

3 September 2012

**MS. JANET A. ENCARNACION**

Head, Disclosure Department  
Philippine Stock Exchange,  
**Philippine Stock Exchange Plaza**  
Ayala Triangle, Ayala Avenue, Makati City

Dear Ms. Encarnacion,

We advise that during the Annual Stockholders' Meeting of Calata Corporation (the "Corporation") held last Friday, 31 August 2012, the following were elected directors for the ensuing year:

- (1) Mr. Joseph H. Calata
- (2) Mr. Benison Paul B. De Torres
- (3) Dr. Jaime C. Laya, CPA
- (4) Mr. Baltazar N. Endriga, CPA
- (5) Amb. Jose A. Zaide
- (6) Engr. George A. Nava (Independent Director)
- (7) Fr. Conrado C. Zablan (Independent Director)

On the said meeting, the following matters were approved and/or ratified by the stockholders:

1. Adoption of the Audited Financial Statements for the calendar year ended December 31, 2011;
2. Management's Discussion of the Annual Report for the year 2011;
3. Report on the 2012 Operations and Results to date;
4. Amendment of the Articles of Incorporation of the Company for the purpose of increasing the authorized capital stock from Eight Hundred Forty Five Million Four Hundred Thousand Pesos (PhP845,400,000.00) up to Two Billion Pesos (PhP 2,000,000,000.00) as may be determined by the Board;
5. Conversion of the Company's advances to Agri Phil Corporation amounting to P55,455,249.00 into equity and purchase of all issued and outstanding shares of stock in Agri Phil Corporation at a par value of P100.00 per share or a total amount of P9,500,000.00;
6. Payment by Avestha Holding Corporation ("Avestha") with company-owned real estate properties as full settlement of Avestha's loan obligation with the Company;
7. Approval of the majority of the minority shareholders on the waiver of the requirement, if any, to conduct a rights or a public offering with respect to the following transactions which may be entered into with the Company in the future:
  - a. Transactions resulting to the issuance by a listed company of new voting shares to any party or to any persons acting in concert amounting to at least ten percent (10%) but not more than thirty-five percent (35%) of the total issued and outstanding capital stock of the issuer through a single or creeping transaction within a twelve (12) month period from the initial disclosure. Such transactions



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may include private placements, share swaps, property for share swaps, or conversion of securities to equity.

- b. Listing of shares subscribed by Related Parties as defined by the Revised Listing Rules of the Philippine Stock Exchange.
- 8. Approval of the issuance of a Stock Option Plan covering Fifty Million (50,000,000) Common Shares including subsequent issuances and amendments thereto under such terms and conditions as may be determined by the Board of Directors or any of its duly authorized representatives and subject to existing laws, rules and regulations;
- 9. Ratification and Confirmation of All Acts, Resolutions and Decisions of the Board and Management;
- 10. Appointment of BDO Alba Romeo & Co. as External Auditor for calendar year 2012;

During the organizational meeting of the new Board following the stockholders’ meeting, the following were elected:

- Joseph H. Calata - Chairman of the Board, President and CEO
- Jose Marie E. Fabella - Corporate Secretary
- Benison Paul B. De Torres - Chief Financial Officer and Chief Operations Officer

The Board then elected the following committee members:

**EXECUTIVE COMMITTEE**

- Joseph H. Calata – Chairman
- Benison Paul B. De Torres
- Engr. George A. Nava

**COMPENSATION COMMITTEE**

- Joseph H. Calata - Chairman
- Fr. Conrado C. Zablan
- Benison Paul B. De Torres

**AUDIT COMMITTEE**

- Baltazar N. Endriga, CPA - Chairman
- Jaime C. Laya, PhD, CPA
- Engr. George A. Nava

**NOMINATION COMMITTEE**

- George A. Nava – Chairman
- Ambassador Jose A. Zaide
- Joseph H. Calata

The Board likewise approved the following actions:

- 1. Appointment of Atty. Jose Marie E. Fabella as Corporate Information and Compliance Officer and Mr. Benison Paul B. De Torres as Asst. Corporate Information and Compliance Officer.

Very truly yours,

**Atty. Jose Marie E. Fabella**  
 Corporate Secretary / Corporate Information Officer /  
 Compliance Officer