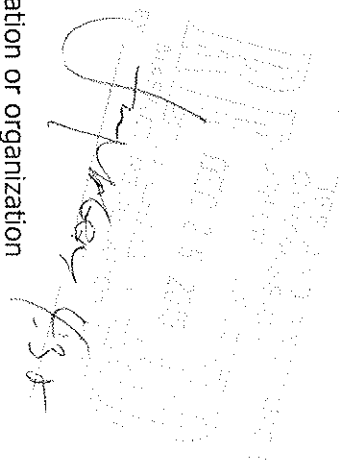


**SECURITIES AND EXCHANGE COMMISSION**  
**SEC FORM 20-IS**  
**INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b)**  
**OF THE SECURITIES REGULATION CODE**



1. Check the appropriate box  
 Preliminary/Information Statement  
 Definitive Information Statement
2. Name of Registrant as specified in its charter:  
**CENTRAL AZUCARERA DE TARIAC, INC.**
3. Province, country, or other jurisdiction of incorporation or organization  
**Manila, Philippines**
4. SEC Identification Number : **PW0000727**
5. BIR Tax Identification Code : **000229931**
6. Address of principal office Postal Code  
**San Miguel, Tarlac City** **2301**
7. Registrant's telephone number, including Area Code: **(632) 818.62.70**
8. Date, time and place of the meeting of security holders  
**January 26, 2016, Tuesday, 11:00 a.m.**  
**Luisita Golf Clubhouse, San Miguel, Tarlac City**
9. Approximate date on which the Information Statement is first to be sent or given to Security Holders : **On or before January 5, 2016**
10. 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):

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding</u>
<b><u>Common Shares</u></b>	<b><u>28,254,596</u></b>
11. Are any or all of registrant's securities listed on a Stock Exchange?  

Yes	[X]	No	[ ]
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12. If yes, disclose the name of such Stock Exchange and the class of securities listed therein:  

<b><u>Philippine Stock Exchange</u></b>	<b><u>Common</u></b>
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**CENTRAL AZUCARERA DE TARLAC, INC.**  
**Information Statement**

**A. GENERAL INFORMATION**

**Date, time and place of Annual Meeting of Security Holders**

Date: January 26, 2016  
Time: 11:00 A.M.  
Place: Luisita Golf Clubhouse, San Miguel, Tarlac City

Mailing address of the Company:  
San Miguel, Tarlac City

Approximate date on which the Information Statement is first sent outtoSecurity Holder:  
On or before January 5, 2016

**Statement that Proxies are not Solicited**

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE NOT REQUESTED TO SEND US A PROXY.

**Dissenters' Right of Appraisal**

A stockholder has the right to dissent and demand payment of the fair value of his shares in case of any amendment of the Articles of Incorporation which has the effect of changing or restricting the rights of any stockholder or class of shares or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the terms of corporate existence or in case of sale, lease, exchange, transfer, mortgage, or other disposition of all or substantially all of the corporate property and assets or and in case of merger or consolidation. The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action by making a written demand on the corporation within 30 days after the date on which the vote was taken for payment of the fair market value of his shares.

There are no matters to be acted upon in the annual stockholders' meeting that may give rise to the above-mentioned dissenter's right of appraisal under the Corporation Code.

**Interest Of Certain Persons In Or Opposition To Matters To Be Acted Upon**

- a) No directors or officers, or nominees/candidates for director, or any of their associates have any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon in the annual stockholders' meeting other than election to office.
- b) The Company has not received any information from any director who intends to oppose any matter or action to be taken in the annual stockholders' meeting.

## B. CONTROL AND COMPENSATION INFORMATION

### Voting Securities and Principal Holders Thereof

- a) Number of Shares Outstanding and the Number of Votes to which each class is entitled. There are 28,254,596 outstanding shares of registrant entitled to be voted at the annual stockholders' meeting. The number of votes due a security holder will depend on the number of shares he/she owns. Per share of stock is equivalent to one vote.
- b) Record Date. Only stockholders of record as of January 21, 2015 are entitled to vote during the Annual Meeting.<sup>1</sup>
- c) Voting Procedures of Directors. In the election of directors, every stockholder is entitled to vote the number of shares standing in his name on the books of the registrant and said stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or he may distribute them on the same principle among as many candidates as he shall see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. The election is by viva voce or by ballots, if requested by the stockholders.
- d) Security Ownership of Certain Record and Beneficial Owners. As of 30 November 2015, the Company knows of no one who beneficially owns common stocks in excess of 5% except as set forth in the table below:

Title of Class	Name	Number of Shares Held	Name of Beneficial Ownership	Citizenship	%
Common Shares	PCD Nominee Corporation*	21,626,637	PCD Nominee Corporation	Filipino	76.54
Common Shares	Lusita Trust Fund	4,734,492	Lusita Trust Fund	Filipino	16.76
<i>*Beneficial ownership through PCD Nominee Corporation</i>					
Common Shares	CAT Resource & Asset Holdings Inc.	20,171,914	Martin P. Lorenzo 10,287,675 shares	Filipino	71.40
			Fernando C. Cojuangco 9,884,239 shares	Filipino	

<sup>1</sup> The register of shares of the Corporation and its transfer books shall be closed during the five (5) days next preceding the General Meetings upon which the election of the Directors is held and during the five days preceding the date upon which dividends are declared payable and during such time as the Board of Directors may determine (Section 2, Article I, Amended By-Laws).

e) Security Ownership of Management. The shareholdings of the incumbent directors and officers as of 30 November 2015 are set forth below:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	%
Common	Martin Ignacio P. Lorenzo	10,287,675 Indirect	Filipino	37.3
		20 Indirect	Filipino	0.0
Common	Fernando C. Cojuangco	9,884,239 Indirect	Filipino	35.8
		20 Indirect	Filipino	0.0
Common	Marco P. Lorenzo	20 Indirect	Filipino	0.0
Common	Vigor D. Mendoza II	20 Indirect	Filipino	0.0
Common	Fernan Vctor P. Lukban	20 Indirect	Filipino	0.0
Common	Renato B. Padilla	1 Direct	Filipino	0.0
Common	Benjamin I. Espiritu	1 Direct	Filipino	0.0
Common	Cecile D. Macaaly	500 Direct	Filipino	0.0
Common	Welerita D. Aguas	998 Direct	Filipino	0.0
		1,000 Indirect	Filipino	0.0
Common	Janette L. Peña	0 -	Filipino	0.0
Common	Addison B. Castro	0 -	Filipino	0.0

The aggregate beneficial ownership of all directors and officers is 20,174,514 shares or 71.4% of the total shares outstanding.

- f) Voting Trust Holders of 5% or More. The Company is not aware of any voting trust agreement with any stockholder owning more than 5% of the securities.
- g) Changes in Control. Not Applicable

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### Directors and Executive Officers

As of 15December 2015, the directors and executive officers of the Company and the number of years they have served as such are as follows:

Name	Position	Term/Period Served
Martin Ignacio P. Lorenzo	Chairman of the Board & CEO	October 15, 2014 up to present
Fernando Ignacio C. Cojuangco	President & COO	January 31, 2012 up to present
Marco P Lorenzo	Director	October 15, 2014 up to present
Vigor D. Mendoza II	Director	October 15, 2014 up to present
Fernan Victor P. Lukban	Director	October 15, 2014 up to present
Renato B. Padilla	Independent Director	October 15, 2010 up to present
Benjamin I. Espiritu	Independent Director	October 29, 2013 up to present
Cecile D. Macaalay	Treasurer	October 15, 2014 up to present
Welerita D. Aguas	VP for Finance	October 15, 2014 up to present
Janette L. Peña	Corporate Secretary	October 15, 2014 up to present
Addison B. Castro	Asst. Corp. Secretary	October 15, 2014 up to present

All incumbent directors, namely: Messrs. Martin Ignacio P. Lorenzo, Fernando C. Cojuangco, Marco P. Lorenzo, Vigor D. Mendoza II, Fernan Victor P. Lukban, Renato B. Padilla and Benjamin I. Espiritu have been nominated for election to the Board of Directors in the forthcoming annual stockholders' meeting.

The Company has complied with SRC Rule 38 (Requirements on Nomination and Election of Independent Directors), the Revised Rules on Corporate Governance and the Manual of Corporate Governance in determining the qualifications of each nominee for election as directors/independent directors.

A summary of the qualifications of the incumbent directors who were nominated for election in the forthcoming annual stockholders' meeting, and the incumbent officers of the Company is set forth below:

**Martin Ignacio P. Lorenzo**, age 50, Filipino, is currently the Chairman & Chief Executive Officer of CAT. Concurrently, he is also the Chairman and Chief Operating Officer of CAT Resource& Asset Holdings Inc. He holds the same position in the investment holding company of CAT, First Lucky Holdings Corporation, and its subsidiaries, namely, RestaurantsConcepts Group, Inc., Amang Rodriguez Holdings, Inc. Cocosorbetero Holdings, Inc., Hospitality School Management Group, Inc. Mr. Lorenzo is likewise the Chairman and Chief Executive Officer of Marlor Investments Corporation and holds the same position in its subsidiaries: Blue Mountains Corporation and LAC-DC. He is also the Chairman and President of First Lucky Property Corporation. He currently holds position in other investment companies, namely, St. Tropez Holdings Corporation and Sierra Madre Capital. He is a Director in Familia Lorenzo Foundation, Incorporated. Mr. Lorenzo has over 20 years of extensive experience in investments and operations in various industries including agriculture, manufacturing and food retail. He obtained his BS Management Engineering degree at Ateneo de Manila University in 1986. He

obtained his Masters in Business Administration in Wharton Graduate School, University of Pennsylvania, in 1990.

**Fernando C. Cojuangco**, age 54, Filipino, is currently the President and Chief Operating Officer of the Company. He holds the same position in CAT Resource & Asset Holdings Inc. and is also the Chairman and President of Liberty Insurance Corporation. He is the Chairman & Chief Operating Officer of North Star Estate Holdings. A lawyer by profession, he is a principal partner in MALCOLM Law Offices. Mr. Cojuangco has extensive experience in agriculture, real estate and insurance industries. He is a holder of a Bachelor of Arts degree in Economics from the University of California and Member of the Omicron Delta Epsilon Honors Society. He obtained his Bachelor of Laws degree with honors from the Ateneo de Manila University.

**Marco P. Lorenzo**, age 55, Filipino, is currently Director and Consultant of the Company handling the Cane Supply Operations. He is also currently engaged by Del Monte Philippines as consultant for Plantation Operations. He was the Managing Director of the WallcoPastoral NT in Australia. He also served as the Senior Vice President for Operations of the Del Monte Philippines for nine years. He held the position of Senior Group Manager of Lapanday Agricultural Development Corporation for seven years. He graduated from Ateneo de Manila University in 1982 with a Bachelor of Arts degree in Interdisciplinary Studies. He obtained his Bachelor Degree in Agricultural Science and Management from the University of California in 1985.

**Vigor D. Mendoza II**, age 54, Filipino, a Director of the Company. He is a lawyer by profession and is a principal partner in MALCOLM Law Offices heading the Practice in Public Utility and Property and Energy Law. He is likewise a Director of CAT Resource & Asset Holdings Inc. Mr. Mendoza was a former Commissioner of the Land Transportation Franchising & Regulatory Board under the Department of Transportation and Communication. He was a former Congressman representing the I-Utak Party List under the 4<sup>th</sup> Congress of the Republic of the Philippines. He graduated with a degree of Bachelor of Arts in Economics from the Ateneo de Manila University in 1983. He obtained his Bachelor of Laws degree from the Ateneo de Manila University in 1988.

**Fernan Victor P. Lukban**, age 54, Filipino, is a Director of the Company. He is one of the top Strategy and Family Business consultants in the Philippines. He is a founding fellow at the Institute of Corporate Directors in Manila and is also an International Fellow of the Australian Institute of Company Directors. He holds undergraduate degrees in Engineering from De La Salle University and graduate degrees in Industrial Economics from the Center for Research & Communication, now University of Asia & the Pacific, Manila. He also has a Master's degree in Business Administration from IESE, Barcelona, Spain.

**Renato B. Padilla**, age 69, Filipino, is an Independent Director of the Company. He is a lawyer by profession and is currently the General Manager of the Philippine International Convention Center (PICC) in Manila. He was formerly an Undersecretary of the Department of Agrarian Reform from 1989-1995.

**Benjamin I. Espiritu Ph. D.**, age 63, Filipino, is an Independent Director of the Company. He is a practicing Certified Public Accountant, President & CEO of Change Management International, Inc. and Chairman of Banco de Mindoro, Inc. He was Dean of Far Eastern University Makati, and Chair of the Accounting, Finance, Business and Governance Department

of the De La Salle University Graduate School of Business. He served as Governor of the Province of Oriental, Mindoro. He earned his Ph.D., Major in Public Administration from the University of Santo Tomas, Master in National Security Administration from the National Defense College of the Philippines, Master of Business Administration and Bachelor of Science in Commerce, Major in Accounting degrees from De La Salle University.

**Cecile D. Macalalay**, age 47, Filipino, is the Treasurer of the Company. She is a practicing Certified Public Accountant. She is currently the Chief Finance Officer of First Lucky Holdings Corporation and the Director of its subsidiaries such as RestaurantConcepts Group, Inc., LAC - DC and Cocosorbetero Holdings, Inc. She is also the Treasurer of CAT Resource & Asset Holdings, Inc. and Assistant Treasurer of Amang Rodriguez Holdings, Inc. She is also serving as the Director of First Lucky Property Corporation and its numerous subsidiaries. She obtained her Bachelor of Science Degree in Business Administration and Accountancy at University of the Philippines in 1990.

**Wellerita D. Aguas**, age 70, Filipino, is the Vice President for Finance of the Company since October 15, 2014. She held finance positions in the various companies under Jose Cojuangco and Sons, Inc. She is a BSBA graduate of the University of the East.

**Janette L. Peña**, age 56, Filipino, is the current Corporate Secretary the Company. She is also the Corporate Secretary of CAT Resource & Asset Holdings Inc. and First Lucky Holdings Corp. Ms. Peña is an Independent Director of The Manufacturer's Life Insurance Co. (Phils), Inc. Manulife Financial Plans, Inc., Manulife Chinabank Life Assurance Corporation, China Oceans Philippines, Inc., and Corporate Secretary for Macondray Philippines Co., Inc., other subsidiaries, among others. Ms. Peña graduated from the University of the Philippines with a Bachelor of Science degree in Business Economics (Cum laude). She received her Bachelor of Laws from the University of the Philippines College of Law (Cum laude) and ranked first in the 1985 Philippine Bar Exams. She completed her Master of Laws in Harvard Law School.

**Addison B. Castro**, age 52, Filipino, is the Assistant Corporate Secretary of the Company. Atty. Castro is a practicing lawyer and a Principal Partner of Gatchalian Castro & Mawis Law Offices. He is a professor of the Lyceum of the Philippines University, College of Law since 2008. He graduated with a degree of Bachelor of Science in Applied Economics at the De La Salle University in 1983. He obtained his Bachelor of Laws degree from the Ateneo de Manila University in 1988.

#### **Family Relationships.**

Mr. Martin P. Lorenzo and Mr. Marco P. Lorenzo are brothers.

#### **Identification of Significant Personnel**

Mr. Joselito Angeles, Resident Manager and Mr. Oliver Timbol, General Manager are some of the key personnel who are expected to make significant contribution to the business of the registrant.

### **Involvement in Certain Legal Proceedings**

None of the directors and officers were involved during the past five years in any bankruptcy proceedings. Neither have they been convicted by final judgment in any criminal proceeding or being subject to a pending criminal proceeding, or being subject to any order, judgment or decree of any competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities; nor being found in a civil action to have violated a securities or commodities law. As of the years ended June 30, 2015 and June 30, 2014, the Company is not involved in any litigation it considers material.

### **Certain Relationships and Related Transactions**

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control or are controlled by or under common control with the Company, including holding companies, subsidiaries and fellow subsidiaries, are related parties of the Company. Associates and individuals owning directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals, and companies associated with these individuals also constitute related parties. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

In the normal course of its business, the Company had transactions with related parties. Please see Note 26 (Related Party Transactions) pages 47 to 49 and Note 18 pages 39 to 41 of the Notes to Financial Statements as of June 30, 2015 and 2014 respectively.

### **Resignation of Director**

No director has resigned or declined to stand for re-election because of disagreement with the Company on any matter relating to the Company's operations, policies or practices.

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## Compensation of Directors and Executive Officers

Summary Compensation Table

FY 2014-2015						
Name	Position	Salary	Bonus	Transportation	Per Diem	Total
<b>October 16, 2014 - June 30, 2015</b>						
Martin Ignacio P. Lorenzo	Chairman of the Board & CEO					
Fernando Ignacio C. Cojuangco	President & COO					
Marco P. Lorenzo	Director					
Welerita D. Aguas	VP for Finance					
<b>July 1, 2014 - October 15, 2015</b>						
Jose Cojuangco Jr.	Chairman of the Board & President	P14,481,734	P2,333,336	P3,953,058	P835,000	P21,603,128
Josephine Reyes	Treasurer & Director					
Ernesto Teopaco	Vice President & Director					
Welerita Aguas	VP for Finance					
Eufrocino dela Merced Jr.	Asst. VP					
All Other Officers & Directors as a group						
<b>TOTAL</b>		<b>P14,481,734</b>	<b>P2,333,336</b>	<b>P3,953,058</b>	<b>P835,000</b>	<b>P21,603,128</b>
<b>FY 2013-2014</b>						
Name	Position	Salary	Bonus	Transportation	Per Diem	Total
Pedro Cojuangco	Chairman of the Board & President					
Josephine Reyes	VP, Treasurer & Director					
Jose Cojuangco Jr.	VP & Director					
Ernesto Teopaco	VP & Director	P9,095,449	P2,023,862	P6,882,432	P260,000	P17,261,743
Emmanuel Cochico	AVP & Asst. Treasurer					
Welerita D. Aguas	AVP for Finance					
All Other Officers & Directors as a group						
<b>TOTAL</b>		<b>P9,095,449</b>	<b>P2,023,862</b>	<b>P6,882,432</b>	<b>P260,000</b>	<b>P17,261,743</b>

Compensation to be paid in the ensuing fiscal year to the Company's Chief Executive Officer (Martin Ignacio P. Lorenzo) and four other highly compensated executives and officers (Fernando C. Cojuangco, Marco P. Lorenzo, Welerita D. Aguas and Joselito G. Angeles<sup>2</sup>)

<sup>2</sup>Joselito G. Angeles is the Resident Manager of Central Azucarera de Tarlac

The Directors Compensation consist of per diem and transportation allowance. There are no any other arrangement including consulting control. Further, there are no warrants and options outstanding as well as no warrants and options repriced.

#### **Independent Public Accountant**

- a) For the last 3 fiscal years, the accounting firm of Sycip Gorres Velayo & Co. (SGV) has been the independent public accountant of the Company. There has been no disagreements with SGV on any matter relating to accounting principles or practice, financial statement disclosure or auditing scope or procedure. The same accounting firm is being recommended for re-appointment as the external auditor of the Company.
- b) Pursuant to SEC memorandum Circular No. 8, Series of 2003, said firm assigns different Engagement Partners to the Company. Mr. Jose Pepito Zabat III has been the engagement or signing partner since 2013.
- c) Representatives of SGV are expected to be present during the annual stockholders' meeting. They will have the opportunity to make a statement if they so desire and are expected to be able to respond to appropriate questions, from stockholders.
- d) The summary of fees paid by the Company to SGV & Co. for the last two (2) fiscal years are as follows:

	FY 2015	FY 2014
Audit and Related fees	1,100,000.00	889,385.00
Other Assurance and Related Services		
Input tax	132,000.00	106,726.20

#### **Compensation Plans**

No stock options, warrants or rights plan or any other type of compensation plan pursuant to which cash or non-cash compensation may be paid or distributed will be considered or acted upon in the annual meeting.

#### **Corporate Governance**

The Company's directors, officers and employees complied with all the leading practices and principles on good corporate governance as embodied in its Manual on Corporate Governance, which was last amended on 08 July 2014, in accordance with SEC Memorandum Circular No. 9, Series of 2014. The Company also complied with the appropriate self-rating assessment and performance evaluation system to determine and measure compliance with its Manual on Corporate Governance. None of the Company's directors, officers or employees has deviated from the Manual on Corporate Governance. A continuing review of the Company's Audit Committee Charter is being undertaken to ensure faithful compliance with and further improve its corporate governance.

The current members of the board and key officers of the Company have complied with SEC Memorandum Circular No. 20, Series of 2013 by attending the Corporate Governance Seminar conducted by Risks, Opportunities, Assessment and Management (ROAM), Inc. on October 30, 2016 and December 8, 2016, and the SEC-PSE Corporate Governance Forum held on October 15, 2015.

### C. ISSUANCE AND EXCHANGE OF SECURITIES

#### Financial and Other Information

The Company's 2015 Annual Report, containing the audited financial statements and other financial information as of June 30, 2015, a copy of which is attached as *Annex "A"* will be distributed to stockholders of record during the annual meeting.

The Company's interim financial statements and other financial information as of September 30, 2015, which is hereby incorporated by reference, is contained in the Company's Quarterly Report (SEC Form 17-Q) for the quarterly period ended September 30, 2015 (1<sup>st</sup> Quarter of Fiscal Year July 1, 2015 – June 30, 2016) a copy of which is attached as *Annex "B"*. The Management Discussion and Analysis of Financial Condition and Result of Operations contained in the Company's Quarterly Report is likewise incorporated by reference.

#### Market Information

CAT shares are listed and traded in The Philippine Stock Exchange, Inc. The high and low share price for each quarterly period during the past two (2) fiscal years are as follows:

Market Information					
Year	Quarter	Period	High	Low	
2015-2016	1Q	July - September	88.42	88.42	
	2Q	October – December (as of 15 December)	100.00	80.50	
2014-2015	1Q	July – September	114.00	114.00	
	2Q	October – December	90.05	89.20	
	3Q	January – March	96.90	96.90	
	4Q	April – June	92.00	92.00	
2013-2014	1Q	July – September	-	-	
	2Q	October – December	-	-	
	3Q	January – March	39.55	15.00	
	4Q	April – June	85.00	29.00	

The closing price of CAT shares as of December 15, 2015 was Php91.10.

## D. OTHER MATTERS

### Action with Respect to Reports to be Submitted for Approval

The Company will submit to the stockholders for approval the following:

- a) Minutes of the previous Annual Meeting of the Stockholders held on February 26, 2015 covering the following: (i) Annual Report for the FY 2013-2014 containing the Audited Financial Statements for the fiscal year ended June 30, 2014; (ii) Ratification and confirmation of all acts and proceedings of the Board of Directors and Officers since the last annual meeting of the stockholders, which include among others the treasury matters including borrowings and bank transactions and appointment of officers and signatories; (iii) Election of the Members of the Board of Directors, including Independent Directors ; and (iv) Appointment of SGV as External Auditors
- b) The 2015 Annual Report of the Company containing the Audited Financial Statements for the Fiscal Year 2014-2015 and the report of the Independent Public Accountants.
- c) All Acts and Proceedings of the Board of Directors and Officers since the last Annual Meeting of the Stockholders. These include matters entered into in the ordinary course of business, with those of significance having been covered with appropriate disclosures, such as election / appointment of corporate officers, membership in board committees, designation of authorized bank signatories and opening of accounts, and other significant matters contained in the President's report and the Audited Financial Statements for the fiscal year ending June 30, 2015.
- d) Re-appointment of SGV as External Auditor.

### **Voting Procedure**

The number of votes due a security holder will depend on the number of shares he/she owns. Per share of stock is equivalent to one vote.

In all items for approval except election of Members of the Board, each share of stock entitles its registered owner to one (1) vote.

In the election of directors, every stockholder is entitled to vote the number of shares standing in his name on the books of the Company and said stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or he may distribute them on the same principle among as many candidates as he shall see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. The election is by viva voce or by ballots, if requested by the stockholders.

### Undertaking

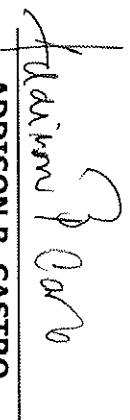
The Company through its Assistant Corporate Secretary, Addison B. Castro, with office address at 3/F First Lucky Place, 2259 Pasonig Tamo Extension, Makati City undertakes to provide without charge upon written request of a security holder or his representative a copy of the Annual Report accomplished in SEC Form 17-A. At the discretion of management a charge, may be made for exhibits provided such charge is limited to reasonable expenses incurred by the Company in furnishing such exhibit.

### SIGNATURE

After a reasonable inquiry and to the best of my knowledge and belief. I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on this 15th day of December 2015.

CENTRAL AZUCARERA DE TARLAC

By:

  
\_\_\_\_\_

**ADDISON B. CASTRO**  
Assistant Corporate Secretary  
and Compliance Officer