & Araullo as the external auditor of the Corporation for the year ending 31 December 2019.

XII. OTHER MATTERS

The Chairman opened the floor for stockholders to bring up any concerns or questions regarding the Corporation.

A stockholder inquired why the Corporation is being renamed as Dito CME Holdings Corp. and whether it is related to Dito Telecommunity, the third telco? To this question, the Chairman replied that DITO CME Holdings Corp (DITO CME) is planned to be the Udenna Group's corporate vehicle for its 60% equity investment in DITO Telecommunity (DITO) subject to approvals by the relevant government and regulatory agencies.

Meanwhile, another stockholder asked what happened to the planned backdoor listing of Udenna and why the change from Udenna Holdings to Dito CME. Mr. Uy answered that Dito CME will focus on the group's investment in its telecommunications venture. With DITO CME, the assets that will be planned to be injected will primarily be Udenna's investment in its telecommunications business, unlike the previous structure where the focus on telecommunications is not there. Mr. Uy believes that this new structure will represent better value for current and prospective stockholders of the Company.

In relation to the asset injection, a stockholder posted a follow up question regarding the final shareholding structure after the asset injection. Mr. Uy replied that the final shareholding structure is still being determined as the Corporation's Board of Directors and Management are still in the process of working on the final structure of the asset injection. He stated that the Corporation will disclose this information, as available and as necessary.

XV. ADJOURNMENT

There being no other matters to discuss, the meeting was, on motion made and seconded, adjourned.

Certified correct:

(SGD.) LEANDRO E. ABARQUEZ
Corporate Secretary