

**SAMPLE PROXY FORM
(FOR INDIVIDUAL STOCKHOLDERS)**

The undersigned stockholder of **SM PRIME HOLDINGS, INC.** (the **Company**) hereby appoints _____ or in his absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to present and vote all shares registered in his/her name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on June 15, 2020 and any adjournments thereof for the purpose of acting on the following matters:

1. Approval of minutes of previous meeting held on April 23, 2019
____ Yes ____ No ____ Abstain

5. Appointment of SyCip Gorres Velayo & Co. as external auditor
____ Yes ____ No ____ Abstain

2. Approval of 2019 Annual Report
____ Yes ____ No ____ Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting.
____ Yes ____ No ____ Abstain

3. Ratification of the acts of the Board of Directors and the management from the date of the last annual stockholders' meeting up to the date of this meeting
____ Yes ____ No ____ Abstain

PRINTED NAME OF STOCKHOLDER

4. Election of Directors
____ Vote for all nominees listed below
Henry T. Sy, Jr.
Hans T. Sy
Herbert T. Sy
Jeffrey C. Lim
Jorge T. Mendiola
Jose L. Cuisia, Jr. (Independent)
Gregorio U. Kilayko (Independent)
Joselito H. Sibayan (Independent)

SIGNATURE OF STOCKHOLDER/
AUTHORIZED SIGNATORY

____ Withhold authority for all nominees listed above

DATE

____ Withhold authority to vote for the nominees listed below:

THIS PROXY SHOULD BE SUBMITTED ON OR BEFORE **12 JUNE 2020 (2:30 P.M.)**, AS PROVIDED IN THE BY-LAWS TO THE OFFICE OF THE CORPORATE SECRETARY AT THE 33RD FLOOR THE ORIENT SQUARE, F. ORTIGAS JR. ROAD, ORTIGAS CENTER, PASIG CITY.

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED, AND WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED.

**SAMPLE SECRETARY'S CERTIFICATE
(FOR CORPORATE STOCKHOLDERS)**

I, _____, Filipino, of legal age and with office address at _____, do hereby certify that:

1. I am the duly appointed Corporate Secretary of _____ (the **Corporation**), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at _____;

2. As of record date, the Corporation holds _____ (_____) shares in SM PRIME HOLDINGS, INC.;

3. Based on records, during the lawfully convened meeting of the Board of Directors of the Corporation held on _____, the following resolution was passed and approved:

“RESOLVED, That the Board of Directors of _____ (the **Corporation**) hereby authorizes and appoints _____ as the Corporation's Proxy (the **Proxy**) to attend the annual stockholders' meeting of SM Prime Holdings, Inc. (**SMPH**) scheduled on 15 June 2020, with full authority to vote the shares of stock of the Corporation held in SMPH and to act upon all matters and resolutions that may come before or presented during the meeting, or any continuances or adjournments thereof, in the name, place and stead of the Corporation.”

4. The foregoing resolution has not been modified, amended or revoked, and is in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have hereunto affixed my signature this ____ day of _____, 20__ at _____.

Printed Name and Signature of
the Corporate Secretary

SUBSCRIBED AND SWORN TO before me this ____ day of _____, 20____, at _____, Affiant exhibited to me his/her Competent Evidence of Identity by way of _____ issued on _____ at _____.

NOTARY PUBLIC

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