



FILINVEST DEVELOPMENT CORPORATION

SPECIAL STOCKHOLDERS' MEETING

**November 25, 2010
FCC Marketing Office**

Matters for FDC Stockholders' Approval

1. Approval of the Minutes of the Annual Stockholders' Meeting held on June 10, 2010

Matters for FDC Stockholders' Approval

2. Amendment of the Articles of Incorporation to increase FDC's authorized capital stock from Php10 billion to Php17 billion, consisting of :

- a) 5 billion common shares with par value of Php1 per share; and
- b) 2 billion of preferred shares with par value of Php1 per share
 - Non-voting
 - Redeemable, subject to terms and conditions to be fixed by the Board of Directors
 - Dividends to be paid out of surplus profits and to be set by the Board of Directors prior to issuance of the shares
 - Any additional terms and conditions to be set by the Board of Directors

Matters for FDC Stockholders' Approval

3. Equity fund raising consisting of placing and subscription transaction to be implemented in 2 concurrent stages comprising of :

- a) The offer and sale by ALG Holdings and its affiliates (the “ALG Group”) of their existing shares in FDC not exceeding 3 billion shares; and
- b) As part of the transaction, the subscription by the ALG Group and the issuance by FDC to the ALG Group, of new common shares not more than the number of shares sold during the offer, with such new shares being listed as soon as practicable thereafter.

The Board of Directors, in consultation with the Lead Managers, shall determine the implementation and timing of the placing and subscription transaction as well as the fixing of the offer price.

FDC Capital Structure

- Increase in authorized capital to provide flexibility in the future to capitalize on opportunities in the capital market

FDC EQUITY <i>(In Million Pesos)</i>	Current	After Increase (minimum)	After Increase (maximum)
Authorized Capital Stock	10,000	17,000	17,000
Common shares	10,000	15,000	15,000
Preferred shares	-	2,000	2,000
Outstanding Shares	7,508	9,258	10,508
Market Capitalization (common shares @ Php 4.60 , closing price as of Nov 24, 2010)	34,537	42,587	48,337

A large, stylized tiger head graphic in shades of orange and yellow, positioned on the left side of the slide. The tiger's face is the central focus, with its eyes, nose, and whiskers clearly defined.

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