

**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 5, 2014 at 2:00 p.m.

CALL TO ORDER

The Chairman, Mr. Tarcisio M. Medalla, called the meeting to order and presided over the same. He introduced the members of the Board of Directors who were present, namely, Roger A. Cariño, Christopher B. Maldia, and Independent Director Jose Antonio A. Lichauco. The Corporate Secretary, Atty. Mark David P. Martinez, 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 976,601,515 common shares or 85.03% of the outstanding capital stock. (The list of attendees and proxies is available at the office of the Corporation). He therefore certified that there was a quorum for the transaction of business.

APPROVAL OF MINUTES OF PREVIOUS MEETING

The next item for business was the approval of the minutes of the previous meeting of the stockholders held on December 20, 2013, copies of which had been earlier distributed to the stockholders.

Upon motion duly made and seconded, the reading of the minutes of the previous annual stockholders' meeting was dispensed with and the same were unanimously approved.

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 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, 2013. The financial results as of the third quarter of 2014 ending September 30, 2014 were also discussed.

After the report, questions were entertained from the floor. Thereafter, the Chairman requested for a motion on the Management Report. Whereupon motion made and duly seconded, the Annual Report of Management as presented by the Chairman, as well as the Company's financial statements as of December 31, 2013 and as of the third quarter of 2014 ending September 30, 2014, were duly noted and made part of the records of the Corporation.

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 is 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 on the matter, a motion was requested on the matter.

Upon motion made and duly seconded, the stockholders approved a resolution approving, confirming and ratifying all acts, contracts, resolutions and actions, authorized and entered into by the Board of Directors and Management of the Corporation from the date of the last annual stockholders' meeting up to the present, as set forth in the Annual Report and the financial statements.

AMENDMENT OF THE THIRD ARTICLE OF THE ARTICLES OF INCORPORATION TO SPECIFY THE ADDRESS OF THE PRINCIPAL PLACE OF OFFICE

The next matter on the agenda was the amendment of the Articles of Incorporation of the Corporation to specify the Corporation's principal place of office. This is to comply with the requirements of the Securities and Exchange

Commission. Upon motion duly made and seconded, the following resolution was unanimously approved:

“RESOLVED, that the stockholders of **Paxys, Inc.** (the ‘Corporation’) approve, as they hereby do, the recommendations of the Board of Directors of the Corporation to (i) change the principal place of business from ‘Makati, Metro Manila’, to ‘15th Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City,’ and (ii) amend, for this purpose, of Articles of Incorporation of the Corporation as follows;

‘THIRD: That the place where the principal office of the Corporation is to be established is in 15th Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City without prejudice to having branches or agencies in other parts of the Philippines or abroad.

“RESOLVED, FURTHER, that Corporation’s officers and directors be, as they are hereby, authorized to sign execute and deliver any and all documents, certificates and instrument which may be required by the Securities and Exchange Commission to effect this resolution.”

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 Committee. Under SEC rules, only nominees whose names have been submitted to and evaluated by the Nominations 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

Atty. Martinez stated that there are nine (9) board seats available for nomination of directors, seven (7) for regular directors and two (2) for independent directors. He then announced that the table was open for nominations and the following were nominated, all of whom had been evaluated by the Nominations Committee:

1. TARCISIO M. MEDALLA
2. ROGER LEO A. CARIÑO

3. CHRISTOPHER B. MALDIA
4. LIM GHEE KEONG
5. ROBERTO A. ATENDIDO
6. SIVAM KANDAVANAM
7. MARK DAVID P. MARTINEZ

and as Independent Directors:

8. GEORGE Y. SYCIP
9. JOSE ANTONIO A. LICHAUCO

Thereafter, it was moved, seconded and unanimously resolved to close the nominations. There being only nine (9) nominees to the positions of the existing nine (9) directors, the Chairman declared them to be the duly elected directors of the Corporation for the current term and until their successors shall have been elected and qualified as provided in the By-Laws.


APPOINTMENT OF EXTERNAL AUDITORS

Thereafter, the meeting proceeded with the appointment of the external auditors of the Corporation for the current year. It was proposed to delegate to the Chairman the authority to appoint the external auditors of the Corporation for the current year, based on the favorable recommendation of the Finance Officer-in-charge. There being no questions or objections on the matter, a motion was requested.

Upon motion made and duly seconded, the stockholders approved a resolution authorizing the Chairman to appoint the external auditor of the Corporation for the current year based on the favorable recommendation of the Finance Officer-in-charge.

ADJOURNMENT

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


MARK DAVID P. MARTINEZ
 Corporate Secretary

ATTESTED:


TARCISIO M. MEDALLA
 Chairman of the Stockholders' Meeting