

COVER SHEET

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S.E.C. Registration Number

G L O B E T E L E C O M , I N C .

(Company's Full Name)

T H E G L O B E T O W E R

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A V E N U E , B O N I F A C I O

G L O B A L C I T Y , T A G U I G

Business Address: No. Street City/Town/Province

MARISALVE CIOCSON-CO

Contact Person

7797- 2000

Company/Telephone Number

1 2

Month

3 1

Day

17-C

FORM TYPE

0 4

Month

2 2

Day

Secondary License Type, If Applicable

M S R 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

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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Business Address: No. Street City/Town/Province

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17(a)-1(b)(3) THEREUNDER

- 1. 20 February 2025
Date of Report (Date of earliest event reported)
- 2. 1177 SEC Identification Number 3. 000-768-480-000 BIR Tax Identification Number
- 4. GLOBE TELECOM, INC.
Exact Name of registrant as specified in its charter
- 5. PHILIPPINES Province, country or other jurisdiction of incorporation 6. [REDACTED] (SEC Use Only) Industry Classification Code
- 7. The Globe Tower, 32nd Street corner 7th Avenue, Bonifacio Global City, Taguig City, Metro Manila, Philippines Address of principal office 1634 Postal code
- 8. (02) 7797-2000
Registrant's telephone number, including area code
- 9. N.A.
Former name or former address, if changed since last report
- 10. Securities registered pursuant to Sections 4 and 8 of the SRC

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (as of 31 December 2024)
COMMON SHARES	144,380,334
TOTAL DEBT (In Millions of Pesos)	249,460

Indicate the item numbers reported herein : Please refer to attached

Re: Notice of the 2025 Annual Stockholders' Meeting, Agenda and Explanation of Agenda Items

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GLOBE TELECOM, INC.

Registrant -

ATTY. MARISALVE CIOacson-CO

Chief Compliance Officer, Senior Vice President – Legal and Compliance, and Assistant Corporate Secretary

Date : 20 February 2025



 Globe Telecom, Inc.
The Globe Tower
32nd Street corner 7th Avenue,
Bonifacio Global City,
Taguig, Philippines 1634
 www.globe.com.ph

20 February 2025

SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters, 7907 Makati Avenue
Barangay Bel-Air, Makati City 1227

Attention: **Atty. Oliver O. Leonardo**
Director, Markets and Securities Regulation Department

Atty. Rachel Esther J. Gumtang-Remalante
Director, Corporate Governance and Finance Department

THE PHILIPPINE STOCK EXCHANGE, INC.

5th Avenue corner 28th Street
Bonifacio Global City, Taguig City
Philippines 1634

Attention: **Atty. Stefanie Ann B. Go**
Officer-in-Charge, Disclosure Department

Gentlemen/Mesdames:

Further to our disclosure dated 06 December 2024 on the setting of our 2025 Annual Stockholders' Meeting (ASM) for 22 April 2025, and our disclosure dated 06 February 2025 on the notice of conduct of our 2025 ASM as being fully virtual, we disclose the attached Notice and Agenda with Explanation of Agenda Items for our virtual ASM.

We submit this information in accordance with our corporate governance standards and pertinent disclosure rules and regulations.

Thank you very much.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Marisalve Ciocon-Co".

ATTY. MARISALVE CIOCON-CO

Chief Compliance Officer, Senior Vice President –
Legal and Compliance, and Assistant Corporate Secretary

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **GLOBE TELECOM, INC. (hereafter, the "Company")** will be conducted virtually via <https://conveneagm.com/ph/2025GLOBEASM> on **Tuesday, APRIL 22, 2025 at 9:00 o'clock in the morning** with the following

AGENDA¹

1. Call to Order
2. Certification of Notice and Quorum
3. Matters for Approval of Stockholders
 - Approval of Minutes of Previous Meeting
 - Ratification of the Acts of the Board of Directors and Management
 - Election of Directors (Including the Independent Directors)
 - Approval of the Offer, Issuance or Reissuance, and Listing of up to Forty Million Non-Voting Preferred Shares
 - Election of External Auditor and Fixing of its Remuneration
 - Approval of the Audited Financial Statements, Including Noting of Annual Report
4. Consideration of Such Other Business as May Properly Come Before the Meeting
5. Presentation of Management and Open Forum
6. Adjournment

Pursuant to the By-Laws of the Company, the Annual Stockholders' Meeting will be conducted in a fully virtual format, which will provide a consistent experience to all stockholders regardless of location. Stockholders may only attend the meeting by remote communication and by voting *in absentia*, electronically or by proxy.

Only stockholders as of March 07, 2025 are entitled to notice of, and to vote at, this meeting. Stockholders intending to participate by remote communication should notify the Company by e-mail on or before April 09, 2025. Stockholders may likewise register online via Convene AGM starting March 26, 2025. Voting may be *in absentia*, electronically or by proxy, subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes *in absentia*, electronically or by proxy, will be set forth in the Information Statement.²

Duly accomplished proxy form and voting instruction shall be submitted on or before April 08, 2025 to the Office of the Corporate Secretary at the 37/F Ayala Triangle Gardens Tower 2, Paseo de Roxas cor. Makati Avenue, Makati City, or by e-mail to corporatesecretary@globe.com.ph. Validation of proxies is set for April 11, 2025 at 9:00 a.m.

Stockholders of record as of March 07, 2025, owning at least 5% of the total outstanding capital stock of the Company may submit proposals on items for inclusion in the agenda on or before April 15, 2025.

All email communications should be sent to corporatesecretary@globe.com.ph on or before the designated deadlines.

Taguig City, 20 February 2025.


MARIA FRANCHETTE M. ACOSTA
Corporate Secretary

¹ See next page for the explanation for each agenda item.

² Stockholders should notify the Company by e-mail of their preference to receive hard copies of the Information Statement and other ASM materials on or before April 14, 2025.

EXPLANATION OF AGENDA ITEMS

Call to Order

The Chairman will formally open the meeting at approximately 9:00 in the morning.

Certification of Notice and Quorum (and Rules of Conduct and Procedures)

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting *in absentia* by the stockholders, the Company has set up a designated online web address, <https://conveneagm.com/ph/2025GLOBEASM>, which may be accessed by the stockholders to register and vote electronically *in absentia* on the matters for resolution at the meeting³. A stockholder participating by remote communication or voting *in absentia*, electronically or by proxy, shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting to be conducted in a fully-virtual format:

- (i) Stockholders may attend the meeting remotely through the online web address (URL) provided. Questions and comments may be sent prior to or during the meeting at corporatesecretary@globe.com.ph.
- (ii) Each of the proposed resolutions will be shown on the screen during the meeting as the same is taken up at the meeting.
- (iii) Stockholders must notify the Company through corporatesecretary@globe.com.ph on or before April 09, 2025 of their intention to participate in the Meeting by remote communication in order to be included in the determination of the existence of a quorum, together with the stockholders who voted *in absentia*, electronically and by proxy.
- (iv) Voting shall only be allowed for validated stockholders registered in Convene AGM or who submitted a duly accomplished proxy form. Stockholders registered in Convene AGM may cast their votes through the said system at any time prior to or at real time during the meeting. Vote tabulation shall be completed and finalized after the meeting.
- (v) All the items in the agenda for approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting unless the law requires otherwise.
- (vi) Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes. Each outstanding share of stock entitles the registered stockholder to one vote.
- (vii) The Office of the Corporate Secretary will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of initial voting during the meeting.
- (viii) The meeting proceedings shall be recorded in audio and video format.

Matters for Stockholders' Approval

1. Approval of Minutes of Previous Meeting

Copies of the minutes of the meeting held on April 24, 2024 will be made available to the stockholders before the meeting. Likewise, the minutes of the meeting are available at the Company's website, www.globe.com.ph and shall be presented for stockholders' approval.

2. Ratification of the Acts of the Board of Directors and Management

The actions of the Board and its committees taken and the acts of the officers to implement the resolutions of the Board or its committees or made in the general conduct of business since the annual stockholders' meeting on April 24, 2024 until April 22, 2025 shall be presented for stockholders' ratification. The acts and resolutions of the Board of Directors and its Committees were reflected in the minutes of the meetings including approval of contracts and agreements, projects and investments, treasury matters and acts and resolutions covered by disclosures to the Securities and Exchange Commission (SEC), the Philippine Stock Exchange (PSE) and applicable regulatory agencies. The acts of Management were those taken to implement the resolutions of the Board or its Committees or taken in the general conduct of business.

3. Election of Directors (including the Independent Directors)

In accordance with the By-Laws of the Company, the Manual of Corporate Governance, and the SEC Rules, any stockholder including minority stockholders, may submit to the Nomination and Governance Committee the names of nominees to the Board of Directors. The Nomination and Governance Committee, in the exercise of its assigned task, will determine whether the nominees to fill in the eleven (11) Board seats, including nominees for independent directors, have all the qualifications and none of the disqualifications to sit as members of the Board of Directors of the Company before submitting the nominees

³ The detailed instructions pertaining to the URL and the use thereof will be provided in the Information Statement.

for election by the stockholders. Copies of the *curriculum vitae* and the profiles of the nominees will be provided in the Information Statement and on the Company website for examination by the stockholders.

4. Approval of the Offer, Issuance or Reissuance, and Listing of up to Forty Million (40M) Non-Voting Preferred Shares

In accordance with the Articles of Incorporation (AOI) of the Company, the Revised Corporation Code, the SEC and PSE Rules, Management will present to the stockholders for approval the offer, issuance or re-issuance, and listing of up to 40M non-voting preferred shares from the authorized capital stock of the Company (Non-Voting Preferred Shares).

Management will further seek approval to: (1) delegate (a) to the Board of Directors of the Company (Board) full authority, solely on its discretion, to approve any offering, issuance or re-issuance (in case of redeemed non-voting preferred shares), and listing on an appropriate securities exchange of any class, series or tranche of any Non-Voting Preferred Shares, from time to time, including the terms, denomination, and timing of such offer, issuance or re-issuance, and listing; and (b) to the Company's Management, including but not limited to, the President and Chief Executive Officer, the Chief Financial Officer, Treasurer and Chief Risk Officer, the General Counsel, the Corporate Secretary, the Chief Compliance Officer, and their duly authorized representatives, full authority, solely on their discretion, to prepare, file, sign, execute and submit the appropriate application for any registration and/or listing with the relevant regulatory authority to implement any such transaction; and (2) to adopt as the resolution of the stockholders of the Company the resolutions of the Board for the offer, issuance or reissuance and listing of the Company's Non-Voting Preferred Shares.

5. Election of External Auditor and Fixing of its Remuneration

The Audit and Related Party Transactions (ARPT) Committee will endorse to the stockholders the appointment of the External Auditor for the ensuing year, as well as the proposed remuneration of the External Auditor. The profile of the External Auditor will be provided in the Information Statement and on the Company website for examination by the stockholders.

6. Approval of the Audited Financial Statements and Noting of Annual Report

The Audited Financial Statements as of December 31, 2024 (AFS 2024), to be approved by the Board upon the recommendation of the ARPT Committee, will be embodied in the Information Statement to be sent to the stockholders at least twenty-eight (28) days prior to the meeting. The AFS 2024 will also be released by the Company at least sixty (60) days from the financial year end and will be available at the Company website, www.globe.com.ph. A resolution noting the annual report and approving the AFS 2024 will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding voting stock present at the meeting. The Company's annual report, titled Integrated Report, will contain the "Message from the Chairman" and the "Report of the President," and will be available by April 15, 2025 at the Company website, www.globe.com.ph.

Consideration of Such Other Business as May Properly Come Before the Meeting

The Chairman will take up agenda items received from stockholders on or before April 15, 2025 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines⁴.

Presentation of Management and Open Forum

The Chairman, Mr. Jaime Augusto Zobel de Ayala, and the President and Chief Executive Officer, Mr. Ernest L. Cu, will report on the performance of the Company in 2024 and the outlook for 2025. The Company's performance is also embodied in the Company's annual report, titled Integrated Report. A soft copy of the Integrated Report will be posted on the Company's website, www.globe.com.ph.

The Chairman will open the floor for comments and questions by the stockholders.

⁴SEC Memorandum Circular No. 14, series of 2020 or "Shareholders' Right to Put items on the Agenda for Regular/Special Stockholders' Meetings": <https://www.sec.gov.ph/mc-2020/mc-no-14-s-2020shareholders-right-to-put-items-on-the-agenda-for-regular-special-stockholders-meetings/>.