



Minutes of the Special Meeting of the Stockholders
Penthouse, GT Tower International
6813 Ayala Avenue corner H.V. Dela Costa St., Makati City
October 26, 2012 at 10:00 a.m.

1. **Call to Order** – Chairman Arthur V. Ty called the meeting to order and Corporate Secretary Antonio V. Viray recorded the minutes.
2. **Proof of Notice and Quorum** – The Corporate Secretary reported that notices have been sent to all stockholders and that there is a quorum for the purpose of transaction of the business in the agenda.
3. **Approval of Minutes of Annual Meeting of Stockholders Held on July 11, 2012** – There being a motion duly seconded and no objections, the minutes of the annual meeting of the stockholders held on July 11, 2012 was approved.
4. **Amendment of Articles of Incorporation to Deny Pre-emptive Right**– The Chairman reported the proposed amendment to the Articles of Incorporation of the Company to deny pre-emptive right of its stockholders to the issue or disposition of any share of any class of the Company. He stated that the purpose of the proposed amendment is to provide the Company with more flexibility to undertake future capital-raising exercises.

There being a motion duly made and seconded, and there being no objections, the following resolution was passed and adopted by at least two-thirds (2/3) of the outstanding capital stock:

RESOLVED, that Article VII of the Amended Articles of Incorporation be hereby amended to read as follows:

SEVENTH: That the authorized capital stock of the Corporation is Five Billion Pesos (P5,000,000,000.00), in lawful money of the Philippines, divided into Five Hundred Million (500,000,000) shares with the par value of Ten Pesos (P10.00) per share. (As amended at the Special Meetings of the Stockholders and of the Board of Directors, both held on 15 July 2008).

The holders of capital stock shall have no pre-emptive right to any issue or disposition of any share of any class of the Corporation. (As amended at the Special Meetings of the Board of Directors and Stockholders, held on 07 September 2012 and 26 October 2012, respectively.)



GT CAPITAL
HOLDINGS, INCORPORATED

5. **Adjournment** – There being no other matters brought up during the meeting, the same was adjourned at 10:15 p.m.

ANTONIO V. VIRAY
Corporate Secretary

ATTESTED:

ARTHUR V. TY
Chairman of the Board