



MINUTES OF THE 2017 ANNUAL STOCKHOLDERS' MEETING

May 10, 2017 at 9:00 a.m.

Main Lounge of the Manila Polo Club, McKinley Road, Makati City

Stockholders Present:

Total No. of Shares of Outstanding as of Record Date: 1,856,952,746

Total No. of Shares of Stockholders Present / Represented by Proxy: 1,277,908,832

Percentage of Shares Present & Represented by Proxy: 68.82%

Directors Present:

Mr. Nico Jose S. Nollo*do*, *Chairman and Chief Executive Officer*

Mr. Raymond Gerard S. Racaza, *President and Chief Operating Officer*

Mr. Fernando Jude F. Garcia, *Chief Technology Officer*

Atty. Mercedita S. Nollo*do*, *Director (via teleconference)*

Also present:

Atty. Mark S. Gorriceta, *Corporate Secretary, Chief Legal Officer and Assistant Chief Information Officer*

Mr. Alexander D. Corpuz, *Chief Finance Officer, Chief Compliance Officer*

I. CALL TO ORDER

After the national anthem, the President and Chief Operating Officer, Mr. Raymond Gerard S. Racaza ("Mr. Racaza") called the meeting to order and presided over the same. He welcomed the stockholders, the members of the Board of Directors, and the officers of the Corporation.

Atty. Mark S. Gorriceta, the Corporate Secretary, Chief Legal Officer and Assistant Chief Information Officer ("Atty. Gorriceta") recorded the minutes of the meeting.

II. NOTICE OF MEETING AND DETERMINATION OF QUORUM

Atty. Gorriceta certified that as of April 12, 2017, the notices of the 2017 Annual Stockholders' Meeting of Xurpas Inc. (the "Company") were sent to each stockholder of record in accordance with the requirements of the By-Laws of the Corporation and applicable rules. Atty. Gorriceta also certified that the notice of the meeting was published in the Philippine Daily Inquirer, a newspaper of general circulation, on April 7, 2017.

Atty. Gorriceta further certified that there was a quorum for the meeting with stockholders owning 1,277,908,832 shares representing 68.82% of the outstanding shares present in person or by proxy. Thereafter, Mr. Racaza announced that the meeting was duly convened and ready to proceed with its business.

III. PROCEDURES FOR DISCUSSION AND VOTING

Mr. Racaza requested Atty. Gorriceta to explain the procedures for discussion and voting to facilitate the orderly flow of the meeting.

Thereafter, Atty. Gorriceta explained the procedures for discussion. He stated that, any stockholder who wishes to ask a question or give a comment should raise his hand to be recognized. After being recognized, the stockholder shall proceed to the microphone and identify himself. Atty. Gorriceta stated that only questions related to the relevant item in the agenda will be entertained.

Atty. Gorriceta also explained the procedure for voting. He stated that the stockholder of each outstanding share of stock entitles the registered stockholder to one vote. For the election of directors, stockholders may cumulate their votes and the candidates receiving the highest number of votes win. Upon registration, each stockholder is given a ballot to be used for voting. Accomplished ballots should be dropped into the ballot box provided at the registration area. The cut-off time for dropping the ballots is before taking up the next item in the agenda, which is the approval of the minutes of the previous stockholders' meeting. Thereafter, the Company's representatives shall secure the ballot box, and shall commence with the tabulation of the votes in the designated tabulation area. No other ballots dropped after the cut-off time will be accepted or counted.

The voting process was also explained in the By-laws and the Information Statement sent to all stockholders.

IV. APPROVAL OF THE MINUTES OF THE MAY 11, 2016 REGULAR STOCKHOLDERS' MEETING

Mr. Racaza proceeded, thereafter, with the approval of the minutes of the regular stockholders' meeting held on May 11, 2016.

Atty. Gorriceta stated that copies of the minutes of the May 11, 2016 regular stockholders' meeting were distributed to the stockholders prior to the meeting. After which, Mr. Racaza requested for a motion for the approval of the minutes.

On motion of Ms. Sarah M. Espina, seconded by Ms. Estrelita B. Laban, the stockholders approved the minutes and adopted the following resolution:

“RESOLVED that the stockholders of Xurpas Inc. (the “Corporation”) approve the minutes of the annual stockholders' meeting held on May 11, 2016.”

V. MESSAGE OF THE CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

Mr. Racaza informed the stockholders that the next item in the agenda is the message from the Chairman of the Board and Chief Executive Officer, Mr. Nico Jose S. Nollado (“Mr. Nollado”).

Mr. Nollo do began by discussing a brief history of the Company. He explained that since the Company's incorporation in 2001, there have been several firsts in the organization. Mr. Nollo do discussed the Company's milestones over the years, from starting the Company by providing SMS services with only \$1,350 in paid-up capital to becoming the first consumer technology company to list in the Philippine Stock Exchange (PSE). He went through the different changes in products and services over the years, while coping and adapting with market preferences and technological advances that the Company has offered to its clientele.

Mr. Nollo do proceeded to discuss milestones of the Company after being listed in the PSE. He started off by discussing the Company's investments in four mobile consumer technology companies as part of its effort to expand consumer offerings beyond its core offerings and mobile games offering. The Company entered the physical mobile commerce space via human resource benefits. Furthermore, the Company saw the opportunity in the rise of social media and established Xeleb Technologies Inc. ("Xeleb Technologies") to offer games through different media channels to reach more consumers. This also strengthened the enterprise services offering.

In early 2016, the Company established Xurpas Enterprise Inc. ("Xurpas Enterprise") to consolidate its sales effort in introducing all of Xurpas' products to customers. The Company urged to consolidate control under it in order for its investees to gain traction over their services. As of date, the Company wholly owns Xurpas Enterprise.

In the same year, the Company made its second major investment in Micro Benefits Limited ("Micro Benefits") wherein it doubled down on human resource e-commerce space. The Company gained more access to better human resource technology when it invested in Micro Benefits.

He discussed in brief the various investments made by the Company in the past two years. Mr. Nollo do explained that in 2015, the Company made several small investments, while there were two major investments in 2016.

Mr. Nollo do discussed further that the Company launched seven new local games, such as, "Creature Camp," "Dream Defense" "Kitty Swipe," "Mekanika," "Trivia Time with Kuya Kim," "AlDub You," and "Voltes V" in 2016.

In addition, the Company was able to utilize a technology developed by its affiliate, MatchMe Pte. Ltd, to launch the Company's very first multi-player games platform.

Mr. Nollo do elaborated on its recent major acquisition, Art of Click Pte. Ltd. ("Art of Click"), a company that has a robust roster of advertisers, which top technology companies within and outside the Southeast Asia region use. Through Art of Click, the Company currently has touch points in multiple markets around the region.

Mr. Nollo do went on to explain the Company's core strategy moving forward. He noted that platform companies are the pinnacle of technology companies. Platform companies, as described by Mr. Nollo do, possess the unit economics capable to build extremely large organizations. With this, the Company intends to shift from just providing products and services to offering platforms relevant to various industries. As such, the number of investments made in the past are components that are being integrated to achieve this goal. Mr. Nollo do explained that the Company has allocated substantial engineering

resources to build three platforms focused on the following, namely: TelCos, Human Resource, and Celebrities. He emphasized that each is a potential platform that the Company can delve into.

In explaining the three platforms, he discussed that the Company will focus on mobile stores in emerging markets. Features that are specific for emerging markets will be offered, distinguishing it from first world market users. Mr. Nollo do went on to discuss the specific markets the Company intends to explore such as the internet market, online games, online advertising and Southeast Asian e-commerce.

Mr. Nollo do concludes his message by discussing the growth prospects of the Company. For its mobile consumer business, the Company intends to strengthen its core business of mobile games by launching new. With the Company's mobile store which was recently launched with Globe Telecom, Inc. ("Globe Telecom"), it intends to monetize not just on its in-app store but also through digital advertising catered by Art of Click. In addition, the Company anticipates Xeleb Technologies to drive the launch and growth of the celebrity platform. For its the enterprise services, Xurpas Enterprise is the driving growth with new clients coming from and across different verticals, which is expected to continue to drive strong demand. For its mobile commerce, Storm Squares is expected to be implemented in 2017 and the Company will be making a stronger push for client acquisition through Xurpas Enterprise.

Mr. Racaza then opened the floor to comments or questions from the stockholders.

One of the Company's stockholders, Mr. Philip Turner ("Mr. Turner"), raised a number of concerns. According to him, most of the Company's acquisitions have few tangible assets and the management assessment process is complex and based on assumptions. He asked Mr. Nollo do what the Company could do to ensure that it gets the accurate valuation of the acquisitions. Mr. Nollo do shared that platform companies like Uber, Facebook, Airbnb, Google and Alibaba have minimal to almost insignificant physical assets. He explained that for technology companies, what is essential is how distinguished and how valuable the technology is, that may be used to leverage off, to drive long term value for the Company. He further explained that another essential criteria that they consider is the ability of the entity to be acquired to build or profit from the platform. The Company determines whether it has the capacity to build a similar platform and accordingly, the period to develop such technology. The Company takes into consideration the client base of the entity to be acquired. Mr. Nollo do explained that access to large customer base equates to access to long-term revenue.

Mr. Turner asked if the Company would be running the operations of the acquired companies. Mr. Nollo do answered that in every acquisition or investment, the Company considers keeping the current management team of the acquired entity in place. The Company considers the investee's values and evaluates the management team's competency. The financial condition of the investee company is also considered to determine whether Xurpas' management needs to handle the day to day operations of the entity.

Mr. Turner inquired on the profitability of the Company's previous acquisitions since the start of the Company. Mr. Nollo do responded that the financial performance of the acquired entities varies per organization, and emphasized that the goal of the Company is to shift from a services and product company to a platform company. To emphasize, the

Company made strategic acquisitions to be able to implement its goal to become a platform focused company.

Mr. Turner asked how much of the funds raised in the initial public offering of the Company have been used in the acquisitions of the Company. Mr. Alexander D. Corpuz (“Mr. Corpuz”) responded that the Company’s net proceeds from the initial public offering is at Php1.2 billion and as of date, the proceeds were fully invested. He further stated that in 2016, the Company conducted an Overnight Top-up Placement, the proceeds of which were partially spent for the acquisition of Art of Click. One third of the proceeds from the Overnight Top-up Placements remains to be unused. He emphasized that while there have been various acquisitions, the Company has available proceeds from the Overnight Top-up Placement and from operations. He stated that the Company remains debt free as of date.

Another stockholder of the Company, Mr. Alfredo Abueg (“Mr. Abueg”), stated that while he is a new stockholder of the Company, he observed that the Company has great plans. He asked whether the investors have been provided the financial statements. He also expressed his concern on the various acquisitions made by the Company considering that the investors are traditional and the Company is the only technology company listed with the Philippine Stock Exchange. Mr. Corpuz stated that the Company is required to circulate the definitive information statement to stockholders of record. The financial statements is attached to the definitive information statement. He also mentioned that the financial statements were also posted in PSE Edge and Xurpas’ website. Attendees of the annual stockholders’ meeting were also given a USB with the Definitive Information Statement, which includes the 2016 Audited Financial Statements of the Company.

Another stockholder of the Company, Mr. Rommel Songco (“Mr. Songco”), asked about the update on the share-buy-back program of the Company. He commented that the share-buy-back program is very useful to the Company. Mr. Corpuz answered that the buy-back-program was established because the Company feels that the shares were undervalued at that time. However, considering that such is not a concern now, the Board of Directors of the Company has decided to end the program although not fully used up.

Mr. Songco asked about the Company’s plans and updates on its expansion to other Southeast Asian countries. Mr. Racaza stated that the response to Mr. Songco’s question would be part of the next item in the agenda.

Mr. Songco inquired about Art of Click because the share price of the Company weakened after its acquisition. He requested that the details of the acquisition be discussed. He mentioned that based on the disclosures, a portion will be paid in shares and there is a minimum guarantee payment. Considering that the share price weakened, Mr. Songco requested that the Company explain how the difference in the share price will be paid and whether such will be considered as an expense of the Company every year. Mr. Corpuz replied that it will be considered as part of the Company’s investment cost. He also confirmed that this will not affect the Company’s net income.

Mr. Songco requested for an update regarding the mobile gaming consumer business of the Company, in terms of subscribers, and how it has grown over the years. Mr. Racaza stated that this is likewise included in the next item of the agenda.

There being no other comments or questions from the stockholders, upon motion by Ms. Erica G. Sarmiento, seconded by Ms. Vanessa V. Barrameda, the stockholders adopted the following resolution:

“RESOLVED that the stockholders of Xurpas Inc. (the “Corporation”) take notice of the Chairman’s Message and approve the same.”

VI. ANNUAL REPORT OF THE PRESIDENT AND CHIEF OPERATING OFFICER AND THE PRESENTATION OF THE 2016 AUDITED FINANCIAL STATEMENT

Mr. Racaza proceeded to inform the stockholders that the next item in the agenda is the Annual Report of the President and Chief Operating Officer. He then proceeded with his report.

Mr. Racaza opened his report with a brief discussion on the operations of the Company. He explained that the Company focuses on three key areas namely: mobile consumer business, enterprise business and other services.

Mr. Racaza explained that from the time the Company listed in 2014, it has acquired and invested in various companies. In 2016, the Company focused on strengthening its operations. Mr. Racaza mentioned the cadence in acquisition is different in the year 2016 since the Company is moving into becoming a platform company. As such, in 2016, the Company saw a huge opportunity in mobile advertising through Art of Click. The Company saw that Art of Click can help strengthen the Company’s strongest business segment, which is its mobile consumer business. The Company, through the assistance of Xurpas Enterprise, was able to sign with major clients. Mr. Racaza emphasized that the Company’s listing in the PSE was not just a capital-raising activity. It enabled the Company to form partnerships with multinational companies due to the Company’s framework on transparency and corporate governance.

Mr. Racaza emphasized that the Company continuously invests in mental capital and stresses its importance to the Company’s growth. At present, the Company employs 916 technically skilled employees. The Company’s number of offices has grown and expanded to five (5) in the Philippines, two (2) in Indonesia, one (1) in Singapore, one (1) in Vietnam, one (1) in India and one (1) in Thailand. This expansion has been driven by its mobile advertising business unit. The Company’s key acquisition has enabled it to reach several markets, allowing it not just to develop products but also to market and plow existing products to these markets.

Mr. Racaza reported the Company’s revenue performance in 2016. In the last year, revenue growth increased by 114%, which was driven primarily by its mobile consumer business. The mobile consumer business unit of the Company is driven mainly by mobile games and mobile advertising platform. The acquisition of Art of Click has strengthened the mobile consumer business unit, which comprises 63% of the Company’s total revenues and has a 115% growth.

Thereafter, Mr. Racaza discussed the Company’s other revenue streams. He reported that the enterprise business grew by 168%. This growth can be attributed to the combination

of expanded product offerings of various enterprise subsidiaries and the sales efforts of Xurpas Enterprise. For other services, there was a decline of 31%. Mr. Racaza explained that the Company had to focus on the technology and the onboarding process. However, he remains to be optimistic on this business unit. Mr. Racaza, likewise, mentioned that Storm Technologies Inc. has increased its product offerings from a one-product focused platform to three-product platforms.

Mr. Racaza concluded his report by highlighting other significant financial points. He reported that the Company's income before income tax grew by 29% with a margin of 22% notwithstanding the increase in expenses due to the continuous organizational build up, acquisition, and subsidiary-related expenses. Isolating the effect of increased amortization and non-cash interest expense, the Company's EBITDA has a margin of 25% and grew by 38%. Net income grew by 33%. Despite the Company's continuous expansion and acquisition, the robust revenues generated a net income margin of 15%. As regards the core net income, subtracting non-recurring expenses related to acquisition expenses and investments, the same increased by 44%.

Mr. Racaza then opened the floor for questions and comments.

Mr. Turner raised the question as to why the Company's receivables are accumulating, amounting to nearly Php1 billion and how does the Company intend to improve this situation. Mr. Corpuz addressed this concern by stating that the receivables grew in 2016 since the Company has to include the receivables of its latest acquisition, Art of Click, constituting a third of the receivables. Also, considering the Company's business, the average collection period for the mobile consumer business is thirty (30) to forty five (45) days while the collection period for the latest acquisition is thirty (30) to sixty (60) days. For the mobile enterprise unit, the collection period is longer ranging from one hundred twenty (120) to one hundred eighty (180) days. Mr. Corpuz assured that the ageing of receivables is being closely monitored for each subsidiary/investment company and all necessary measures are being taken to collect said receivables in accordance with the Company's collection and monitoring policy.

Mr. Turner mentioned further that Php1 billion is a huge amount compared to the profitability of the Company and asked for the creation of a definite program to try to improve the collection of receivables. Mr. Corpuz responded in the affirmative and stated that the Company has been exerting efforts to improve the collection of its receivables.

Mr. Abueg, on the other, inquired on whether the financial reports distributed to the stockholder were as detailed as the one scrutinized by Mr. Turner. Mr. Corpuz responded in the affirmative. He also mentioned that the financial reports are part of the definitive information statement that is included in the USB distributed to stockholders. Mr. Abueg lauded the Company's phenomenal growth and further inquired on the amount of dividends declared. He asked whether there will be an increase in the dividends to be distributed to existing stockholders. Mr. Corpuz replied that the Company has disclosed the dividend declaration of Php0.05 per share. Mr. Abueg asked if the Company distributes dividends on a quarterly basis. Mr. Corpuz answered that the Company has been declaring dividends at least once a year. Mr. Abueg further inquired if there are any plans on distributing dividends on a semestral basis considering the growth of the Company. Mr. Corpuz replied that the Board will take this into consideration. However, he explained that the Company's existing dividend policy states that it shall declare

dividends at a dividend rate of 30% based on the previous year's net income. Mr. Abueg asked for the share price of the Company when it went public in 2014. Mr. Corpuz responded that Xurpas share was listed at Php3.97 per share.

Another stockholder raised that the other companies previously mentioned by the Chairman of the Board are known for a specific product or service. He asked what the Company intends to be known for. Mr. Nolloredo responded that the Company is a digital entertainment company. Distribution of games remain to be the Company's focus, however, the investments made by the Company are growth opportunities. He further explained that 82% of all Application Store revenues around the world come from games and although the Company may offer other digital products beyond games, the Company sees the Philippines no different.

There being no other questions and comments from the stockholders, on motion of Mr. Josef Alexis Ragos, seconded by Mr. Thomas Z. Cuna, the stockholders noted the annual report and the presentation of the 2016 Audited Financial Statements, and adopted the following resolution:

“RESOLVED, that the stockholders of Xurpas Inc. (the “Corporation”) take notice of the annual report of the Chief Operating Officer and approve the Corporation's Audited Financial Statements for the year 2016.”

VII. APPROVAL OF THE PROPOSED AMENDMENT OF THE SIXTH ARTICLE OF THE ARTICLES OF INCORPORATION OF THE CORPORATION SPECIFYING THE INCREASE IN THE NUMBER OF DIRECTORS OF THE CORPORATION FROM SEVEN (7) TO EIGHT (8)

Mr. Racaza informed the stockholders that the next item in the agenda is the approval of the proposed amendment of the Sixth Article of the Articles of Incorporation of the Corporation specifying the increase in the number of Directors of the Corporation from seven (7) to eight (8). He requested Atty. Gorriceta to discuss the proposed amendment.

Atty. Gorriceta discussed that pursuant to SEC Memorandum Circular No. 19, dated November 22, 2016, the Code of Corporate Governance for Publicly Listed Companies requires that the Board should have at least three (3) independent directors, or such number as to constitute at least one-third of the members of the Board, whichever is higher. He explained that the Board has approved the increase in the number of Directors to comply with the said requirement.

He added that based on the existing Articles of Incorporation of the Corporation, the Sixth Article reads, “That the number of directors of the corporation shall be seven (7) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:”

He explained that once amended, the Sixth Article of the Articles of Incorporation would state: “That the number of directors of the corporation shall be eight (8) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:”

There being no questions from the stockholders, on motion of Ms. Bea S. Hernandez, seconded by Ms. Anna Margarita D. Veloso, the following resolution was made:

“RESOLVED, that the stockholders of Xurpas Inc. (the “Corporation”) owning at least two-thirds (2/3) of the outstanding capital stock approved the amendment of the Sixth Article of the Articles of Incorporation of the Corporation specifying the increase in the number of Directors of the Corporation from seven (7) to eight (8).”

VIII. APPROVAL OF THE PROPOSED AMENDMENT OF SECTION 2, ARTICLE III OF THE BY-LAWS OF THE CORPORATION SPECIFYING THE INCREASE IN THE NUMBER OF INDEPENDENT DIRECTORS OF THE CORPORATION FROM TWO (2) TO THREE (3)

Mr. Racaza informed the stockholders that the next item in the agenda is the approval of the proposed amendment of Section 2, Article III of the By-Laws of the Corporation specifying the increase in the number of Independent Directors of the Corporation from two (2) to three (3). He requested Atty. Gorriceta to discuss the proposed amendment.

Atty. Gorriceta discussed that the Board has likewise approved the increase of the number of Independent Directors to comply with the Code of Corporate Governance for Publicly Listed Companies issued last November 22, 2016.

He discussed that Section 2, Article III of the By-Laws of the Corporation currently states, that “The corporation shall have at least two (2) Independent Directors or such number of Independent Directors that constitutes twenty percent (20%) of the members of the Board, whichever is lesser, but in no case less than two (2).”

Further, he stated that the proposed amendment to Section 2, Article III of the By-Laws would state, “The corporation shall have at least three (3) Independent Directors, or such number of Independent Directors that constitutes at least one-third (1/3) of the members of the Board, whichever is higher.”

There being no questions from the stockholders, on motion of Mr. Mannix S. Chong, seconded by Ms. Joy Novencido, the following resolution was made:

“RESOLVED, that the stockholders of Xurpas Inc. (the “Corporation”) owning at least two-thirds (2/3) of the outstanding capital stock approved the amendment of Section 2, Article III of the By-Laws of the Corporation specifying the increase in the number of Independent Directors of the Corporation from two (2) to three (3).”

IX. APPROVAL OF THE DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO AMEND THE CORPORATION'S BY-LAWS OR ADOPT NEW BY-LAWS

Mr. Racaza informed the stockholders that the next item in the agenda is the delegation to the Board of Directors of the power to amend the Corporation's By-Laws or adopt new By-Laws in accordance with the Code of Corporate Governance for Publicly Listed Companies. He advised that any revision in the By-Laws, or adoption of new By-Laws would be drafted to reflect the Code's recommendations.

There being no questions and comments from the stockholders, on motion of Ms. Bea S. Hernandez, seconded by Ms. Aislinn L. Tan, the stockholders approved the following resolution:

"RESOLVED, that the stockholders of Xurpas Inc. (the "Corporation") owning at least two-thirds (2/3) of the outstanding capital stock approved the delegation to the Board of Directors of the power to amend the Corporation's By-Laws or adopt New By-Laws in compliance with the Code of Corporate Governance for Publicly Listed Companies."

X. RATIFICATION / APPROVAL OF PAST BOARD ACTIONS

Mr. Racaza informed the stockholders that the next item in the agenda is the ratification or approval of the past actions of the Board of Directors, which were reproduced in the Definitive Information Statement distributed to all stockholders and flashed on the screen during the meeting.

Atty. Gorriceta discussed that past board actions include approval of contracts, projects, investments in companies and all other acts and proceedings in the usual course of business. He added, that while these board actions do not require the approval of the stockholders, the Corporation finds it proper to report and submit the same to the vote of the stockholders for transparency and accountability. Atty. Gorriceta then opened the floor for questions and comments from the stockholders.

There being no other questions and comments from the stockholders, Mr. Racaza requested for a motion for approval.

On motion of Ms. Erica G. Sarmiento, seconded by Ms. Estrelita B. Laban, the stockholders approved and ratified all acts of the Board of Directors, and adopted the following resolution:

"RESOLVED, that the stockholders of Xurpas Inc. (the "Corporation") approve, ratify and confirm all the acts of the Board of Directors and the Management since the last stockholders' meeting on May 11, 2016."

XI. ELECTION OF BOARD OF DIRECTORS

Mr. Racaza advised the stockholders that the next item in the agenda is the election of seven (7) members of the Board for the ensuing year. Mr. Racaza requested Atty. Gorriceta to explain the nomination and election process.

Atty. Gorriceta enumerated the names of the following nominees to the Board of Directors that had been accepted by the Company's Nomination Committee:

1. Nico Jose S. Nolleto
2. Raymond Gerard S. Racaza
3. Fernando Jude F. Garcia
4. Mercedita S. Nolleto
5. Wilfredo O. Racaza
6. Alvin D. Lao, *Independent director*
7. Jonathan Gerard A. Gurango, *Independent director*

Atty. Gorriceta discussed that the Nomination Committee has evaluated the following nominees based on their qualifications and prepared the final list of nominees in accordance with the criteria provided in the Securities Regulation Code, the Company's Manual on Corporate Governance and the Company's By-Laws.

Mr. Racaza then opened the floor for questions or comments.

There being no questions or comments, on motion of Ms. Vanessa V. Barrameda, seconded by Ms. Sarah M. Espina, the stockholders elected the seven (7) nominees as directors of the Company for the ensuing year to serve as such until their successors are elected and qualified, and adopted the following resolution:

“RESOLVED, that the stockholders of Xurpas Inc. (the “Corporation”) elect the following directors of the Corporation who shall serve as such beginning May 10, 2017 until their successors are elected and qualified:

1. Nico Jose S. Nolleto
2. Raymond Gerard S. Racaza
3. Fernando Jude F. Garcia
4. Mercedita S. Nolleto
5. Wilfredo O. Racaza
6. Alvin D. Lao, *Independent director*
7. Jonathan Gerard A. Gurango, *Independent director*”

Mr. Racaza stated that the election of the directors for the ensuing year has been approved. He thanked the stockholders for their continued trust and support, on behalf of the elected directors.

XII. APPOINTMENT OF THE EXTERNAL AUDITOR

Mr. Racaza informed the stockholders that the next item in the agenda is the election of the Company's external auditor. He apprised the stockholders that the Audit Committee

has evaluated the performance of the Company's current external auditor, Sycip Gorres Velayo & Co. ("SGV"), which has been the Company's external auditor since 2008. Based on the recommendation of the Audit Committee, the Board of Directors appoints SGV as its external auditor for the current fiscal year. Thereafter, Mr. Racaza opened the floor for questions or comments.

Mr. Abueg inquired how much the company is paying for the engagement of SGV.

Mr. Corpuz answered that the fee of SGV for the past year has been disclosed in the Definitive Information Statement. He stated that for 2016, the Company paid SGV a fee of Php 850,000. He added that this is a standard audit fee when you compare it to the other top audit firms.

There being no other questions or comments, on motion of Ms. Anna Margarita V. Veloso, seconded by Mr. Josef Alexis Ragos, the stockholders approved the re-election of SGV as the external auditor of the Company for the current fiscal year and approved SGV's audit fee, and adopted the following resolution:

"RESOLVED, as endorsed by the Board of Directors, the stockholders of Xurpas Inc. (the "Corporation") approved: (1) the re-election of Sycip Gorres Velayo & Co. ("SGV") as the Corporation's external auditor for the current fiscal year, and (2) its audit fees."

XIII. ADJOURNMENT

There being no other business to discuss, on motion of Ms. Joy M. Novencido, seconded by Ms. Aislinn L. Tan, the meeting was adjourned.

ATTY. MARK S. GORRICETA
Corporate Secretary

ATTESTED BY:

RAYMOND GERARD S. RACAZA
President and Chief Operating Officer

XURPAS INC.
2017 ANNUAL STOCKHOLDERS' MEETING

May 10, 2017 at 9:00 a.m.

Main Lounge of the Manila Polo Club, McKinley Road, Makati City

TABULATION OF VOTES

Total Outstanding Shares as of Record Date: 1,856,952,746

Quorum: **1,277,908,832**

Percentage of Attendance: **68.82%**

AGENDA	VOTES IN FAVOR		VOTES AGAINST		ABSTAIN	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Approval of Minutes of 2016 Stockholders' Meeting (May 11, 2016)	1,399,149,116	75.35%	NIL		NIL	
Message of the Chairman and Chief Executive Officer	1,399,149,116	75.35%	NIL		NIL	
Approval of the Annual Report of the President and Chief Operating Officer	1,399,149,116	75.35%	NIL		NIL	
Approval of the Proposed Amendment of the Sixth Article of the Articles of Incorporation of the Corporation Specifying the Increase in the Number of Directors of the Corporation from Seven (7) to Eight (8)	1,393,617,716	75.05%	5,531,400	0.30%	NIL	
Approval of the Proposed Amendment of Section 2, Article III of the By-Laws of the Corporation Specifying the Increase in the Number of Independent Directors of the Corporation from Two (2) to Three (3)	1,393,617,716	75.05%	5,531,400	0.30%	NIL	
Approval of the Delegation to the Board of Directors of the Power to Amend or Repeal the	1,365,589,404	73.54%	33,559,613	1.81%	NIL	

Corporation's By-Laws or to Adopt New By-Laws						
Ratification of All Acts of the Board of Directors, Officers and Management Adopted During the Preceding Year	1,399,149,017	75.35%	NIL		NIL	
Election of Directors						
1) Nico Jose S. Nolloo	1,369,309,517	73.74%	28,586,679	1.54%	NIL	
2) Raymond Gerard S. Racaza	1,368,646,407	73.70%	29,249,779	1.58%	NIL	
3) Fernando Jude F. Garcia	1,368,699,207	73.71%	29,146,979	1.57%	NIL	
4) Mercedita S. Nolloo	1,359,666,073	73.22%	38,180,113	2.06%	NIL	
5) Wilfredo O. Racaza	1,382,173,852	74.43%	15,672,334	0.84%	NIL	
6) Alvin D. Lao <i>(Independent Director)</i>	1,384,163,686	74.54%	13,682,800	0.74%	NIL	
7) Jonathan Gerard A. Gurango <i>(Independent Director)</i>	1,397,842,286	75.28%	NIL		NIL	
Appointment of External Auditor: SyCip Gorres Velayo & Co. (SGV)	1,376,744,137	74.14%	22,404,979	1.21%	NIL	