



aboitiz
Equity Ventures



Together we are building the PH's first **techglomerate**

2023
**Proxy Validation
Committee Meeting**

April 20, 2023

Mandate of the Committee



- **CREATION:**
Approved by the Board Corporate Governance Committee on February 27, 2014
- **PURPOSE:**
To validate proxies and count the votes casted through proxies for the Annual/Special Stockholders' Meeting

Committee Membership

AEV

Manuel Alberto R. Colayco

SVP - Chief Legal Officer/ Corporate Secretary/Chief Compliance Officer

Marlita M. Villacampa

FVP – Controller for Accounting
& Operations Services

Maria Lourdes Y. Tanate

VP - Group Internal Audit Head

Proxy Validation and Tabulation Team



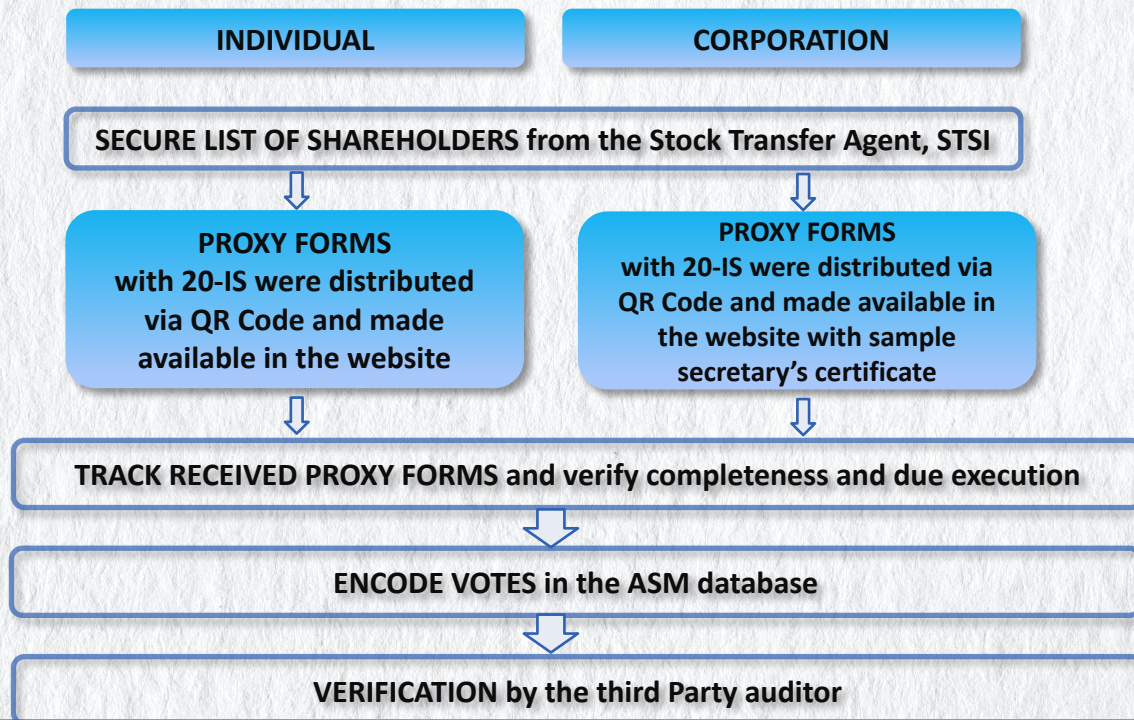
COMPOSED OF:

- 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



2023 Proxy Validation Committee Meeting

Proxy Distribution

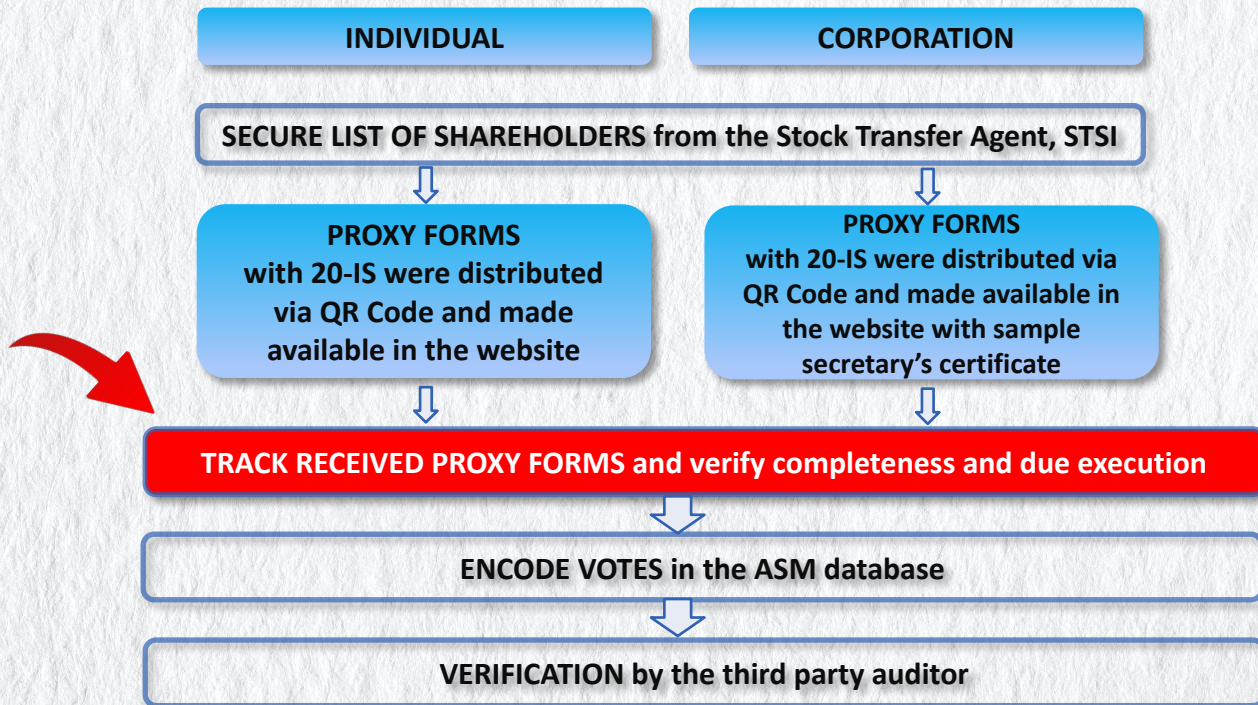
Identify stockholders of record as of March 21, 2023

Notice and Agenda of 2023 Annual Stockholders' Meeting
(with proxy forms) distributed to stockholders of record
on March 28, 2023

Deadline for the submission of proxy forms was on April
17, 2023 (7 days before the ASM)



Proxy Validation and Counting Process



2023 Proxy Validation Committee Meeting

Proxy Validation Process

Corporate Stockholder

ABOITIZ EQUITY VENTURES INC.
NAC Tower, 32nd Street Bonifacio Global City, Taguig City
1634 Metro Manila, Philippines

The undersigned stockholder of **ABOITIZ EQUITY VENTURES INC.** (the "Company") hereby appoints _____, in his absence, the Chairman of the meeting, as attorney-in-fact and proxy, with power of substitution, to represent and vote all shares registered in the name of undersigned stockholder, at the Annual Stockholders' Meeting of the Company on April 24, 2023 at 2:30 p.m., and as any adjustments thereof (the "2023 ASM"), undersigned stockholder confirms receipt of the Agenda and rationale for the 2023 ASM, together with the Information Statements, and hereby directs its proxy to vote as follows:

- Approval of minutes of the Annual Stockholders' Meeting held on April 25, 2022
☐ Yes ☐ No ☐ Abstain
- Approval of the 2022 Annual Report and Financial Statements
☐ Yes ☐ No ☐ Abstain
- Appointment of Surig Corres Velloso & Co. as the Company's External Auditor for 2023
☐ Yes ☐ No ☐ Abstain
- Election of the Members of the Board of Directors
Vote my shares as follows (Please check one):
☐ Equally to all nine (9) nominees for directors;
☐ Abstain for all nine (9) nominees for directors;
☐ Distribute or cumulate my shares to the nominee/s, as follows: Indicate the number of shares to be voted for each nominee in the table below:
- Validation of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers, and Management from 2022 up to April 24, 2023
☐ Yes ☐ No ☐ Abstain
- Any other question that may arise related to any item in the Agenda of the meeting
☐ Yes ☐ No ☐ Abstain

NAME OF NOMINEE	NO. OF SHARES VOTED	
	YES	ABSTAIN
Emmanuel M. Aboitiz	8,061,899	
Michael A. Aboitiz	8,061,899	
Ernesto L. Aboitiz	8,061,899	
Sabon M. Aboitiz	8,061,899	
Jose Maria Aboitiz Benjardo	8,061,899	
Arden A. Dato	8,061,899	
Walter S. de los Angeles (Independent Director)		
Rommel L. Remando (Independent Director)		
Ernest G. Remando (Independent Director)	8,061,899	
TOTAL*	56,433,238	

* Total votes cast should not exceed the number of shares in your name, subject to the number of board seats (9).

MH MANAGEMENT & DEVELOPMENT CORPORATION
PRINTED NAME OF CORPORATE STOCKHOLDER
Cynthia N. Habaluyas Moraza
NAME AND SIGNATURE OF AUTHORIZED SIGNATORY OF CORPORATE STOCKHOLDER**

MAR 31 16, 2023
DATE

No. of Shares Held: 6,270,362
Tel. No./Mobile Phone No. of Stockholder: +63 2 8643-4418

** This proxy must be submitted together with a duly executed Secretary's Certificate showing the authority of the representative to sign on behalf of the stockholder corporation. A sample Secretary's Certificate is available at <https://www.aboitiz.com/2023/03/2023-ASM>.

This proxy must be received by the Office of the Corporate Secretary on or before 5:00 p.m., April 17, 2023 through email at AEV_BSec@aboitiz.com. You may also send the hard copy to the Company's address stated above.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is given, 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 this 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. A proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.

Notarization of this proxy is not required.



Check if signed by shareholder

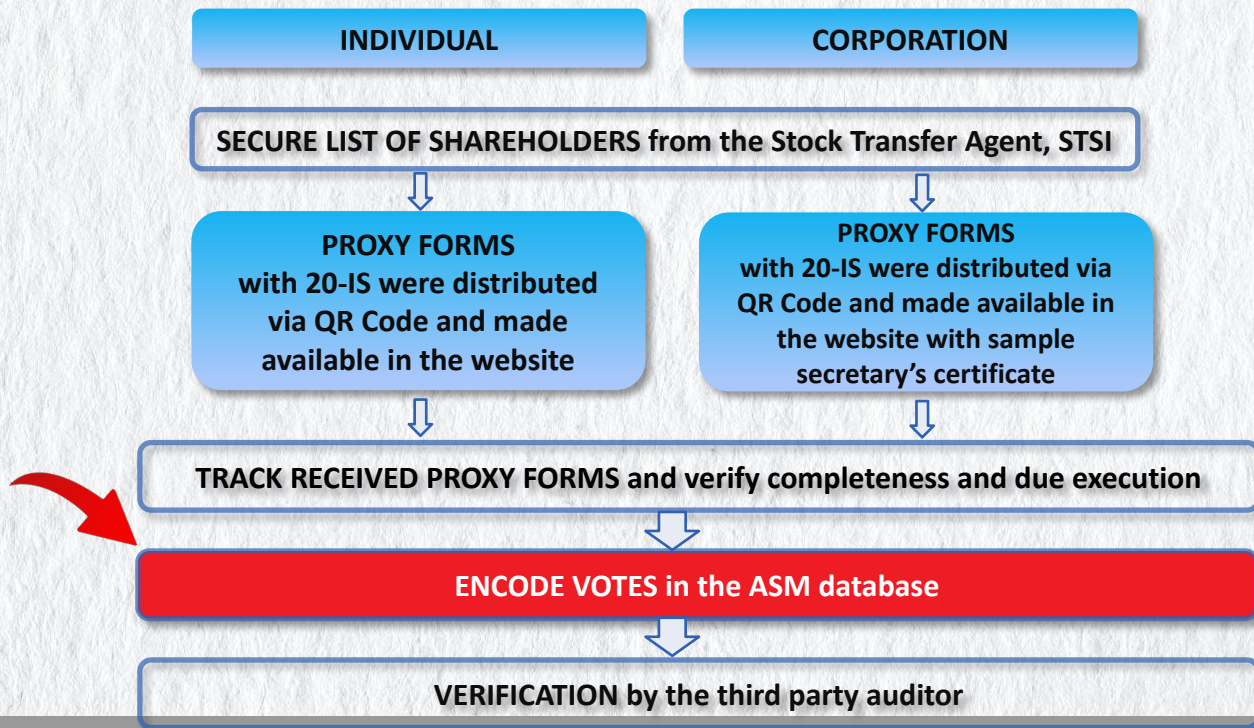


Check if proxy is named; if no proxy is named, the Chairman of the meeting is the appointed proxy



Scan and save in the ASM database

Proxy Validation and Counting Process




Proxy Counting Process


Shareholders Database System (Proxy Tracking)

Shareholders Database

Username

 Enter username

Password

 Enter Password

Company

AEV ▼

Login



List of shareholders



Number of shares



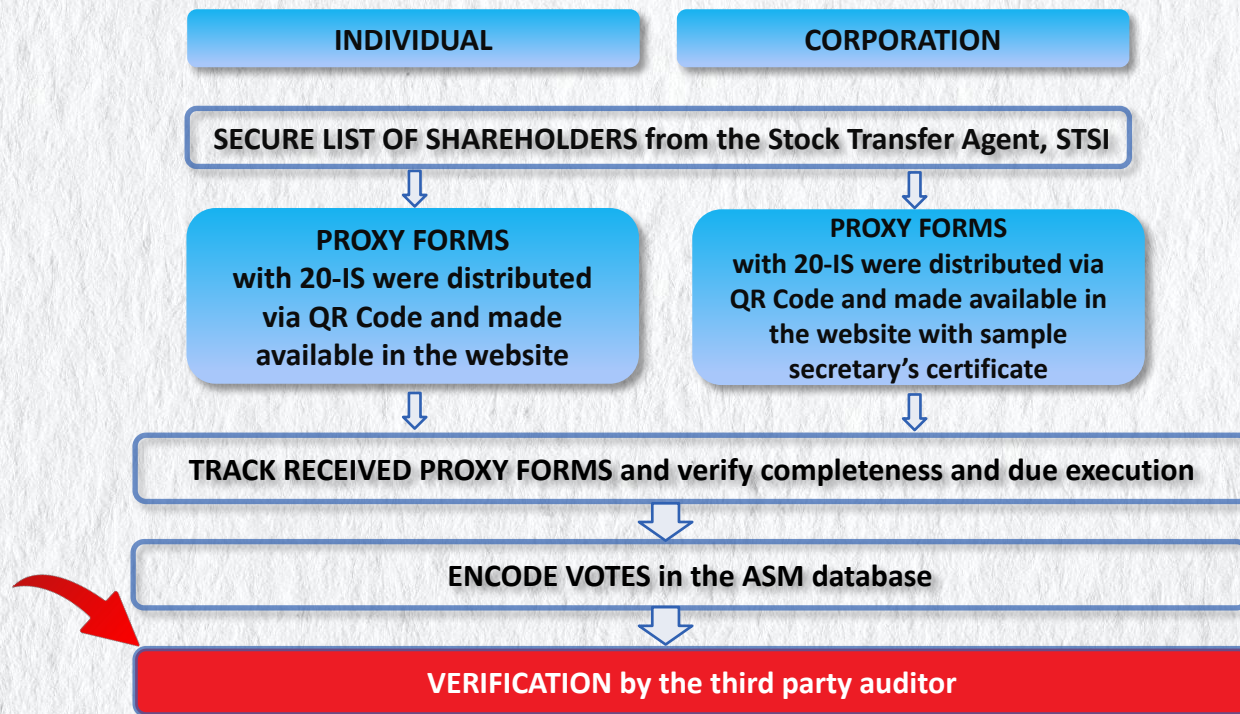
Number of votes



Agenda items and
voting results

2023 Proxy Validation Committee Meeting

Proxy Validation and Counting Process



Online Registration and Voting Process

Election of Directors

You have a total of 9 shares to vote
(number of shares x 9 directors)

Divide Shares to all: VOTE IN FAVOR

Divide Shares to all: ABSTAIN

Clear Votes

Click Divide all shares to all: VOTE IN FAVOR or ABSTAIN if you wish to divide your shares equally to all the directors. You may distribute or cumulate your votes by indicating the number of shares to be voted for each nominee.

9

Votes used

0

Votes remaining

Enrique M. Aboitiz	<div style="border: 1px solid #ccc; padding: 5px; display: flex; justify-content: space-between;"> Vote in favor 0 </div>	<div style="background-color: #ff0000; color: white; padding: 5px; display: flex; justify-content: space-between;"> Abstain 1 </div>
Mikel A. Aboitiz	<div style="background-color: #008000; color: white; padding: 5px; display: flex; justify-content: space-between;"> Vote in favor 1 </div>	<div style="border: 1px solid #ccc; padding: 5px; display: flex; justify-content: space-between;"> Abstain 0 </div>
Erramon I. Aboitiz	<div style="background-color: #008000; color: white; padding: 5px; display: flex; justify-content: space-between;"> Vote in favor 1 </div>	<div style="border: 1px solid #ccc; padding: 5px; display: flex; justify-content: space-between;"> Abstain 0 </div>
Sabin M. Aboitiz	<div style="background-color: #008000; color: white; padding: 5px; display: flex; justify-content: space-between;"> Vote in favor 1 </div>	<div style="border: 1px solid #ccc; padding: 5px; display: flex; justify-content: space-between;"> Abstain 0 </div>
Ana Maria Aboitiz-Delgado	<div style="background-color: #008000; color: white; padding: 5px; display: flex; justify-content: space-between;"> Vote in favor 1 </div>	<div style="border: 1px solid #ccc; padding: 5px; display: flex; justify-content: space-between;"> Abstain 0 </div>
Justo A. Ortiz	<div style="background-color: #008000; color: white; padding: 5px; display: flex; justify-content: space-between;"> Vote in favor 1 </div>	<div style="border: 1px solid #ccc; padding: 5px; display: flex; justify-content: space-between;"> Abstain 0 </div>
Joanne G. de Asis <i>Independent Director</i>	<div style="border: 1px solid #ccc; padding: 5px; display: flex; justify-content: space-between;"> Vote in favor 0 </div>	<div style="background-color: #ff0000; color: white; padding: 5px; display: flex; justify-content: space-between;"> Abstain 1 </div>
Romeo L. Bernardo <i>Independent Director</i>	<div style="border: 1px solid #ccc; padding: 5px; display: flex; justify-content: space-between;"> Vote in favor 0 </div>	<div style="background-color: #ff0000; color: white; padding: 5px; display: flex; justify-content: space-between;"> Abstain 1 </div>
Cesar G. Romero <i>Independent Director</i>	<div style="border: 1px solid #ccc; padding: 5px; display: flex; justify-content: space-between;"> Vote in favor 0 </div>	<div style="background-color: #ff0000; color: white; padding: 5px; display: flex; justify-content: space-between;"> Abstain 1 </div>

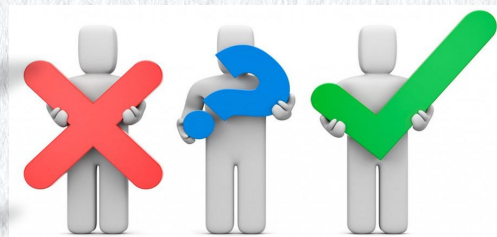
Third Party Auditor Verification Process

Board of Election Inspectors (BEI) is given copies of all proxies received as of cut-off date (on April 17, 2023) for review

BEI conducts independent assessment on validity of proxies

BEI counts the votes

Findings of the BEI are validated by the Committee



Attendance Percentages

Company	2023*	2022 ASM	2021 ASM	2021 SSM	2020	2019
AEV	Percentage of Shares Present, Represented by Proxy & Voting in Absentia	Percentage of Shares Present, Represented by Proxy & Voting in Absentia	Percentage of Shares Present, Represented by Proxy & Voting in Absentia	Percentage of Shares Present, Represented by Proxy & Voting in Absentia	Percentage of Shares Present, Represented by Proxy & Voting in Absentia	Percentage of Shares Present and Represented by Proxy
	84.84%	86.78%	84.34%	84.76%	84.14%	88.78%

**As of April 17, 2023*

2023 Proxy Validation Committee Meeting

Registration Report

All Shareholders	
Total No. of Shares Outstanding	5,630,225,457
Shares Present in Person	0
Shares Represented by Proxy	4,776,834,187
Shares Represented by Voting-in-Absentia	35,157
Total No. of Shares Present, Represented by Proxy, and Voting-in-Absentia	4,776,869,344
Percentage of Shares Present, Represented by Proxy, and Voting-in-Absentia	84.84%
Total Shares Not Represented	853,356,113
Percentage of Shares Not Represented	15.16%



**As of April 17, 2023*

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 of minutes of the Annual Stockholders' Meeting held on April 25, 2022	4,776,869,344	100.00%	0	0.00%	0	0.00%
Approval of the 2022 Annual Report and Financial Statements	4,775,775,804	99.98%	0	0.00%	1,093,540	0.02%

Matters for Approval	YES		NO		ABSTAIN	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Appointment of Sycip Gorres Velayo & Co., as the Company's External Auditor for 2023	4,762,510,585	99.70%	14,358,759	0.30%	0	0.00%
Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers, and Management from 2022 up to April 24, 2023	4,775,301,454	99.97%	0	0.00%	1,567,890	0.03%

Matter 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	4,452,254,102	93.20%	231,524,706	4.85%	93,090,536	1.95%

Partial and Unofficial Tally of Votes Based on the Proxies

Election of Directors	YES	%	ABSTAIN	%
Enrique M. Aboitiz	4,754,848,388	99.54%	23,749,589	0.50%
Mikel A. Aboitiz	4,771,660,172	99.89%	6,937,805	0.15%
Erramon I. Aboitiz	4,749,974,447	99.44%	28,623,530	0.60%
Sabin M. Aboitiz	4,751,869,263	99.48%	27,294,805	0.57%
Ana Maria A. Delgado	4,752,569,393	99.49%	26,028,584	0.54%
Justo A. Ortiz	4,771,660,172	99.89%	6,937,805	0.15%

Partial and Unofficial Tally of Votes Based on the Proxies

Election of Independent Directors	YES	%	ABSTAIN	%
Joanne G. De Asis	4,765,070,245	99.75%	5,465,838	0.11%
Romeo L. Bernardo	4,699,857,946	98.39%	70,678,137	1.48%
Cesar G. Romero	4,761,913,770	99.69%	16,684,207	0.35%

2023 Proxy Validation Committee Meeting

Thank you!