

## **2020 SM Prime Virtual Stockholders' Meeting and Voting *in Absentia***

As part of the Company's initiative to continuously promote stockholder rights, SM Prime, during its 2020 Annual Stockholders' Meeting held via remote communication, has introduced an online voting *in absentia* which allows all stockholders including those who are holding scripless shares to elect candidates to the Board of Directors and to vote on specific items in the agenda and other matters requiring stockholder approval.

The Board of Directors, therefore, in its special meeting held on 06 May 2020, adopted a resolution allowing stockholders to participate, and to exercise their right to vote, via remote communication or *in absentia*. In addition, the notice of this meeting was published in the following newspapers of general circulation both in print and online formats:

- On May 17, 2020, at the Business Sections of Manila Bulletin and Philippine Star.
- And on May 18, 2020, at the Business Section of Philippine Daily Inquirer and at the Banking & Finance Section of Business World.

For the additional information on the 2020 virtual stockholders' meeting, the succeeding pages contain the following:

- (1) Guidelines for Participating via Remote Communication and Voting *in Absentia* as disclosed in the Company's 2019 SEC Form 20- IS Updated Definitive Information Statement;
- (2) Screenshots of the Company's Registration Portal and Voting *in Absentia* portals;
- (3) Screenshots of the SMPH 2020 Annual Stockholders' Meeting (ASM) page; and
- (4) Frequently Asked Questions on ASM

**2020 ANNUAL STOCKHOLDERS' MEETING**  
**June 15, 2020 at 2:30 pm**

**Guidelines for Participating via Remote Communication and Voting *in Absentia***

The 2020 Annual Stockholders' Meeting (ASM) of SM Prime Holdings, Inc. (**SM Prime** or the **Company**) is scheduled on **June 15, 2020 at 2:30pm** and the Board of Directors of the Company has fixed the end of trading hours of the Philippine Stock Exchange on **May 20, 2020 (Record Date)** as the record date for the determination of stockholders entitled to the notice of, to attend, and to vote at such meeting and any adjournment thereof.

In light of the ongoing community quarantine imposed in several areas of the country and in consideration of health and safety concerns of everyone involved, the Board of Directors of the Company has approved and authorized stockholders to participate in the ASM via remote communication and to exercise their right to vote *in absentia*.

**Registration**

Stockholder must notify the Corporate Secretary of their intention to participate in the ASM via remote and to exercise their right to vote *in absentia* by no later than **June 12, 2020**, by registering at **asmregister.smpriime.com** and by submitting there the following supporting documents/information, subject to verification and validation:

- Individual Stockholders
  1. Copy of valid government ID of stockholder/proxy
  2. Stock certificate number/s
  3. If appointing a proxy, copy of proxy form duly signed by stockholder (need *not* be notarized)
  4. Email-address and contact number of stockholder or proxy
- Multiple Stockholders or joint owners
  1. Stock certificate number/s
  2. Proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the name of multiple stockholders (need *not* be notarized)
  3. Copy of valid government IDs of all registered stockholders
  4. Email-address and contact number of authorized representative
- Corporate Stockholders
  1. Secretary's Certification of Board resolution appointing and authorizing proxy to participate in the ASM
  2. Valid government ID of the authorized representative
  3. Stock certificate number/s
  4. Email-address and contact number of authorized representative
- Stockholders with Shares under broker account
  1. Certification from broker as to the number of shares owned by stockholder
  2. Valid government ID of stockholder

3. If appointing a proxy, copy of proxy form duly signed by stockholder (need *not* be notarized)
4. Email-address and contact number of stockholder or proxy

**Important Reminder: Please refrain from sending duplicate and inconsistent information/documents as this can result in failed registration. All documents/information shall be subject to verification and validation by the Company.**

### **Online Voting**

Stockholders who have successfully registered shall be notified via email of their unique log-in credentials for the voting portal. Stockholders can then cast their votes for specific items in the agenda, as follows:

1. Log-in to the voting portal by clicking the link, and using the log-in credentials, sent by email to the email-address of the stockholder provided to the Company.
2. Upon accessing the portal, the stockholder can vote on each agenda item. A brief description of each item for stockholders' approval are appended as Annex A to the Notice of Meeting.
  - 2.1 A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval.
  - 2.2 For the election of directors, the stockholder has the option to vote for all nominees, withhold vote for any of the nominees, or vote for certain 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.*

3. Once the stockholder has finalized his vote, he can proceed to submit his vote by clicking the "Submit" button.
4. The stockholder can still change and re-submit votes, provided, such new votes are submitted using the same log-in credentials. Previous votes will be automatically overwritten and replaced by the system with the new votes cast.

### **ASM Livestream**

The ASM will be broadcasted live and stockholders who have successfully registered can participate via remote communication. Details of the meeting will be sent to stockholders in the emails provided to the Company. Instructions on how to access the livestream will also be posted at **[www.smprime.com/asm2020](http://www.smprime.com/asm2020)**.

Video recordings of the ASM will be adequately maintained by the Company and will be made available to participating stockholders upon request.

### **Open Forum**

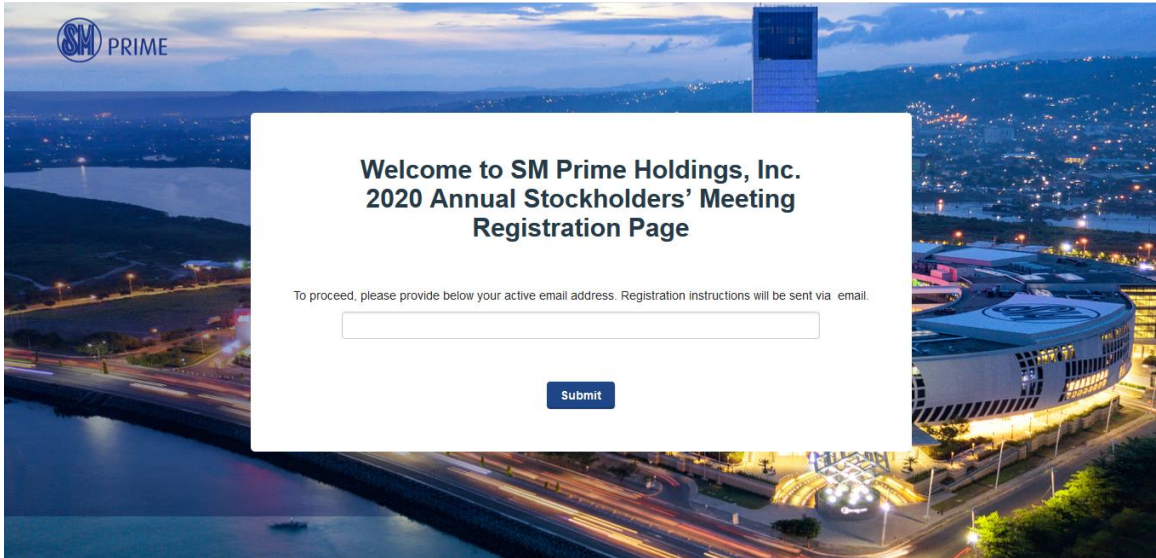
During the virtual meeting, the Company will have an Open Forum, during which, the meeting's moderator will read and where representatives of the Company shall endeavor to answer as many of the questions and comments received from stockholders as time will allow.

Stockholders may send their questions in advance by sending an email bearing the subject "ASM 2020 Open Forum" to [info@smprime.com](mailto:info@smprime.com) on or before 14 June 2020. A section for stockholder comments/questions or a "chatbox" shall also be provided in the livestreaming platform.

Questions/comments received but not entertained during the Open Forum due to time constraints will be addressed separately by the Company's Investor Relations.

***For any queries or concerns regarding this Guidelines, please contact the Company's Investor Relations Division at (632) 8862-7942 or via email at [info@smprime.com](mailto:info@smprime.com).***

***For complete information on the annual meeting, please visit [www.smprime.com/asm2020](http://www.smprime.com/asm2020).***

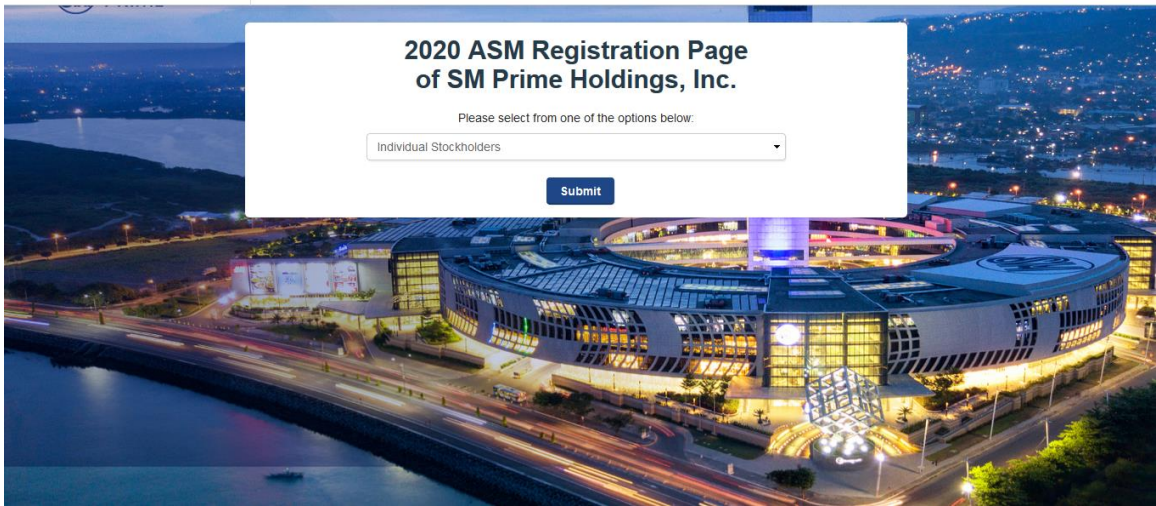


**Welcome to SM Prime Holdings, Inc.  
2020 Annual Stockholders' Meeting  
Registration Page**

To proceed, please provide below your active email address. Registration instructions will be sent via email.

Submit

ASM Registration



**2020 ASM Registration Page  
of SM Prime Holdings, Inc.**

Please select from one of the options below:

Submit



1. Approval of minutes of previous meeting held on April 23, 2019

☒ Yes ☐ No ☐ Abstain

2. Approval of 2019 Annual Report, including 2019 Audited Financial Statements

☒ 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

Next

4. Election of Directors for 2020-2021

44000  
Number of Active Votes

0  
Number of Remaining Votes

Equally Divided

Henry T. Sy Jr.

5500

Hans T. Sy

5500

Herbert T. Sy

5500

Jeffrey C. Lim

5500

Jose L. Cuisia Jr. (Independent Director)

5500

Gregorio U. Kilayko (Independent Director)

5500

Jorge T. Mendiola

5500

Joselito H. Sibayan (Independent Director)

5500

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#### 5. Appointment of SyCip Gorres Velayo & Co. as external auditor for 2020

☒ Yes
 ☐ No
 ☐ Abstain

#### 6. Other Matters

☒ Yes
 ☐ No
 ☐ Abstain

[Reset](#)
[Back](#)
[Confirm and Submit](#)

### Summary of Votes

Stockholder's Number  
 Number of Shares

202000012  
 5500

1. Approval of minutes of previous meeting held on April 23, 2019

☒ Yes
 ☐ No
 ☐ Abstain

2. Approval of 2019 Annual Report, including 2019 Audited Financial Statements

☒ 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

4. Election of Directors 2020-2021

Name of Director	Number of Votes
Henry T. Sy Jr.	5500
Hans T. Sy	5500
Herbert T. Sy	5500
Jeffrey C. Lim	5500
Jose L. Cuaisia Jr. (Independent Director)	5500
Gregorio U. Kilayko (Independent Director)	5500
Jorge T. Mendiola	5500
Joselito H. Sibayan (Independent Director)	5500

5. Appointment of SyCip Gorres Velayo & Co. as external auditor for 2020

☒ Yes
 ☐ No
 ☐ Abstain

6. Other Matters

☒ Yes
 ☐ No
 ☐ Abstain

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[Confirm and Submit](#)

## Thank you for voting!

The results of the tabulation of votes will be announced during the 2020 Annual Stockholders' Meeting on June 15, 2020 (2:30 p.m.). The link to the livestream will be sent via email the week before the meeting.





## Annual Stockholders' Meeting 2020

### The Annual Stockholders' Meeting will be livestreamed on June 15, 2020 at 2:30 PM

To ensure the safety and welfare of our stockholders and everyone involved, the meeting will be broadcasted via livestreaming accessible to registered participants. Stockholders will be allowed to participate remotely during the meeting and vote *in absentia* through the online voting facility.



#### Register

Stockholders who wish to participate in the meeting via livestreaming and to exercise their vote *in absentia* must notify the Corporate Secretary by registering at [asmregister.smpriime.com](http://asmregister.smpriime.com) and by submitting supporting information on or before 12 June 2020.



#### Vote

Registered stockholders can vote through our secured online voting portal by using the login instruction provided via email upon successful registration.



#### Livestream

To join the livestream, stockholder must first register through the registration portal; further instruction will be provided upon successful registration.



#### Frequently Asked Questions

If you have any questions or concerns regarding the upcoming Annual Stockholders Meeting please refer to our [FAQ](#).

For the detailed registration and voting procedures, please refer to the "Guidelines for Participation via Remote Communication and Voting *in Absentia*".

#### ANNUAL STOCKHOLDERS' MEETING DISCLOSURES

- Notice of Annual Stockholders' Meeting
- Definitive Information Statement (Updated)
- Sample Proxy Forms



**SM Prime Holdings, Inc.**  
**2020 Annual Stockholders' Meeting**

**Frequently Asked Questions (FAQs)**

**ASM Quick Facts**

1. *When and where will the 2020 Annual Stockholders' Meeting of SM Prime be held?*

Date: 15 June 2020 (Monday)

Time: 2:30 p.m.

Place: N/A (Virtual/ Livestream)

2. *Why will the Annual Stockholders' Meeting be held virtually?*

Due to health and safety concerns brought about by the COVID-19 pandemic, and in compliance with quarantine guidelines, the Company has decided to hold the meeting virtually to allow stockholders to participate and vote remotely in the safety of their homes. This virtual meeting is authorized by and will be held in accordance with existing laws and regulations of the Securities & Exchange Commission.

3. *What is the record date for stockholders entitled to vote and to participate?*

Close of business on May 20, 2020

**Registration**

4. *Who can register?*

Stockholders of record of SM Prime Holdings, Inc. as of close of business of **May 20, 2020** may register at [asmregister.smprime.com](http://asmregister.smprime.com). Once verified, they will receive an email confirming their registration for the virtual Annual Stockholders' Meeting and instructions on how to vote.

5. *When can I register?*

The registration portal is open from **May 21, 2020** to **June 12, 2020**.

6. *Where do I register?*

You may register at [asmregister.smprime.com](http://asmregister.smprime.com).

7. *I have provided my email address. How do I proceed with the registration?*

Once you access [asmregister.smprime.com](http://asmregister.smprime.com), we will ask for your valid and active email address, where we will send the detailed instructions for registration. Please see next item for documentary requirements.

8. *What information do I have to provide to complete the registration? Do I have to submit documents?*

*For verification and validation purposes, we will require your name, contact details, a copy of your valid government-issued ID, and other documents below as applicable:*

- Individual Stockholders

1. Copy of valid government ID of stockholder/proxy
2. If appointing a proxy, copy of proxy form duly signed by stockholder (need *not* be notarized)
3. Email-address and contact number of stockholder or proxy

- Joint owners

1. Authorization letter or any proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the name of multiple stockholders (need *not* be notarized)
2. Copy of valid government IDs of all registered stockholders
3. Email-address and contact number of authorized representative

- Corporate Stockholders

1. Secretary's Certification of Board resolution appointing and authorizing proxy to participate in the ASM
2. Valid government ID of the authorized representative
3. Email-address and contact number of authorized representative

- Stockholders with Shares under broker account

1. For stockholders, certification from broker as to the number of shares owned by stockholder
2. Valid government ID of stockholder
3. For brokers, proxy form

9. *I do not have an e-mail address. Can I still register for the meeting?*

No. You will need to create an e-mail address since the links for the registration, voting and livestreaming will be sent there.

10. *How do I know if my registration is successful?*

You will receive an email confirming successful registration. The same email will also contain your log-in credentials and other details to access SM Prime's online voting portal.

*11. How long will it take before I receive the email of successful registration?*

You will be notified of successful registration within 3 days from completing the registration. Stockholders are encouraged to submit complete and accurate information to avoid delay in the validation of your registration.

*12. I do not have all the information required. How do I proceed?*

Certain information are mandatory so we can proceed with verification and validation. This is to ensure that only stockholders entitled to participate and to vote for the meeting are given access to the voting portal and the livestream.

Required fields are marked with red asterisk (\*). You are required to fill up these entries in order for you to proceed with the registration.

As a reminder, please make sure that you have selected the correct type of stockholder at the beginning of registration to ensure that requirements being asked of you are applicable.

Please make sure also that you only tick boxes that are applicable. For example, please make sure that the box for "Are you appointing a proxy?" is unchecked if you are not appointing a proxy.

If you have further concerns, *please contact the Company's Investor Relations Division at (632) 8862-7942 or via email at [info@smprime.com](mailto:info@smprime.com).*

*13. Will I be informed if I am missing certain requirements?*

Yes. You will be notified of any lacking requirement by the Office of the Corporate Secretary via email within 3 days from registering online. You will then have to submit remaining requirements by responding to that email.

After verification, you will then be notified of successful registration within 3 days from sending the remaining documents via email.

*14. I co-own shares with others. Do we all have to register?*

No. Joint owners need only appoint an authorized representative among themselves who will be the one to register and participate at the virtual meeting. We will require though the contact details of all stockholders, plus the following documents:

- a. Proof of authority of stockholder voting the shares signed by the other registered stockholders (need *not* be notarized)
- b. Copy of valid Government IDs of all registered stockholders
- c. E-mail address and contact number of the authorized representative

*15. What are the requirements for corporate stockholders?*

For online registration, the corporation must provide the name of its authorized representative or proxy for the meeting plus the following documents:

1. Secretary's Certification of Board resolution appointing and authorizing proxy to participate in the ASM
2. Valid government ID of the authorized representative
3. Stock certificate number/s
4. Email-address and contact number of authorized representative

Links to the voting portal and the livestream will be sent to the email address of the proxy.

*16. I own shares through a broker, can I participate in the Annual Stockholders' Meeting?*

Yes, your broker can vote your shares or you may also personally register, vote and watch the livestream.

To complete your registration, you must submit the following:

- a. Certification from broker as to the number of shares owned by stockholder
- b. Valid government ID of stockholder

*17. Can I appoint the Chairman of the Meeting or other members of the Board of Directors as my proxy?*

Yes, you may appoint the Chairman of the Meeting or other directors as your proxy, and in which case, **you will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.**

For you to appoint the Chairman of the Meeting or a Director of SM Prime, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting or the director as your proxy for the meeting.

*18. Can I register through means other than [asmregister.smprime.com](http://asmregister.smprime.com)?*

You can only register for the meeting through [asmregister.smprime.com](http://asmregister.smprime.com) as you will be required to upload documents for identity verification.

*19. What if I cannot personally register and/or participate in the virtual meeting? Can I appoint a proxy?*

If you are unable to register and/or participate in the virtual meeting, you may still [participate and](#) vote through a proxy. Your proxy will also be sent the link to the livestream of the Annual Stockholders' Meeting.

If you wish to appoint a proxy, please submit an accomplished proxy form to the Office of the Corporate Secretary at the 33<sup>rd</sup> Floor, The Orient Square, F. Ortigas, Jr. Road, Ortigas Center, Pasig City no later than **2:30 pm on June 12, 2020 (Friday)**.

You may also appoint a proxy through the online registration portal. Kindly follow the instructions that will be provided via email.

*20. What if I want to appoint a proxy but I do not know anyone who can participate on my behalf?*

Yes, you may appoint the Chairman of the Meeting as your proxy, and in which case, **you will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.**

For to you appoint the Chairman of the Meeting, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting as your proxy for the meeting.

*21. The deadline for the submission of original proxy form falls on a holiday, June 12, 2020. Can I still submit that day?*

Yes. The deadline for submission of proxies is on **June 12, 2020 (2:30 p.m.)** or seventy-two (72) hours before the stockholders' meeting in pursuant to the Company's By-laws at the 33<sup>rd</sup> Floor The Orient Square, F. Ortigas, Jr. Road, Ortigas Center, Pasig City.

Representatives of the Office of the Corporate Secretary are available to receive the documents on that date.

If you have further queries regarding the submission of original proxy form, you may send an email bearing the subject "**ASM 2020 Proxy**" to the Company's Investor Relations Division at [info@smprime.com](mailto:info@smprime.com).

*22. I submitted my proxy form online. Do I still need to submit the original to the Corporate Secretary?*

Yes. The online registration portal was established only as a means to facilitate verification and validation processes. If you have further queries regarding the submission of original proxy form, you may send an email bearing the subject “**ASM 2020 Proxy**” to the Company’s Investor Relations Division at [info@smprime.com](mailto:info@smprime.com).

*23. Where do I vote?*

Voting will be done via the SM Prime’s online voting portal. You must first register at [asmregister.smprime.com](http://asmregister.smprime.com). Once successfully registered, your log-in credentials for the voting portal will be sent via email provided.

*24. When can I vote?*

Voting period starts on **May 28, 2020 (12:00nn)** until **9:00am on June 15, 2020 (Monday)**.

Once successfully registered, you will get an e-mail containing the link to the portal, together with your log-in credentials. Upon accessing the portal, you will be able to vote on each agenda item. Once you have finalized your votes, you can proceed to submit the same by clicking the “Submit” button. Detailed information on voting are available in the Definitive Information Statement.

*25. Where can I find my log-in credentials for the voting portal?*

You must first register at [asmregister.smprime.com](http://asmregister.smprime.com). Once successfully registered, your log-in credentials for the voting portal will be sent via email provided.

*26. Can I still change my votes on the voting portal after submitting them?*

Yes. You may still log-in within the voting period using the same login details and change your votes until the end of the voting period, in which case, the system will automatically overwrite previous votes with new authenticated ones.

*27. I do not want to personally cast my votes through the voting portal but wish to participate in the livestream. Can I appoint the Chairman of the Meeting or other members of the Board of Directors as my proxy?*

Yes, you may appoint the Chairman of the Meeting or other directors, in which case, **you will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders’ Meeting.**

For to you appoint the Chairman or a Director of SM Prime, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting or the director as your proxy for the meeting.

*28. What happens to my votes if I appoint the Chairman of the Meeting or any Director as my proxy?*

All your votes will be automatically counted in favor of the agenda items you have specifically approved, but if you did not indicate specific votes, all will be counted in favor of the agenda items for approval.

*29. Can I pre-cast my votes and not use the voting portal?*

Yes, but only if you are appointing a proxy for the meeting.

During registration, you may submit a duly accomplished proxy form containing your votes to specific items in the agenda, and in which case, your proxy will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.

If you wish to receive the link to the livestream, but do not want to personally vote using the online voting portal, you may appoint the Chairman of the Meeting or other directors, in which case, **you will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.**

For to you appoint the Chairman or a Director of SM Prime, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting or the director as your proxy for the meeting.

*30. I do not want to vote but I still want to participate in the livestream. What should I do?*

Yes. During registration, you may submit a duly accomplished proxy form containing your votes to specific items in the agenda, and in which case, **your proxy will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.**

If you wish to receive the link to the livestream, but do not want to personally vote using the online voting portal, you may appoint the Chairman of the Meeting or other directors, in which case, **you will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.**



For to you appoint the Chairman of the Meeting or a Director of SM Prime, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting or the director as your proxy for the meeting.

*31. I have several stock certificates of SM Prime. Do I have various log-in credentials?*

No. Stockholders will be given one login details regardless of number of stock certificates issued. In the voting system, total outstanding shares issued will be reflected and voted as you have directed.

*32. I have forgotten my credentials and can't find my Registration Confirmation Mail. How can I retrieve them?*

You may email Company's Investor Relations Division at (632) 8862-7942 or via email at [info@smprime.com](mailto:info@smprime.com).

*33. How do we make sure that my votes are properly counted?*

The Office of the Corporate Secretary will count and tabulate votes cast through the voting portal and announce the results during the meeting. The Company also engaged SyCip Gorres Velayo & Co. (SGV) as independent third party tabulator to validate the results.

## **Quorum**

*34. Will I be counted as part of the quorum?*

Yes, stockholders who will participate through remote communication or *in absentia* shall be deemed present for purposes of quorum for the meeting.

*35. Will I be counted for quorum even if I don't vote?*

Yes, once you have successfully registered for the meeting, you will be counted as part of the quorum.

*36. Will I be counted for quorum even if I don't participate in the livestream?*

Yes, once you have successfully registered for the meeting, you will be counted as part of the quorum.

## **Livestreaming**

*37. Who can watch and participate in the livestream?*

Stockholders of record as of May 20, 2020 who successfully registered for the Annual Stockholders' Meeting at [asmregister.smprime.com](https://asmregister.smprime.com) upon proper verification by the Company will be provided a link to the livestream of the 2020 Annual Stockholders' Meeting.

*38. Can I share my livestream link?*

No, your livestream link is unique to you and only one person at a time may access the livestream through that link.

*39. Can I ask questions during the livestreaming?*

There will be an Open Forum at the end of the virtual meeting.

A section for stockholder comments/questions will also be available in the livestreaming platform.

You may also send your questions in advance by sending an email bearing the subject “**ASM 2020 Open Forum**” to [info@smprime.com](mailto:info@smprime.com) on or before 14 June 2020.

SM Prime will try to answer as many questions/comments during the Open Forum. For those not entertained due to time constraints, the Company's Investor Relations will endeavor to separately address after the meeting.

*40. Can I record the meeting?*

No. The Company will however maintain a video recording of the proceedings, available to stockholders upon request, in accordance with existing regulations.

*41. I can't find the email containing my link to the livestream. How can I retrieve them?*

You may email Company's Investor Relations Division at (632) 8862-7942 or via email at [info@smprime.com](mailto:info@smprime.com). You will be provided a new link, which automatically disables the one previously sent.

*If you have additional questions and/or concerns regarding the Online Voting Portal, you may contact the Investor Relations Division at (632) 8862-7942 or at [info@smprime.com](mailto:info@smprime.com).*