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SECURITIES AND EXCHANGE COMMISSION

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S.E.C. Registration Number

P H I N M A C O R P O R A T I O N

(Company's Full Name)

L E V E L 1 2 - P H I N M A P L A Z A 3 9 P L A Z A

D R I V E , R O C K W E L L C E N T E R M A K A T I

(Business Address: No. Street City/Town/Province)

C E C I L L E A R E N I L L O

Contact Person

8 7 0 0 3 8 8

Company Telephone Number

1	2		3	1
Month			Day	
Calendar Year				

C O N S O C H A N G E S

A C G R 2 0 1 4

FORM TYPE

Month			Day	
Annual Meeting				

Secondary License Type, If Applicable

C F D

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic		Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

STAMPS

Remarks = Pls. Use black ink for scanning purposes

January 5, 2015

SECURITIES AND EXCHANGE COMMISSION

Attention: DIR. JUSTINA F. CALLANGAN
CORPORATION AND FINANCE DEPARTMENT
SEC Bldg., EDSA
Greenhills, Mandaluyong City

Dear Dr. Callangan:

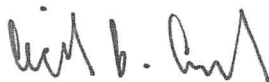
In compliance with the Commission's requirements under SEC Memorandum Circular No. 12, Series of 2014, please see below the Consolidated Changes in the ACGR for the Calendar Year 2014 for Phinma Corporation. Enclosed to this letter is a copy of the Secretary's Certificate for the Board of Directors approval to the same:

1. Composition of the Board of Directors under BOARD MATTERS
2. Review and Approval of Vision, Mission and Values under BOARD MATTERS
3. Directorship in Other Companies under BOARD MATTERS
4. Relationship within the Company and its Group under BOARD MATTERS
5. Shareholding in the Company under BOARD MATTERS
6. Updates on data under OTHER EXECUTIVE, NON-EXECUTIVE AND INDEPENDENT DIRECTORS
7. Updates on data under ORIENTATION AND EDUCATION PROGRAM
8. Inclusion of the Phinma Integrity Assurance Program and updates on data under CODE OF BUSINESS CONDUCT AND ETHICS
9. Details of Attendance of Directors, Schedule of Meetings, Quorum Requirement and Information Access under BOARD MEETINGS AND ATTENDANCE
10. Stock Option Plan updates, Aggregate Remuneration and Remuneration of Management under REMUNERATION MATTERS
11. Committee Members, Work Doen and Issues Addressed under BOARD COMMITTEES
12. Statement on Effectiveness of Risk Management System under RISK MANAGEMENT SYSTEM
13. Statement on Effectiveness of Internal Control System under INTERNAL AUDIT AND CONTROL
14. Policies and Activities under ROLE OF STAKEHOLDERS
15. Ownership Structure and RPT's under DISCLOSURE AND TRANSPARENCY
16. RIGHTS OF STOCKHOLDERS

We trust the above submission is in full compliance with the SEC requirement.

Thank you.

Very truly yours,



CECILLE B. ARENILLO
Compliance Officer

SECRETARY'S CERTIFICATE

I, JUAN J. DIAZ, of legal age, Filipino and with office address at Level 11, Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City, after having been duly sworn to in accordance with law, hereby depose and say that:

1. I am the Corporate Secretary of **PHINMA Corporation** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with offices at 12/F The PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City.

2. At the regular meeting of the Board of Directors of the Corporation duly held on November 19, 2014, at The Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City, at which majority of the Directors constituting a quorum was present and acting throughout, the following resolution was adopted:

RESOLVED, that the Board of Directors approve, as it hereby approves, the Consolidated Changes in the Annual Corporate Governance Report for the Year 2014, in compliance with the Securities and Exchange Commission (SEC) Memorandum Circular No. 12, Series of 2014, specifically on the following items of the said report:


1. Composition of the Board of Directors under BOARD MATTERS
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15. Ownership Structure and RPT's under DISCLOSURE AND TRANSPARENCY
16. RIGHTS OF STOCKHOLDERS

IN WITNESS WHEREOF, I have hereunto affixed my signature, this _____ at Makati City, Metro Manila.


JUAN J. DIAZ
Affiant

SUBSCRIBED AND SWORN to before me this DEC 22 2014, affiant exhibiting to me his Senior Citizen ID: 1714595 issued at Pasig City on March 2002.

Doc. No. 258;
Page No. 53;
Book No. 112;
Series of 2014.


MIGUEL ROMUALDO T. SANDAD
Commission No. M-153
Notary Public for Makati City
Until December 31, 2015
11/F Phinma Plaza, Rockwell Center, Makati
Roll No. 33861
PTR No. 4232511; 1/6/14; Makati City
IBP No. 952568; 1/7/14; Makati Chapter

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