

## Proxy E-Voting

As part of the Company's initiative to continuously promote shareholder rights, SM Prime, during its 2019 Annual Stockholders' Meeting, has introduced an online voting portal which allows casting of votes for certificated stockholders who will not be able to personally attend the meeting but will be appointing proxies.

This electronic proxy e-voting procedure aims to encourage electronic participation of stockholders allowing them to individually elect candidates to the Board of Directors and vote on matters requiring stockholder approval.

For the additional information on the Company's Proxy e-Voting, the succeeding pages contain the following:

- (1) Electronic voting procedure as disclosed also in the Company's 2018 SEC Form 20-IS Definitive
- (2) Screenshots of the Company's e-Voting portal.

**2019 ANNUAL STOCKHOLDERS' MEETING**  
**ELECTRONIC VOTING PROCEDURE**

1. Stockholders of SM Prime Holdings, Inc. (**SM Prime** or the **Company**) as of 20 March 2019 (**Record Date**) holding certificated shares, if not personally attending the Annual Stockholders' Meeting (**ASM**) on April 23, 2019 but wanting to vote in a specific manner on matters to be taken up, can participate by appointing the Chairman of the Meeting or another individual as his proxy for the ASM and pre-cast his votes using the Company's secure online voting portal at [eVote.smprime.com](http://eVote.smprime.com).
  2. The online voting portal shall be open from April 1, 2019 (2:30 p.m.) until April 20, 2019 (2:30 p.m.).
  3. The log-in instructions to the online voting portal will be sent to certificated stockholders of the Company as of Record Date along with the Notice of Meeting.
  4. Upon accessing the portal, the stockholder can vote on each agenda item. A brief description of each item for stockholders' approval are appended to the Notice of Meeting.
    - 4.1. A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval.
    - 4.2. For the election of directors, the stockholder has the option to vote for all nominees, not vote for any of the nominees, or vote for specified nominees only.
- Note: A stockholder may vote such number of his/her shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected (8 directors for SM Prime) 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 shall not exceed the number of shares owned by the stockholder.*
5. Once the stockholder has finalized his vote, he can proceed to submit his vote by clicking the "Submit" button. No change in votes are allowed upon submission of votes.
  6. The stockholder will then be directed to the page containing the proxy form, as follows:

**PROXY FORM**

**Thank you for voting! Your votes have been stored in our system and will be counted subject to validation. Kindly fill out all entries and print two (2) copies of this proxy form.**

**Your proxy, unless the Chairman of the Meeting, should present this form during registration on the day of the ASM.**

\_\_\_\_\_  
**PRINTED NAME OF STOCKHOLDER**

\_\_\_\_\_  
**SIGNATURE OF STOCKHOLDER/AUTHORIZED SIGNATORY**

\_\_\_\_\_  
**DATE**



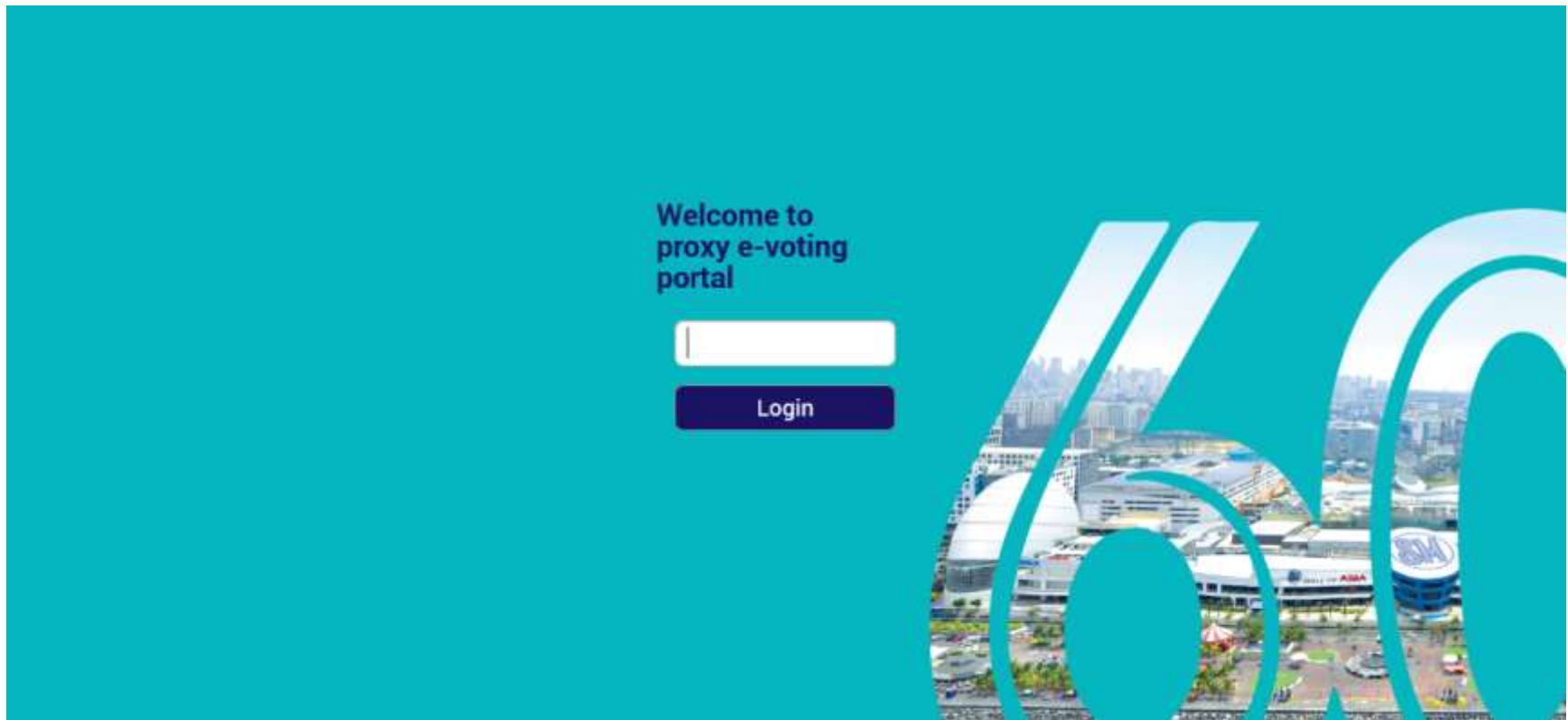
**Print Proxy Form**

7. The stockholder will click the “Print Proxy Form” button and print two (2) copies of the proxy form and must fill out all entries.
8. The stockholder should submit one (1) duplicate original of the accomplished proxy form with the office of the Corporate Secretary at the 33<sup>rd</sup> Floor, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City at least seventy-two (72) hours before the ASM, in accordance with the By-laws of the Company.
9. The named proxy must present the duplicate original of the accomplished proxy form to representatives of the Company/stock transfer agent during registration on the day of the ASM to confirm his attendance on behalf of the stockholder. Representatives of the Company/stock transfer agent will then scan the QR code in the proxy form and the system will automatically count the votes casted by the stockholder.

10. If the stockholder names the Chairman of the Meeting as his proxy, there will be no need to submit the signed copy during the ASM. The pre-casted votes will be automatically counted as verified by the Corporate Secretary.

*For any concerns, please contact the Company's Investor Relations Division at (632) 862-7942 or via email at [info@smprime.com](mailto:info@smprime.com).*

## e-Voting Portal Screenshots



**Welcome. Below is the consent clause for the e-voting portal. Click agree and start voting.**

I understand and agree to the SM Prime Privacy Policy and am giving my full consent to SM Prime Holdings Inc. (SMPH), its subsidiaries and affiliates, as well as its partners and service providers, if any, to collect, store, access and/or process any personal data I may provide herein to determine the election results and other matters requiring stockholders' approval during SMPH Stockholders' Meetings and to facilitate the exercise of my rights as a shareholder. I acknowledge that the collection and processing of my personal data are necessary for such purpose. I am aware of my right to be informed, to access, to object, to erasure or blocking, to damages, to file a complaint, to rectify and to data portability, and I understand that there are procedures, conditions and exceptions to be complied with in order to exercise or invoke such rights.

I understand and agree that participation by proxy will only be considered valid if the same shall be received by the corporate secretary at least seventy two (72) hours before the date set for the annual meeting as provided in the By-Laws of SMPH.

I further agree that I am willing to participate in surveys and activities, which are necessary or desirable in connection with the preparation and submission of reports by SMPHI to governmental or regulatory agencies/bodies.

 I Agree.

**Welcome. Below is the consent clause for the e-voting portal. Click agree and start voting.**

I understand and agree to the SM Prime Privacy Policy and am giving my full consent to SM Prime Holdings Inc. (SMPH), its subsidiaries and affiliates, as well as its partners and service providers, if any, to collect, store, access and/or process any personal data I may provide herein to determine the election results and other matters requiring stockholders' approval during SMPH Stockholders' Meetings and to facilitate the exercise of my rights as a shareholder. I acknowledge that the collection and processing of my personal data are necessary for such purpose. I am aware of my right to be informed, to access, to object, to erasure or blocking, to damages, to file a complaint, to rectify and to data portability, and I understand that there are procedures, conditions and exceptions to be complied with in order to exercise or invoke such rights.

I understand and agree that participation by proxy will only be considered for the meeting as provided in the By-Laws of SMPH.

I further agree that I am willing to participate in surveys and activities, with regulatory agencies/bodies.

**Do you want to assign the Chairman of the Meeting as your proxy?**

at least seventy two (72) hours before the date set for the annual

generation and submission of reports by SMPHI to governmental or

juandelacruz@gmail.com

I Agree.

Name of Proxy

Juan Dela Cruz



(Indicate the name of proxy as it appears on his/her identification documents to be presented during stockholders' meeting.)

Next



1. Approval of minutes of previous meeting held on April 24, 2018

- Yes       No       Abstain

2. Approval of 2018 Annual Report

- 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

Reset

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Next

**800**  
Number of Alloted Votes

**0**  
Number of Remaining Votes

Equally Divided



Henry T. Sy Jr.

100



Hans T. Sy

100



Herbert T. Sy

100



Jeffrey C. Lim

100



Jose L. Cuisia Jr.

100



Gregorio U. Kilayko

100



Jorge T. Mendiola

100



Joselito H. Sibayan

100

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Next

5. Appointment of SyCip Gorres Velayo & Co. as external auditor.

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

Reset

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Submit

5. Appointment of SyCip Gorres Velayo & Co. as external auditor.

- Yes  No  Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters as may come before the meeting.

- Yes  No

Reminder

Please submit the accomplished Corporate Secretary's Copy to the office of the Corporate Secretary at the 33rd Floor, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City not later than April 20, 2019 or seventy two (72) hours before the Annual Stockholder's Meeting, in accordance with Company's By-Laws.

Your proxy must present the Proxy's Copy of the accomplished proxy to representatives of the Company/stock transfer agent during the registration on the day of the Annual Stockholder's Meeting to confirm his attendance on your behalf.

Representatives of the Company/stock transfer agent will then scan the QR code in the proxy form and the system will automatically count your votes.

OK