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(Company's full name)

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

ANGELINE L. MACASAET

Contact Person

750-0211

Company Telephone Number

**SEC Form 20-IS
DEFINITIVE**

Form Type

Month

Day

Month

Day

Annual Meeting

2014

Fiscal Year

Secondary License Type, If
Applicable

C F D

Dept. Requiring this doc.
Number/Section

Amended Articles

Total No. of Stockholders

Total amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

LCU

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
[] Preliminary Information Statement
[X] Definitive Information Statement
2. Name of Registrant as specified in its charter NOW CORPORATION
3. METRO MANILA, PHILIPPINES
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number A1996-00179
5. BIR Tax Identification Code 004-668-224
6. Unit 5-I, 5th Floor, OPL Building, 100 C. Palanca corner Dela Rosa and Gil Streets, Legaspi Village, Makati City, Philippines
Address of principal office Postal Code 1229
7. Registrant's telephone number, including area code (0632) 750-0461; 750-0211; 750-0224
8. Date, time and place of the meeting of the security holders
June 5, 2014, 10:00 am at the Sixth Floor, 2244 España Avenue, Sampaloc, City of Manila
9. Approximate date on which the Information Statement is first to be sent or given to security holders
May 14, 2014
10. In case of Proxy Solicitations: Not Applicable
Name of Person Filing the Statement/Solicitor: _____
Address and Telephone No.: _____
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):
- | Title of Each Class | Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding |
|---------------------|--|
| <u>COMMON STOCK</u> | <u>1,317,278,350</u> |
12. Are any or all of registrant's securities listed in a Stock Exchange?
Yes X No _____
If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
PHILIPPINE STOCK EXCHANGE COMMON STOCK

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

The Annual Stockholders' meeting of NOW Corporation (the "Company") will be held at 10:00 am on June 5, 2014, at the Sixth Floor, 2244 España Avenue, Sampaloc, City of Manila. The Record Date for the Annual Stockholders' meeting is set on April 30, 2014.

The complete mailing address of the Company is Unit 5-I, 5th Floor, OPL Building, 100 C. Palanca St. corner dela Rosa and Gil Sts., Legaspi Village, Makati City 1229.

The approximate date when this information statement is first to be sent to the Company's stockholders is May 14, 2014.

Item 2. Dissenters' Right of Appraisal

In the event that any security holder shall vote against any corporate action enumerated under Section 81 of the Corporation Code on Appraisal Rights, such security holder may exercise his appraisal rights, in accordance with the procedures and requirements under Sections 82 to 86 of the Corporation Code.

The matters to be acted upon at the Annual Stockholders' meeting as specified in the attached Notice of Stockholders' Meeting are not such as will entitle a dissenting stockholder to exercise his appraisal right.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

Any holder of substantial interest, direct or indirect, or person who has been a director or officer of the registrant at any time since the beginning of the last fiscal year, or each nominee for election as a director of the registrant, or each associate of any of the foregoing persons, shall be properly heard and noted.

The registrant is not aware of any substantial interest, direct or indirect, by security holdings or otherwise, of each of the following persons in any matter to be acted upon, other than election to office:

1. Each person who has been a director or officer of the registrant at any time since the beginning of the last fiscal year;
2. Each nominee for election as a director of the registrant;
3. Each associate of any of the foregoing persons.

No director of the registrant has informed the registrant in writing that he intends to oppose any action to be taken by the registrant at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- a. Number of Common Shares Outstanding as of April 30, 2014: 1,317,278,350 shares.
- b. As of April 30, 2014, there are 476,811,533 common shares owned by foreigners, or 36.20%.

- c. Stockholders of record of the Company as of April 30, 2014 shall be entitled to notice of, and to vote at the Annual Stockholders' Meeting, on a one-share-one vote basis. No director has cumulative voting rights. No discretionary authority for solicitation of cumulative voting may be exercised.

Attached hereto as **ANNEX "A"** is the Notice of the 2014 Annual Stockholders' Meeting.

- d. Security Ownership of Certain Record and Beneficial Owners and Management

- i. Security Ownership of Certain Record and Beneficial Owners (of more than 5%) as of April 30, 2014:

Title of class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Top Mega Enterprises, Limited 11/F Fortune House 61 Connaught Road Central, Central Hong Kong	Direct	Chinese	377,035,951	28.62
Common	PCD NOMINEE CORP.	Direct	Filipino	274,066,719	20.81
Common	Gamboa Holdings, Inc. Unit 5-I, 5 th Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati City	Direct	Filipino	249,388,482	18.93
Common	Emerald Investments, Inc. Unit 5-I, 5 th Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati City	Direct	Filipino	223,460,184	16.96
Common	Foodcamp Industries & Marketing, Inc. Unit 5-I, 5 th Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati City	Direct	Filipino	91,872,743	6.97
Common	Joyce Link Holdings, Limited 11/F Fortune House 61 Connaught Road Central, Central Hong Kong	Direct	British	86,458,552	6.56

The shares of the above shareholders will be voted by the following people during the shareholders meeting of the Company:

Gamboa Holdings, Inc. -- Mr. Mel V. Velarde
 Emerald Investments, Inc. -- Atty. Jose S. Alejandro
 Foodcamp Industries & Marketing, Inc. -- Ms. Elena D. Montinola
 Top Mega Enterprises, Limited -- Mr. Romeo C. Escobar, Jr.
 Joyce Link Holdings, Limited -- Mr. Kristian Noel A. Pura

- ii. Security Ownership of Directors and Management as of April 30, 2014:

The directors and officers of the Company have no security ownership in the capital stock of the Company other than the qualifying shares recorded in the names of the directors but beneficially owned by Gamboa Holdings, Inc. or Foodcamp Industries and Marketing Inc.:

Title of Class	Name of Beneficial Owner	Position	Citizenship	Amount and Nature of Beneficial Ownership	Percent of Class
Common	Thomas G. Aquino	Chairman	Filipino	1 (Direct)	<.01

Common	Mel V. Velarde	President	Filipino	10 (Direct)	<.01
Common	Jose S. Alejandro	Member of the BOD	Filipino	10 (Direct)	<.01
Common	Marcelito R. Ordonez	Member of the BOD	American	1 (Direct)	<.01
Common	Vicente Martin W. Araneta III	Member of the BOD	Filipino	1 (Direct)	<.01
Common	Florangel Z. Rosario-Braid	Member of the BOD	Filipino	1 (Direct)	<.01
Common	Gerard Bnn R. Bautista	Member of the BOD	Filipino	1 (Direct)	<.01
Common	Rodrigo Joaquin H. Nepomuceno	Member of the BOD	Filipino	1 (Direct)	<.01
Common	Veronica T. Merk	Independent Director	Filipino	10 (Direct)	<.01
Common	Marlou B. Ubano	Independent Director	Filipino	1 (Direct)	<.01
Common	Angeline L. Macasaet	Corporate Secretary, Member of the BOD	Filipino	1 (Direct)	<.01
	Patricio S. Carlos	Treasurer	Filipino	0	
	Vicente I. Peñanueva	Acting Chief Financial officer	Filipino	0	

None of the members of the Company's directors and management owns 2.0% or more of the outstanding capital stock of the Company.

iii. Voting Trust Holders of 5% or More

The Company knows of no person holding more than 5% of common shares under a voting trust or similar agreement.

iv. Changes in Control

There are no arrangements which may result in a change in control of the Company. Please see also **Annex "B"**.

e. No proxy solicitation is being made. No change in control of the Company has occurred since the beginning of the last fiscal year.

Item 5. Directors and Executive Officers

a. Information required of Directors and Executive Officers

i. Directors and Officers

Thomas G. Aquino, age 64, Filipino, Chairman of the Board of Directors. He was elected as Member of the Board of Directors on June 2, 2011. He is a Senior Fellow at the Center for Research and Communication, a multidisciplinary policy group of the University of Asia and the Pacific (UA&P). He is currently the President of NOW Telecom Company, Inc. (formerly Next Mobile, Inc.). He is also a member of the Board of Directors of Philippines National Construction Corporation, Zamboanga Development and Management Corporation, and iCollege of the Philippines, Inc. Dr. Aquino served as Senior Undersecretary of the Philippine Department of Trade and Industry and supervised the country's international trade promotion, trade negotiations under the World Trade Organization (WTO) and the ASEAN Free Trade Area (AFTA), as well as bilateral trade talks with the country's major economic trading partners. He also served as overall lead country negotiator for the Philippines in the Japan-Philippines Economic Partnership Agreement and was country representative to the High Level Task Force on Asean Economic Integration. For his government service, Dr. Aquino was conferred the Presidential Service Award (or Lingkod Bayan) for extraordinary contribution of national impact on public interest, security and patrimony and was a recipient of the Gawad Mabini Award with the rank of Grand Cross (or Kamanong) for distinguished service to the country both at home and abroad. Dr. Aquino obtained a Doctorate in Business Administration in 1980 from the IESE Business School University of Navarre in Spain, an MS in Industrial Economics in 1972 from the University of Asia and the Pacific, and an AB in Economics in 1970 from the School of Economics of the University of the Philippines.

Florangel Z. Rosario-Braid, age 82, Filipino, Independent Director. She is the President Emeritus of the Asian Institute of Journalism and Communication from 2005 to date. She is also a Board Member of the College Assurance Plan since 1994 and a Trustee of the Cultural Center of the Philippines since January 2011. She has served as Council Member of the UNESCO International Programme for the Development of Communication and the UNESCO Intergovernmental Council for the General Information Programme. She has been a UNESCO Adviser to Sri Lanka on Population Communication. She has also been a World Bank Consultant on Distance Education and a Consultant to the SC-EU Access to Justice for the Poor Project, the SC World Bank Change Management Program for the Judiciary and the Supreme Court of the Philippines-World Bank Project on Strengthening the Communication System of the Judiciary. She served as Commissioner of the UNESCO National Commission of the Philippines (Communication Committee) from 1990 to 2010. She also served as Chairman of the Philippine Social Science Council from 1988 to 1989. She was a Member of the 1986 Constitutional Commission. Dr. Braid graduated with a bachelor's degree from the University of the Philippines and finished her M.A. and Ph.D. at Syracuse University. She has published over a dozen books on communication, information technology, and continuing education, including Communication Strategies for Productivity Improvement. Dr Braid has received various awards and recognitions for her work. She was conferred The Outstanding Filipino (TOFIL) Awards for Literature and Journalism on December 13, 2007. In February 2008, Dr Braid was conferred the Hildegard Awards for Outstanding Women in Media and Communication by St. Scholastica's College.

Mel V. Velarde, age 50, Filipino, President and Member of the Board of Directors, was elected Vice-Chairman of the Company's Board of Directors on June 2, 2006 and served as such until March 22, 2007 when he was elected as Chairman of the Board of Directors. On January 21, 2008, he resigned his chairmanship and was again elected as Vice Chairman of the Board until June 2, 2011. He was elected as President of the Company on June 13, 2011. Mr. Velarde is the Vice-Chairman and the Chairman of the Executive Committee of NOW Telecom Company Inc. (formerly Next Mobile, Inc.), and Chairman and President of The Velarde Group, Inc., and its affiliates. He served as Philippine Commissioner to the United Nations Educational, Scientific and Cultural Organizations (UNESCO) and Chairperson of the Committee on Science and Technology. Mr. Velarde has built a career in broadcasting, cable TV, telecommunications and information communications technology. He was former Executive Vice President and General Manager of Sky Cable, a cable TV company that became the largest in the Philippines. Mr. Velarde pursued his masteral studies in Business Economics at the University of Asia and the Pacific, and has taken Strategic Planning, Marketing and Finance at the Asian Institute of Management and at the University of Michigan. He completed the Owner/President Management Program at the Harvard Business School, Harvard University, Cambridge, Massachusetts.

Jose S. Alejandro, age 79, Filipino, Director, served as Chairman of the Board of Directors of the Company on June 2, 2006 until March 22, 2007 when he resigned from said position and was elected as the Company's President. He served as President until January 21, 2008. Mr. Alejandro has also been a Member of the Board of Directors of NOW Telecom Company, Inc. (formerly Next Mobile, Inc.) since 1989 and he now serves as the Board's Chairman. He is a business and management professional and leader with over 25 years of corporate experience. He was the former President and CEO of East Asia Power Resources, a local publicly-listed independent power producer during the period of local economic crisis (1997-1999), Country Manager for the Power Systems Business of General Electric Co. (1987-1995), and Vice President - Marketing at GE Philippines, Inc. and General Manger of GE Appliance Co. In these capacities, he led the growth and success of this leading U.S. global diversified corporation in the Philippines. He holds a Bachelor of Arts and Bachelor of Law degrees from the Ateneo de Manila University, and is a member of the Philippine Bar.

Marcelito R. Ordoñez, age 60, American, Director, was elected to this position on January 21, 2008. He worked with AB Capital & Investment Corporation for 19 years from 1981 to 2000. From 2000 to 2001, he was a member of the management team of ICTSI International, wherein he occupied the position of Vice-President for Finance. He is currently the Managing Director of ATR Kim-Eng Securities, Inc., one of the largest independent investment houses in the country today. He obtained his degree in Bachelor of Science, Major in Business Administration from the University of the Philippines and his Masters in Business Administration from Columbia University.

Vicente Martin W. Araneta III, age 50, Filipino, Director, was elected as member of the Board of Directors on March 13, 2012. Mr. Araneta is also a member of the Board of Directors and the Vice-President for Innovative Marketing of ActivAsia, Inc., a 360-degree marketing services company specializing in Out-of-Home, events, point-of-sale and channel activation, tourism marketing, sports marketing and creative services. He also serves as Director and President of Facilities, Inc. and as Chairman of Real Properties, Inc., the holding company of Facilities,

Inc. and owner of the Palladium Subdivision. He is a member of the Mandaluyong Chamber of Commerce & Industry, Inc. and occupied various key positions including 1st Vice President-Director for the period 2004-2005. He is also a member of the Management Association of the Philippines and of the Chamber of Real Estate and Builders Associations, Inc. Mr. Araneta is a member of the Ateneo Alumni Association, Inc. and served as a member of its Board of Directors for the period 2005-2007 and 2009-2012. He is also the President of Ateneo, Inc. and a member since 2011 of the Philippine Association of Congress Exhibitors/ Organizers & Suppliers, Inc. (PACEOS). He is the incorporator of the Mandaluyong Business Foundation. Mr. Araneta also served as Director for the period 2004 to 2005 of the Philippine Science High School Foundation. He was also the Executive Director of North Philippines Visitors Bureau, Inc. for the period July 2008 to July 2010.

Gerard Bnn R. Bautista, age 50, Filipino, Director, was elected as a member of the Board of Directors on June 6, 2013. He is also currently the Chairman of the University of Baguio Foundation. He is a partner in BNN Bautista Associates, an Architecture & Planning firm established in 1969, and the President of Eduplan Philippines, Inc., a leading educational pre-need insurance company. He is a Charter Member of the Rotary Club of Makati, Greenbelt. He is also currently a member of various associations, namely, the Harvard Architectural and Urban Society, the Harvard Club of the Phils., the Harvard Alumni Alliance for the Environment, the Harvard Alumni Entrepreneurs, the Philippine Jaycees Senate, Rockwell Club, the Porsche Club of the Philippines, and the Rockwell Club, Baguio Country Club. He served as President of the Makati Jaycees. He obtained his Bachelor of Science in Architecture in the University of the Philippines. In 1987, he obtained post graduate studies in Information Technology for Architects in the Ateneo de Manila University. In 2002, he obtained post graduate studies in Financial Forecasting in the Center for Research and Communications in Mandaluyong. Likewise in 2002, he obtained post graduate studies in Finance for Senior Executives in the Asian Institute of Management in Makati City. He also obtained post graduate studies in Actual Planning and in School Planning and Design in Harvard University in Cambridge, Massachusetts.

Angeline L. Macasaet, age 41, Filipino, Director, was elected as Member of the Board of Directors in 2009. She is also currently the Corporate Secretary, Chief Information Officer and Compliance Officer of the Company. She is a member of the Philippine Bar. She is also the Corporate Secretary of Velarde, Inc. and Acting Corporate Secretary of The Velarde Group Companies, including The Velarde Group, Inc., Gamboa Holdings, Inc., Foodcamp Industries and Marketing, Inc. and Emerald Investments, Inc. She ensures the compliance of these companies with all regulatory requirements as well as the legal requirements involving specific transactions. She also acts as legal counsel for various corporations such as Velarde, Inc. and IMX Broadband.

Rodrigo H. Nepomuceno, 46, Filipino, Director. Mr. Nepomuceno is a corporate executive with regional management experience and a lawyer with expertise in corporate communications, marketing, advertising, client management, event management, branding, sales, PR, and law -- with almost 17 years of experience in Marketing, Corporate Communications, Sales/Business Development, Events Management, PR, Media, and Advertising, and around 4 years in Corporate Law (Intellectual Property and Tax). He currently owns and manages his own marketing communications company, Big Big Big, Inc. From January 2008 to September 2012, he was the Regional Vice President for Southeast Asia for Marketing Communications firm, TNBT Far East Communications, Pte. Ltd, a holding company based in Singapore, which has 6 marketing communications agencies across Southeast Asia. He was the Managing Director for TNBT's marketing communications agency in the Philippines, Crush Communications, Inc. (Philippines). He is the Co-Founder and a Director of Perth Lending Corporation and HWRU, Inc. He is also the Country Representative for Regional & Global sales (Phils) for Discovery Networks Asia Pacific. In 2005, Mr. Nepomuceno served as Director-Advertising Sales & Corporate Affairs of MTV Philippines (Music Source, Inc.). He obtained his Bachelor of Science in Management from Ateneo de Manila University and Juris Doctor in Law from Ateneo College of Law.

Marlou Buenafe Ubano, 41 years old, Filipino, Independent Director. Atty. Ubano was elected as a member of the Board of Directors on June 6, 2013. Atty. Ubano has been in practice of law for fifteen years. He is the Founding Partner of the Ubano Sianghio & Lozada Law Offices which was established in June 2002. He is currently a Governor of Integrated Bar of the Philippines – Western Visayas Region. He served as Assistant Secretary for Legal Affairs of the Philippine Department of Transportation and Communications from 2011 to 2013. He was the Commissioner of the Commission on Bar Discipline, Integrated Bar of the Philippines from 2005 to 2007. He also served as President of the Integrated Bar of the Philippines - Capiz Chapter from 2007 to 2009 and again in 2011, and as Deputy Governor of the Integrated Bar of the Philippines – Western Visayas Region from 2011 to 2013. Atty. Ubano was awarded the Presidential Plaque of Merit from the IBP National President in 2007, and a Plaque of Recognition as the Most Outstanding IBP Capiz President in 2009. Atty. Ubano is a Member of the

Asean Law Association and the Intellectual Property Association of the Phils., Inc. He obtained his Bachelor's Degree in Law and Political Science in the University of the Philippines.

Veronica T. Merk, age 60, Filipino, Independent Director, was elected as such on June 2, 2011. She is the President of MerkMedia, Inc., a Multimedia and creative production company that produces Audio Post Productions, AVPS, Commercials, Music Video, Music Recording, Video Editing and Talent Management. She is also the President and CEO of Laurel Media and a consultant of Media and Public Relations. She is a Director of Pearl S. Buck Foundation. She is also the Chairman and Director of the Music Competitions for Young Artists Foundation, Inc. She holds key positions in Prime Asia Magazine and Pinoy Global Access. She has held various key positions in the Corporate Communications Department, Office of the President; BPI Foundation, Inc; Bank Marketing Association of the Philippines; Ayala Now and, the Ayala Group of Companies. She is a Member and Board Advisor of the International Association of Business Communicators.

Ramon Guillermo R. Tuazon, age 56, Filipino. He has been nominated to sit on the Board of Directors of the Company to be elected during the Annual Stockholders' Meeting scheduled on 5 June 2014. Mr. Tuazon is also currently the President and Trustee of the Asian Institute of Journalism and Communication, Inc. (AIJC). He is also a member of the Board of Directors of the Singapore-based Asian Media Information Centre (AMIC). Since 2007, Mr. Tuazon was the Chairman of the Commission on Higher Education Technical Committee for Communication (TCC) and member of the CHED Technical Panel for Social Sciences and Communication. He serves as UNESCO Communication & Information Advisor. He also served UNESCO in various capacities: UNESCO Specialist for Myanmar (November 2012 - January 2014); representative of the UNESCO Regional Director to the UN Country Team in the Philippines (2010-2012). He has co-authored six books, co-edited 15 books/monographs, written over 10 handbooks/modules, published numerous articles in international and national books, journals, and monographs. Among his latest publications are: *Multidisciplinary Inquiry on the Culture of Impunity in the Killing of Journalists* (2013), and *Media and Information Literacy: Curriculum for Teachers* (UNESCO Paris, 2011). He has contributed in several international publications including *Media and Information Literacy and Intercultural Dialogue* (NORDICOM, 2013) and *Gender Sensitive Indicators for Media* (UNESCO, 2012). He was a peer reviewer for the recent UNESCO publication, *Global Media Information Literacy Assessment Framework: Country Readiness and Competencies* (2013). Mr. Tuazon completed his Master in Communication Management from the AIJC and Bachelor of Science in Commerce from UST where he also took graduate work in advertising.

Vicente I. Peñanueva, age 50, Filipino, Acting Chief Financial Officer. He was elected by the Company's Board of Directors as Acting Chief Financial Officer on March 12, 2014. Mr. Peñanueva brings to the company more than 27 years experience in Corporate Finance, Controllership, Audit and Accounting. Before he joined the Company, he was the Finance and Accounting Manager of Aruze Global Shared Services and was In-charge of Corporate Accounting and Reporting of 7 companies. From 2012 to 2013, he was the Accounting Manager of Century Peak Metals Holding Corporation, also a publicly-listed company. He was the Accounting Manager of Great Image Services Corporation from 2011 to 2012 and was also Senior Accounting Manger of Universal Leaf Philippines, Inc. for 14 years. Mr. Peñanueva is a Certified Public Accountant. He graduated from Ateneo de Davao University in 1985.

Patricio S. Carlos, 51, Filipino, Treasurer. He also serves as the Company's Vice President for Finance. Mr. Carlos has 25 years experience in Finance, with 15 years in the Telecommunications industry. He was elected as Treasurer of the Company on June 3, 2010 and served as such until December 16, 2010. He served as the Company's Vice President for Finance and Administration until April 2012, when the Administration functions were transferred to another department of the Company. His technical competencies in the different areas of finance were developed in San Miguel Corp. where he stayed for more than 7 years. He assumed progressively higher managerial and executive positions in Finance and Administration in Easycall Communications Phils., Inc., Bell Telecommunications Philippines, Inc. and NOW Telecom Company, Inc. (formerly Next Mobile, Inc.) He Served as Vice President for the Finance Division of Bell Telecommunications Philippines, Inc. from January 2003 up to April 2007. He was also the Vice President for Finance and Administration of NOW Telecom Company, Inc. from July 2008 up to December 2010. Mr. Carlos is a Certified Public Accountant. He obtained his Bachelor's degree in Accounting from the University of the East.

Nominations to the Board

There will be a regular election of directors and officers for the year 2014 to 2015. The Nomination Committee shall pre-screen and shortlist all candidates nominated to become a member of the board of directors in accordance with the qualifications and disqualification under Sec. 2.2.2.1 of the Manual on Corporate Governance.

The nomination procedure is in accordance with SRC Rule 38 on the requirements on nomination and election of independent directors.

Nomination Committee

The Chairman and Members of the Nomination and Election Committee are as follows:

Vicente Martin W. Araneta III - Chairman
Jose S. Alejandro - Member
Veronica T. Merk - Member (Independent Director)

Mr. Mel V. Velarde, President of the Company, will nominate the candidate for independent directors. Mr. Velarde has no relationship with the nominated independent directors or to any directors or officers of the Company. The term of office of elected directors will be one (1) year.

The following were nominated as the regular Directors of the Company for the ensuing year:

Thomas G. Aquino	Angeline L. Macasaet
Mel V. Velarde	Marcelito R. Ordonez
Jose S. Alejandro	Rodrigo H. Nepomuceno
Gerard Bnn R. Bautista	Ramon Guillermo R. Tuazon
Vicente Martin W. Araneta, III	

The following were nominated as Independent Directors for the ensuing year:

Veronica T. Merk	Marlou B. Ubano
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Attached as **ANNEXES "C"** and **"D"** are the Certifications of the Qualification of the Nominees for Independent Directors Ms. Veronica T. Merk and Atty. Marlou B. Ubano.

Officers

Thomas G. Aquino, Chairman of the Board (See above)
Mel V. Velarde, President (See above)
Angeline L. Macasaet, Corporate Secretary (See above)
Patricio S. Carlos, Treasurer (See above)
Vicente I. Peñanueva, Acting Chief Financial Officer (See above)

D. Enrique O. Co, age 46, Filipino, Legal Counsel, served as Legal Counsel of the Company from January 2002 up to the present. He also served as the Corporate Secretary of the Company from 10 June 2004 until 30 August 2005 and from 1 November 2006 up to 21 January 2008. He is currently serving as Director and/or Corporate Secretary of several Philippine corporations. He is also the Managing Partner of Co Ferrer & Ang-Co Law Offices and an Associate Professorial Lecturer at Kalayaan College. Atty. Co obtained his BS Business Administration (*cum laude*) and Law Degrees from the University of the Philippines.

ii. Involvement in Certain Legal Proceedings of Directors and Officers

There are no pending legal proceedings involving Bankruptcy Petition, Conviction by Final Judgment or being subject to any Order, Judgment or Decree, or Violation of a Securities commodities Law to which any director, any nominee for election as director, executive officer, underwriter or control person of the Company is a party or of which any of their property is the subject thereof have occurred during the past five (5) years up to the latest date that are material to evaluation.

iii. Identity of Significant Employees

There is no person who is not an executive officer who is expected to make a significant contribution to the business of the Company.

iv. Family Relationship

None of the Directors, Advisors and Executive Officers is related up to the fourth civil degree of consanguinity or affinity.

v. Involvement in Certain Legal Proceedings of the Registrant or its Subsidiaries/Affiliates

On 20 February 2013, the Company filed an application for the registration of the variation of the mark NOWPLANET.TV AND DESIGN. On 16 August 2013, the Company received a Verified Opposition by Starbucks (HK) Limited, a foreign corporation organized in Hongkong. The opposer, Starbucks (HK) Limited, seeks for the Company's trademark registration to be disallowed and rejected based on the following grounds:

1. the company's mark is identical with or nearly resembles opposer's NOW TV & Device, with an earlier filing date and priority date;
2. Opposer's mark NOW TV & DEVICE has a protected goodwill over respondent's mark;
3. Opposer's mark is well known internationally and in the Philippines, and has acquired distinctiveness that requires protection.

This case is currently under mediation before the Bureau of Legal Affairs, Intellectual Property Case.

Except for the opposition filed by Starbucks (HK) Limited against the application for trademark registration of a variation of the mark NOWPLANET.TV, there are no other legal proceedings against the Company

There are no pending legal proceedings to which the registrant or any of its subsidiaries or affiliates is a party or of which any of their property is the subject thereof have occurred during the past five (5) years up to the latest date that are material to evaluation. Neither is the registrant involved in any proceedings known to be contemplated by government authorities and any other entity.

There are no pending legal proceeding involving Bankruptcy Petition, Conviction by Final Judgment, or being subjected to any Order, Judgment or Decree, or Violation of a Securities or Commodities Law to which the registrant or any of its subsidiaries or affiliates is a party or of which any of their property is the subject thereof have occurred during the past five (5) years up to the latest date that are material to evaluation.

b. Certain Relationships and Related Transactions (See Note 11 of 2013 Consolidated Financial Statements)

None of the Advisors, Executive Officers and Management employees/consultants are related by affinity or consanguinity. In the normal course of business, the following transactions have been entered into with related parties:

Related Party	Nature of Relationship	Nature of Transaction	Elements of Transactions			
			Balance Sheet		Income Statement	
			2013	2012	2013	2012
IMX Broadband, Inc.	Associate	Loans & receivables	25,162,579	25,162,579		
		Interest income			467,033	1,090,065
Gamboa Holding Inc.		Payables	2,035,055	2,035,055		
Emerald Investments,	Stockholder	Payables	40,848	2,902,918		

Inc.						
NOW Telecom Company, Inc. (formerly Next Mobile, Inc.)	Associate	Receivable	18,096,538	18,710,022		
		Payable	242,737	45,241		
		Investment	1,289,278,350	1,289,278,350		
Velarde, Inc.	Stockholder	Payables	332,249,310	272,746,632		
Softweb Consulting, Inc.	Associate	Investments	3,076,725	3,076,725		
		Deposit for Future Subscription	5,000,000	5,000,000		
		Loans Receivable	500,000	500,000		
		Receivable	6,921,104	4,054,360		
		Payables	1,696,240	0		
		Management Fee			4,800,000	4,800,000
Softrigger Interactive, Inc.	Associate	Investments	0	13,906,473		
		Loans Receivable	4,624,283	6,797,832		
		Receivable	2,331,659	2,173,549		
Holy Cow Animation, Inc.	Associate	Deposit for Future Subscription	6,000,000	6,000,000		
		Loans Receivable	2,211,771	2,211,771		
		Receivable	0	1,633,683		
		Investment	1,370,480	1,370,480		
IResource	Associate	Receivable	10,029,936	3,391,277		
		Investment	3,250,000	250,000		
iProfessional	Associate	Investment	499,500	499,500		
		Payables	450,000	450,000		
ThumbMob	Associate	Investment	6,422,500	14,344,868		
Porteon	Associate	Investment	250,000	250,000		
		Loan Receivable	2,160,300	2,160,300		
JSIT	Associate	Receivable	4,644,684	3,723,956		
		Investment	2,634,131	2,634,131		

The Company is working together with IMX Broadband, Inc. for purposes of research and development in connection with the plan to expand the Company's existing information technology platform in order to introduce related products and services and integrating wireless communication technologies.

In 2005, the Company entered into an agreement to promote and market the telecommunications services of NOW Telecom Company, Inc., formerly known as Next Mobile, Inc., (NOW Telecom) to the Company's clients for a period of three (3) years until May 2008. In consideration thereof, the Company billed NOW Telecom P5.0 million in 2006. Also, the Company entered into a financial advisory and arrangement agreement in relation to NOW Telecom's interest in obtaining additional private equity investments as well as loans and credit accommodations from local and international banks and financial institutions. The arrangement was effective until October 2006. A success fee of Php850,000.00 plus the amount equivalent to 3% of the gross amount of investment and/or loan/credit accommodations obtained would be paid by NOW Telecom. In 2006, the Company billed NOW Telecom P3.1 million for its services.

On August 30, 2005, the Company entered into a Loan Agreement with IMX Broadband Inc. (IBI) for research and development purposes in connection with IBI's plan to expand its IT platform and introduce IT-related products and services. The loan is subject to 9.0% interest per annum and is payable no later than August 30, 2010. Partial pre-payments on the principal may be made prior to this date. The interest is due and demandable only on maturity date.

In 2007, Emerald Investments, Inc. (EII) a stockholder of the Company gave non-interest bearing advances to the Company to fund the working capital requirement of the Company.

In 2008, the Company entered into an agreement with EII for the lease of a 270 square meter condominium unit in Makati. The lease shall be for four (4) years, commencing on January 1, 2008 ending on December 31, 2011. On January 28, 2009, the Company and EII amended the Sub-Lease Agreement to the effect that the monthly rental from January 1 to December 31, 2008 be reduced from Php400 to Php100 per square meter, for a total monthly rental of Php27,000. The parties shall annually review the monthly rental as prevailing circumstances may necessitate. On December 17, 2009, the parties further amended the Sub-Lease Agreement such that for the period January 01, 2010 to October 31, 2010, the Company shall pay monthly rental at the rate of Four Hundred Thirty Pesos and Twenty Centavos (Php431.20) per square meter, for a total monthly rental of Php235,590.40. For the period November 01, 2010 to October 31, 2011 the Company shall pay monthly rental at the rate of Four Hundred Seventy Four Pesos and Thirty Two Centavos (Php474.32) per square meter, for a total monthly rental of Php259,149.48.”

On November 17, 2008, Velarde, Inc. appointed the Company as Financial Advisor and Arranger in relation to Velarde’s interest in selling part or all of its shareholdings in Altimax Broadcasting Co., Inc. The engagement is for a limited period of six months only. Income earned from this engagement amounted to Php600,000.00.

On October 12, 2009, Velarde, Inc., appointed the Company as Financial Advisor and Arranger in relation to Velarde, Inc.’s objective of acquiring equity interest in companies in the telecoms, media, and information technology (TMT) space. The engagement is for a limited period of nine (9) months only. Income earned from this engagement amounted to Php3,000,000.00.

In 2010, Velarde Inc., a stockholder of the Company gave non-interest bearing advances to the Company in the amount of Php60.1M to fund its working capital requirements and to finance its investments. Such advances may be used to pay for any additional subscription into the Company in the future.

On November 08, 2012, the BOD of Velarde, Inc. agreed to enter into an agreement with the Company for the deferment of accrual of interest starting November 2012. Thus, no interest accrued starting November 2012.

On July 16, 2010, the Company entered into a service agreement with KPSC for a period of one (1) year, beginning July 16, 2010 to July 15, 2011, extended up to July 15, 2012. On June 7, 2012, the Company entered into another service agreement with KPSC for a period of 2 years beginning July 16, 2012 to July 15, 2014. KPSC provides consultancy and manpower services depending on the requirements of the Company.

The main risks arising from the Company’s financial instruments are interest rate risk and credit risk. The Company follows a prudent policy on managing its assets and liabilities so as to ensure that exposure to fluctuations in interest rates are kept within acceptable limits. The Company manages credit risk by monitoring its credit exposures and assessing the creditworthiness of counterparties

There are no parties to the transaction that fall outside the definition of “related parties” under SFAS/IAS No. 24 with whom the registrants have a relationship that enables the parties to negotiate terms of material transactions that may be not be available and from other independent parties.

c. Resignation of Directors

None of the members of Board of Directors resigned from the date of their election on June 6, 2013 up to April 28, 2014. No director has declined to stand for re-election to the Board of Directors since the date of the last annual shareholders’ meeting because of a disagreement with BDO on any matter relating to BDO’s operations, policies or practices.

Item 6. Compensation of Directors and Executive Officers

All members of the board of directors received per diem amounting to PhP1,500.00 each for every attendance at a Board meeting or any meeting of the Board Committees. During the Regular Meeting on 12 March 2014, the Board

approved the increase in the per diem from Php1,500.00 to Php5,000.00. No stock warrants/ grants or stock options on the Company's share may be issued or given to the directors or executive officers as form of compensation for the services rendered. Below is the compensation summary for the Company. No bonus was provided for the years 2013 and 2012.

Year	Name & Principal Position	Aggregate Professional Fees
		As a group (Amounts in PhP)
For the year ending Dec.31, 2014 (Estimated)	Management Executives	12,119,934.64
	All Board of Directors	34,500
	Treasurer	None
	Bonus	None
For the year ending Dec.31, 2013	Management Executives	18,378,973.00
	All Board of Directors	34,500
	Treasurer	1,584,773.11
	Bonus	None
For the year ending Dec.31, 2012	Management Executives	21,466,589
	All Board of Directors	34,500
	Treasurer	None
	Bonus	None
For the year ending Dec 31, 2011	Management Executives	27,175,000
	All Board of Directors	46,500
	Treasurer	6,000
	Bonus	None

The executive officers of the Company have no employment contracts with the Company. Their terms of office expire upon their respective termination of office or resignation. The CEO and top four (4) most highly compensated Executive officers are 1. Mel V. Velarde, 2. Thomas G. Aquino, 3. Angeline L. Macasaet, 4. Patricio S. Carlos. 5. Eric Cornelio T. Tibayan.

Item 7. Independent Public Accountants

The auditing firm of SGV & Co. is the incumbent external auditor of the Company for the calendar year 2013 and is being recommended for re-appointment at the scheduled annual meeting of the shareholders.

Representatives of SGV & Co. are expected to be present at the Annual Stockholders' Meeting where they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

There had been no disagreements with SGV & Co., with regard to accounting policies and financial disclosures of the Company.

The auditing firm of SGV & Co. has been the external auditor of the Company for the last five years. There have been three different partners in charge from 2001 to 2013. For the 2013 audit, the partner in charge was Ms. Leovina Mae V. Chu. The Company is in compliance with SRC Rule 68, paragraph 3(b)(IV) regarding compliance with the 5-year rotation of external auditor.

Audit Fees

The aggregate fees billed for each of the last two (2) fiscal years for professional services rendered by the external auditor for the audit of the Company's annual financial statements is Php220,000.00 for 2013 Php197,401.12 for 2012 and Php110,000 for 2011.

Except for its review conducted in May 2009 of the Company's Statement of Active Business Pursuits and Objectives, the external auditor does not render any other assurance and services related to the performance of the

audit nor does it render any professional service for tax accounting, advice, planning and any other form of tax services.

The Company's Audit Committee recommended to the Board of Directors the appointment of SGV & CO. as its external auditor and the fixing of the audit fees. The stockholders ratified the resolution of the Board of Directors.

Audit Committee

The Chairman and Members of the Audit and Risk Management Committee are:

Marlou B. Ubano – Chairperson (Independent Director)
Florangel Z. Rosario-Braid – Member
Gerard Bnn R. Bautista – Member

Item 8. Compensation Plans

No action is to be taken by the Company with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

There is none.

Item 10. Modification or Exchange of Securities

There are no matters or actions to be taken up in the meeting with respect to the modification of any class of the Company's securities or the issuance of authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The audited financial statements as of December 31, 2013 and other data related to the Company's financial information are attached as **ANNEX "E"** and **"F"**.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action will be taken with respect to any transaction involving the following:

- a. the merger or consolidation of the registrant into or with any other person or of any other person into or with the registrant;
- b. the acquisition by the registrant or any of its security holders of securities of another person;
- c. the acquisition by the registrant of any other going business or of the assets thereof;
- d. the sale or other transfer of all or any substantial part of the assets of the registrant; or
- e. the liquidation or dissolution of the registrant.

Item 13. Acquisition or Disposition of Property

There are no matters or actions to be taken up with respect to acquisition or disposition of any property by the Company.

Item 14. Restatement of Accounts

None.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following are included in the agenda of the Annual Stockholder's Meeting for approval of the Stockholders:

1. Minutes of the Annual Stockholders Meeting last June 6, 2013

The Minutes of the 2013 Annual Stockholders Meeting reflect the following:

- a. Approval of the Minutes of the Annual Stockholders' Meeting held on June 7, 2012
- b. 2012 Annual Report, 2012 Audited Financial Statements
- c. Amendment of the Articles of Incorporation reflecting a Change of Corporate Name from Information Capital Technology Ventures, Inc. to NOW Corporation
- d. Election of Directors
- e. Acts and Resolutions of the Board of Directors and Officers of the Corporation since the Last Annual Stockholders' Meeting
- f. Business Plan
- g. Re-Appointment of Sycip Gorres Velayo & Co as Independent External Auditor

2. The Audited Financial Statement for 2013

Please see **Annexes "E"** and **"F"**.

3. Other proposed Actions:

Actions will be taken to approve and ratify the acts of the Board of Directors and Management of the Company from the last annual meeting of stockholders held on June 6, 2013 up to the date of the annual meeting of stockholders on June 5, 2014. These acts were adopted in the ordinary course of business and include the election of corporate officers and committee members. Below is a summary of the acts of Management (including that of the Board of Directors and its Management Committee) since the last Annual Meeting to date which will be submitted for approval and ratification by the stockholders:

- a. Grant of authority to explore other sources of financing:

"Resolved, as it is hereby resolved, to authorize the Company to explore other sources of financing. For this purpose, the Treasurer and the Corporate Secretary are likewise authorized to perform any and all acts in order to carry out the purposes of this resolution."

- b. Approval of the Committee Charters
- c. Hiring of External Counsel for trademark litigation
- d. Election of officers and committee members;
- e. Treasury matters, including borrowing, opening of accounts and bank transactions;
- f. Approval of contracts, projects, and other acts which were disclosed to the PSE and SEC;
- g. Housekeeping matters including the appointment of signatories and amendments thereof, election of the members of the Board and the independent directors for the ensuing year.

Item 16. Matters Not Required to be Submitted

All matters or actions to be submitted in the meeting will require the vote of the security holders.

Item 17. Amendment of Charter, By laws or Other Documents.

Pursuant to SEC Memorandum Circular No. 6, Series of 2014, the Company will amend the Third Article of its Amended Articles of Incorporation to specify the Company's complete address to Unit 5-I, 5th Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati City.

Item 18. Other Proposed Actions

Other than the matters indicated in the Notice and Agenda included in this Information Statement, there are no other actions proposed to be taken at the annual meeting.

Item 19. Voting Procedures

At least a majority of the outstanding capital stock of the Company shall be sufficient to carry the vote for matters submitted to a vote at the Annual Stockholders' Meeting. The manner of voting and counting votes will be as follows:

1. All outstanding stockholders as of record date of April 30, 2014 are entitled to vote, one to one, and shall have the right to vote. Atty. Angeline L. Macasaet, the Corporate Secretary, will count the votes cast.
2. For purposes of electing directors, cumulative voting shall be followed. Each stockholder has a number of votes equal to the number of shares he owns, times the number of directors to be elected. The stockholder may have the option to cast all his votes in favor of one or distribute his votes among nominees. Only candidates nominated during the meeting shall be entitled to be voted.
3. Consistent with the provisions of the By-laws of the Company, voting need not be by ballot and will be done by show of hands, unless required by law, or upon motion by any of the stockholders.

UNDERTAKING TO PROVIDE ANNUAL REPORT

THE REGISTRANT UNDERTAKES TO PROVIDE WITHOUT CHARGE TO EACH STOCKHOLDER A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A UPON WRITTEN REQUEST TO THE COMPANY ADDRESSED TO:

ANGELINE L. MACASAET
Corporate Secretary
NOW CORPORATION
Unit 5-I, 5th Floor, OPL Building, 100 C. Palanca St. corner dela Rosa and Gil Streets
Legaspi Village, Makati City

PART II.

INFORMATION REQUIRED IN A PROXY FORM

There are no proxy solicitations.