

Notification Prior Accepting Other Directorship/s

In compliance with the Revised Manual on Corporate Governance, all directors shall exercise due discretion in accepting and holding directorships outside of the Corporation. As such, directors are required to notify the Board through the Corporate Secretary immediately upon receipt of invitation or nomination from a publicly listed company. Alternatively, the concerned director can notify the Board in the next scheduled board meeting if the time permits.

For Year 2018, the Company's Chairman of the Board, Mr. Henry T. Sy, Jr., was elected as Vice Chairman of the National Grid Corporation effective May 23, 2018. On the other hand, Mr. Jorge T. Mendiola was also appointed as Company Director of SM Retail Inc. effective February 1, 2018.

Both directors were able to notify Atty. Serrano, the Company Corporate Secretary, regarding their nomination for the aforementioned positions.

Refer to signed documents in the succeeding pages.

20 April 2018

ATTY. ELMER B. SERRANO
Corporate Secretary
SM Prime Holdings, Inc.

Re: Notification of Nomination as Vice-Chairman of National Grid Corporation of the Philippines

Dear Mr. Serrano,

In compliance with SM Prime's Revised Manual on Corporate Governance, I am writing to notify the Board that I was recommended by the National Grid Corporation of the Philippines to be the Company's Vice Chairman effective May 23, 2018.

I would be glad to address the Board' queries or concerns in relation to the foregoing, should there be any.

Sincerely,

A handwritten signature in black ink, appearing to read "Henry T. Sy, Jr.", written over a circular stamp or watermark.

HENRY T. SY, JR.
Chairman of the Board

11 December 2017

ATTY. ELMER B. SERRANO
Corporate Secretary
SM Prime Holdings, Inc.


Re: Notification of Nomination as Director of SM Retail, Inc.

Dear Mr. Serrano,

In compliance with SM Prime's Revised Manual on Corporate Governance, I am writing to notify the Board that I was recommended by SM Retail Inc. to be the Company's Director effective February 1, 2018.

I would be glad to address the Board' queries or concerns in relation to the foregoing, should there be any.

Sincerely,


JORGE T. MENDIOLA
Non-Executive Director