



# PROXY VALIDATION COMMITTEE MEETING

for the 2021 Special Stockholders' Meeting on  
December 10, 2021

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December 7, 2021





## Mandate of the Committee



- **Creation approved by the Board Corporate Governance Committee on February 27, 2014**

- **PURPOSE:**  
**To validate proxies and count the votes cast through proxies for the Annual/Special Stockholders' Meeting**



## Committee Membership

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### **Aboitiz Equity Ventures Inc.**

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**Mailene M. de la Torre**  
Assistant Corporate Secretary

**Marlita M. Villacampa**  
FVP – Controller for Accounting & Operations Services

**Maria Lourdes Y. Tanate**  
Group Internal Audit Head

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# Proxy Validation and Tabulation Team



- **COMPOSITION:**

- **Corporate Secretarial Team**
- **Proxy Validation Committee**
- **Board of Election Inspectors (“BEI”)  
(Luis Canete & Co.)**

## **PURPOSE:**

**To ensure that every vote cast through proxy is counted and recorded.**



# Proxy Validation and Counting Process

**INDIVIDUAL**

**CORPORATION**

**SECURE LIST OF SHAREHOLDERS**  
from the stock and transfer agent, STSI

**PROXY FORMS**  
with the 20-IS were  
distributed via QR Code  
and made available in  
the website

**PROXY FORMS**  
with the 20-IS were  
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and made available in the  
website with sample  
secretary's certificate

**TRACK RECEIVED PROXY FORMS and verify completeness and due execution**

**ENCODE VOTES in SSM database**

**VERIFICATION by the third party auditor**



# Proxy Distribution



- Identify stockholders of record as of **November 5, 2021**
- Notice and Agenda of 2021 Special Stockholders' Meeting (with proxy forms) distributed to stockholders of record on **November 16, 2021**
- Deadline for submission of proxies was on **December 3, 2021**  
(7 days before the ASM)





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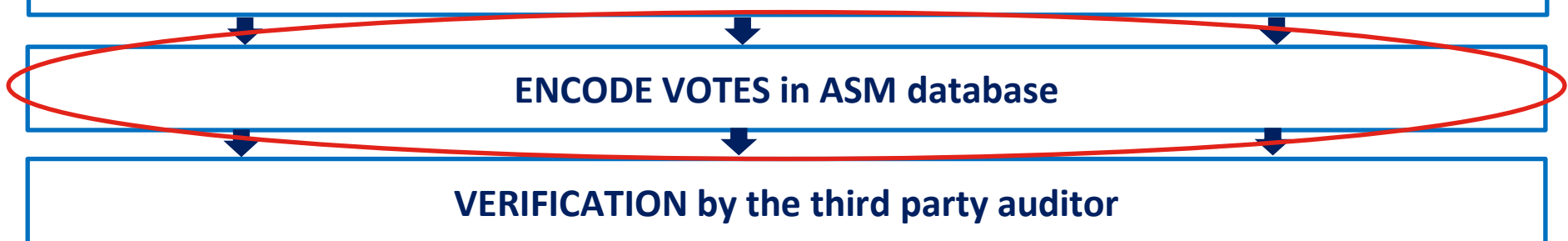
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# Proxy Counting Process

## Shareholders Database

**Username**

 Enter username

**Password**

 Enter Password

**Company**

AEV ▼

Login

## Shareholders Database System (Proxy Tracking)

- List of shareholders
- Number of shares
- Number of votes
- Agenda items and voting results



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# Online Registration and Voting Process



## Special Stockholders' Meeting Portal

Username

Password



I'm not a robot



reCAPTCHA  
Privacy - Terms

**LOG IN**

[Forgot your password?](#)

[Account Locked?](#)

**REGISTER**

## Profile Information

Full name

**Cams Basillote**

E-mail Address

**justine.cabatingan@gmail.com**

Contact Number

**639173073767**

Stockholder Type

**Individual Stockholder**

Address

**Talisay City, Cebu**

**UPDATE**

**CHANGE PASSWORD**

Stock Certificate Number

Number of Shares

654321

10

**Total**

**10**

1 record



# Online Registration and Voting Process



Special Stockholders' Meeting Portal

## 2021 AEV Special Stockholders' Meeting

Fri 12/10/2021 01:00 PM - 02:00 PM

Your Total Shares:

1,000

Approval and ratification of the sale of 1,840,334,941 common shares, equivalent to 25.01% equity interest, in Aboitiz Power Corporation to JERA Asia Pte. Ltd.

In Favor

Against

Abstain

Ratification of the acts, resolutions and proceedings of the Board of Directors, Corporate Officers and Management from the date of the 2021 Annual Stockholders' Meeting up to December 10, 2021

In Favor

Against

Abstain

Any issue/question that may arise related to any items in the Agenda of the meeting

In Favor

Against

Abstain



## Third Party Auditor Verification Process

- BEI is given copies of all proxies received as of the cut-off date **(on December 3, 2021)** for review
- BEI conducts independent assessment on validity of proxies
- BEI counts the votes
- Findings of the BEI are compared with the findings of the Committee





# Proxy Verification and Counting of Results



## Registration Report

All Shareholders	
Total No. of Shares Outstanding	5,630,225,457
Shares Present in Person	3,922,449
Shares Represented by Proxy	4,768,392,268
Shares Represented by Voting-in-Absentia	17,105
Total No. of Shares Present, Represented by Proxy, and Voting-in-Absentia	4,772,331,822
Percentage of Shares Present, Represented by Proxy, and Voting-in-Absentia	84.76%
Total Shares Not Represented	857,893,635
Percentage of Shares Not Represented	15.24%

**As of December 3, 2021, 6:30 pm - 84.76%**



## Partial and Unofficial Tally of Votes Based on the Proxies

Matters for Approval	YES		NO		ABSTAIN	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Approval and ratification of the sale of 1,840,334,941 common shares, equivalent to 25.01% equity interest, in Aboitiz Power Corporation to JERA Asia Pte. Ltd.	4,772,320,779	99.9995%	28,300	0.0005%	0	0.00%
Ratification of the acts, resolutions and proceedings of the Board of Directors, Corporate Officers, and Management from the date of the 2021 Annual Stockholders' Meeting up to December 10, 2021	4,765,964,997	99.87%	5,063,952	0.11%	1,320,130	0.02%

Matters for Approval	YES		NO		ABSTAIN	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Any issue/question that may arise related to any item in the Agenda of the meeting	4,065,514,532	85.19%	696,098,558	14.59%	10,735,989	0.22%



**Thank you!**