

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF
PEPSI-COLA PRODUCTS PHILIPPINES, INC.**

Held at the The Palms Country Club
Alabang, Muntinlupa City
on 27 May 2011, Friday, at 10:00 a.m.
(Stockholders' Meeting No. 2011/2012-001)

<u>Stockholders Present</u>	<u>In Person/By Proxy</u>	<u>No. of Shares</u>
Lotte Chilsung Beverage Co., Ltd.	Hwang Chung (By Proxy)	1,270,657,644
Quaker Global Investments B.V.	Sunil D'Souza (By Proxy)	1,089,101,359
Pepsi-Cola Far East Trade Development Co., Inc.	Sunil D'Souza (By Proxy)	100
Orion Land Inc.	Hwang Chung (By Proxy)	60,000,000
Hwang Chung	In Person	1
Inho Kim	Hwang Chung (By Proxy)	1
Jaehyuk Lee	Hwang Chung (By Proxy)	1
Qasim Khan	Sunil D'Souza (By Proxy)	1
John L. Sigalos	Sunil D'Souza (By Proxy)	1
Yeon-Suk No	In Person	1
Oscar S. Reyes	In Person	1
Others		178,094,767 -----
	Total shares present In Person/By Proxy	2,597,853,877
	Total shares issued, outstanding and entitled to vote	3,693,772,279
	Percentage of shares present In Person/By Proxy	70.33%

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1. CALL TO ORDER

The Chairman of the Board, Mr. Hwang Chung, called the meeting to order and presided over it.

The Corporate Secretary, Atty. Ma. Rosario C.Z. Nava, recorded the minutes of the meeting.

2. CERTIFICATION OF NOTICE AND OF QUORUM

Atty. Nava certified that notices were sent to all the stockholders of the Corporation and that stockholders owning or holding 70.33% of the total outstanding capital stock entitled to vote were present, either in person or by proxy. Thus, there was a quorum for the valid transaction of business.

3. APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING HELD ON 15 DECEMBER 2010

There was a motion made to approve the minutes of the previous Annual Stockholders' Meeting of the Corporation held on 15 December 2010.

The motion was duly seconded, and there being no objection, the minutes of the previous Annual Stockholders' Meeting of the Corporation held on 15 December 2010 was unanimously passed and approved.

Stockholders' Resolution No. 2011/2012-001

RESOLVED, that the minutes of the Annual Stockholders' Meeting of **PEPSI-COLA PRODUCTS PHILIPPINES, INC.** held on 15 December 2010, be, as it is hereby, approved.

4. REPORT OF THE CHIEF EXECUTIVE OFFICER

The Chairman-Chief Executive Officer, Mr. Chung, then addressed the stockholders explaining that this particular Annual Stockholders' Meeting was required for statutory reasons because the Corporation had made a change in the fiscal year from 30 June to 31 December.

He then referred the stockholders to the highlights of the results of operations of the Corporation for the six (6)-month period ending 31 December 2010 and the Corporation's future plans and initiatives as set forth in the Annual Report earlier distributed to the stockholders.

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**5. PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE SIX (6)-
MONTH PERIOD ENDING 31 DECEMBER 2010**

The Chairman presented for the information and acceptance of the stockholders the Corporation's audited financial statements for the six (6)-month period ending 31 December 2010, copies of which had been previously sent to the stockholders.

A motion was made to note and accept the audited financial statements for the six (6)-month period ending 31 December 2010, which was duly seconded, and there being no objection, the stockholders noted and accepted the audited financial statements of the Corporation for the six (6)-month period ending 31 December 2010.

Stockholders' Resolution No. 2011/2012-002

RESOLVED, that the audited financial statements of **PEPSI-COLA PRODUCTS PHILIPPINES, INC.** for the six (6)-month period ending 31 December 2010, be, as it is hereby, noted and accepted.

**6. RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND
MANAGEMENT FOR THE SIX (6)-MONTH PERIOD 1 JULY 2010 TO 31
DECEMBER 2010**

The Chairman then discussed with the stockholders the need to approve and ratify all acts and resolutions of the Board of Directors and the Management of the Corporation for the period 1 July 2010 to 31 December 2010, as well as all contracts and transactions entered into by the Corporation for the same period.

There was a motion for its ratification which was duly seconded, and there being no objection, the stockholders unanimously approved the following resolution:

Stockholders' Resolution No. 2011/2012-003

RESOLVED, that all resolutions and other acts of the Board of Directors and the Management of **PEPSI-COLA PRODUCTS PHILIPPINES, INC.** for the period 1 July 2010 to 31 December 2010, as well as all contracts and transactions entered into by the Corporation for the same period, be, as they are hereby, approved, confirmed and ratified.

7. ELECTION OF DIRECTORS

The Chairman then proceeded to take up the next item in the Agenda which is the election of the members of the Board of Directors to serve for the year 2011 to 2012.

The Chairman informed the body that the Corporation had earlier disclosed through the Information Statement the nine (9) nominees to the Board of Directors included in the Final

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List of Candidates approved by the Nomination Committee of the Corporation. In accordance with the Articles of Incorporation of the Corporation, the Corporation shall be electing nine (9) directors.

Since the number of nominees is equal to the number of Board seats, there was a motion made to have all votes cast in favor of all the nominees and to have all the nominees be declared elected as directors of the Corporation. This motion was duly seconded. There being no objection, the Chairman declared the following individuals as having been elected as directors for 2011 to 2012 and until their successors shall have been duly elected and qualified:

HWANG CHUNG
PARTHA CHAKRABARTI
INHO KIM
JAEHYUK LEE
JOHN L. SIGALOS
QASIM KHAN
YEON-SUK NO
RAFAEL M. ALUNAN III (Independent Director)
OSCAR S. REYES (Independent Director)

The Chairman congratulated the newly-elected directors of the Corporation.

8. APPOINTMENT OF EXTERNAL AUDITORS

The Chairman then discussed the need to designate and appoint the external auditors of the Corporation for the ensuing year 2011 to 2012.

A nomination was heard from the floor to appoint KPMG Manabat Sanagustin & Co., CPAs as the Corporation's external auditor for 2011 to 2012.

Thereafter, a motion was made which was duly seconded to close the nomination and appoint KPMG Manabat Sanagustin & Co., CPAs as the Corporation's external auditor for 2011 to 2012.

On such motion which was duly made and seconded, and there being no objection, the stockholders unanimously approved the appointment of KPMG Manabat Sanagustin & Co., CPAs as the external auditors of the Corporation for the ensuing year 2011 to 2012.

Stockholders' Resolution No. 2011/2012 - 004

RESOLVED, that KPMG Manabat Sanagustin & Co., CPAs be, as they are hereby, appointed as external auditors of the Corporation for the ensuing year 2011 to 2012.

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9. ADJOURNMENT

The Chairman asked the stockholders if there were any other matters that they would like to take up at the meeting.

After some queries from the floor relating to the business and some future initiatives of the Corporation had been addressed, a comment was heard from the floor that all of the items in the Agenda had been taken up and sufficiently discussed. Hence, a motion was made to adjourn the meeting.

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

CERTIFIED CORRECT:


MA. ROSARIO C.Z. NAVA
Corporate Secretary

ATTESTED:


HWANG CHUNG
Chairman-Chief Executive Officer