

Notice of Annual Stockholders' Meeting June 24, 2020 at 2:30 p.m.

To all Stockholders:

The 2020 Annual Stockholders' Meeting of SM Investments Corporation (the **Company**) will be held on June 24, 2020 at 2:30 p.m., with the proceedings livestreamed and voting conducted in absentia through the Company's secure online voting facility. The agenda of the meeting is set forth below:

AGENDA

- 1. Call to order
- 2. Certification of Notice and Quorum
- 3. Approval of Minutes of the Annual Meeting of Stockholders held on April 24, 2019
- 4. Annual Report for the Year 2019 (Open Forum)
- 5. 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
- 6. Election of Members of the Board of Directors for 2020-2021
- 7. Appointment of External Auditor
- 8. Other Matters
- 9. Adjournment

Attached are the rationale for the above agenda items for reference.

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange (**PSE**) on **May 24, 2020** as the record date for the determination of stockholders entitled to notice of, participation via remote communication, and voting *in absentia* at such meeting and any adjournment thereof.

Stockholders who wish to participate in the meeting via remote communication and to exercise their vote *in absentia* must notify the Corporate Secretary by registering at asmregister.sminvestments.com and submitting supporting information listed there on or before **June 15, 2020**. All information submitted will be subject to verification and validation by the Corporate Secretary.

Stockholders who wish to appoint a proxy may accomplish the attached proxy form (which need not be notarized) and submit the same to the office of the Corporate Secretary at the 33rd Floor, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City 1600 at least seven (7) business days (or until June 15, 2020) before the annual meeting, as provided in the By-laws. Validation of proxies will be conducted on June 17, 2020 at the Office of the Corporate Secretary.

Successfully registered stockholders can then cast their votes in *absentia* through the Company's secure online voting facility and will be provided access to the live streaming of the meeting. For the detailed registration and voting procedures, please refer to the "Guidelines for Participation via Remote Communication and Voting in Absentia" appended to the Definitive Information Statement posted on the Company's website and PSE EDGE.

In compliance with SEC Resolution No. 196, Series of 2015, a copy of the Unaudited Interim Financial Statements of the Company for the period ended March 31, 2020 shall be posted in the Company's website < www.sminvestments.com/asm2020 > and PSE EDGE on or before June 18, 2020. Hard copies of the interim financial statements shall be provided upon written request of any stockholder.

For complete information on the annual meeting, please visit <www.sminvestments.com/asm2020>.

Pasig City, May 19, 2020.

BY THE ORDER OF THE BOARD OF DIRECTORS

ELMER B. SERRANO
Corporate Secretary
SM INVESTMENTS CORPORATION

Rationale for Agenda Items:

Agenda Item 3: To acknowledge and consider for approval the Minutes of Annual Stockholders' Meeting (ASM) held on April 24, 2019.

The minutes were also posted on the website of SM Investments Corporation (**SMIC**) within the period prescribed by pertinent rules and regulations. The Board of Directors recommends that the stockholders consider subject minutes for approval on June 24, 2020.

Agenda Item 4: To acknowledge and consider for approval the Annual Report of the Company for 2019.

The Company's 2019 performance results have been duly summarized in the Annual Report which includes the Audited Financial Statements (**AFS**) of the Company for the year ended 2019. The AFS have been audited by the external auditors who expressed an unqualified opinion on the aforementioned financial statements, and have been reviewed and recommended for approval by the Audit Committee and the Board of Directors. Any stockholder who would like to receive a hard copy of the 2019 Annual Report may request for a copy from the Investor Relations Office.

Agenda Item 5: To acknowledge and ratify all the acts of the Board of Directors and Management from the date of the last ASM to the date of this meeting.

The Company's performance in 2019, as detailed in the Annual Report, is attributed to the strategic directions and key policies set by the Board of Directors which were effectively executed and complied with by Management in conformance with good corporate governance and ethical best practices.

Agenda Item 6: To elect the Board of Directors for 2020 to 2021.

Qualifications of the nominated Directors have been reviewed and the nominated Directors were determined to be qualified and are being recommended by the Company's Corporate Governance Committee for election. Their proven competence, expertise, and qualifications based on current regulatory standards and the Company's own norms, will help sustain the Company's solid performance for the benefit of all its stockholders.

Agenda Item 7: To consider and approve the Audit Committee's recommendation for the appointment of the external auditor.

Based on the recommendation of the Audit Committee, the Board nominates SyCip Gorres Velayo & Co. (SGV & Co.) as the Company's external auditor for 2020. SGV & Co. is one of the top auditing firms in the country which is duly accredited with the Securities and Exchange Commission. The stockholders are also endorsed to delegate to the Board the authority to approve the appropriate audit fee for 2020.

Pasig City, May 19, 2020.

PROXY

The	undersigned stockholder of SM Investments Corporation or in his absence, the Chairman of the meeting,	
of the	ostitution, to represent and vote shares reg e undersigned stockholder, at the Annual Meeting of Stockholders of to of the adjournments thereof for the purpose of acting on the following	istered in his/her/its name as proxy he Company on June 24, 2020 and
1.	. Approval of minutes of previous annual stockholders' meeting. Yes No Abstain	
2.	. Approval of 2019 Annual Report Yes No Abstain	
3.	. Ratification of all acts and resolutions of the Board of Directors and Yes No Abstain	d Management.
4.	. Election of Directors a) Vote for all nominees listed below:	
	 Teresita T. Sy Henry T. Sy, Jr. Harley T. Sy Jose T. Sio Frederic C. DyBuncio Tomasa H. Lipana (Independent Director) Alfredo E. Pascual (Independent Director) Robert G. Vergara (Independent Director) b) Withhold authority for all nominees listed above	
	c) Withhold authority to vote for the nominees listed below:	_ _ _ _
5.	. Election of SyCip Gorres Velayo & Co. as external auditor. Yes No Abstain	
6	. At their discretion, the proxies named above are authorized to vote properly come before the meeting. Yes No Abstain	upon such other matters as may be
		Printed Name of Stockholder
		Signature of Stockholder / Authorized Signatory
		Date

SECRETARY'S CERTIFICATE

	I,, Filipino, of legal age and with office address at, certify that:		
1.	I am the duly appointed Corporate Secretary of (the "Company"), 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 Company holds		
3.	Based on the records, during the lawfully convened meeting of the Board of Directors of the Company held on, the following resolution was passed and approved:		
	"RESOLVED, That be authorized and appointed, as he is hereby authorized and appointed, as the Company's proxy (the "Proxy") to attend all meetings of the stockholders of SM Investments Corporation (SMIC) whether the meeting is regular or special, or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Company held in SMIC and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and stead of the Company.		
	"RESOLVED, FINALLY, That SMIC be furnished with a certified copy of this resolution and SMIC may rely on the continuing validity of this resolution until receipt of written notice of its revocation."		
4.	The foregoing resolution has not been modified, amended or revoked in accordance with the records of the Company presently in my custody.		
	IN WITNESS WHEREOF, I have signed this instrument in on		
	Printed Name and Signature of the Corporate Secretary		
	SUBSCRIBED AND SWORN TO BEFORE ME on in in in in in in in issued on at		
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THIS PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE JUNE 15, 2020 (MONDAY), THE DEADLINE FOR SUBMISSION OF PROXIES.

THIS PROXY, 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 PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED.



2020 ANNUAL STOCKHOLDERS' MEETING June 24, 2020 at 2:30 pm

Guidelines for Participating via Remote Communication and Voting in Absentia

The 2020 Annual Stockholders' Meeting (ASM) of SM Investments Corporation (SMIC or the Company) is scheduled on June 24, 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 24, 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, shall allow attendance, participation and voting by stockholders via remote communication or *in absentia* pursuant to Sections 23 and 57 of the Revised Corporation Code of the Philippines and SEC Memorandum Circular No. 6-2020.

Registration

Stockholder must notify the Corporate Secretary of their intention to participate in the ASM via remote communication and to exercise their right to vote *in absentia* no later than **June 15, 2020**, by registering at asmregister.sminvestments.com> and by submitting the following supporting documents/information, subject to verification and validation:

- For Certificated Individual Stockholders
 - 1. Copy of valid government-issued ID of stockholder/proxy
 - 2. Stock certificate number/s, if available
 - 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
- For Certificated Multiple Stockholders or Joint Owners
 - 1. Copy of valid government-issued IDs of ALL registered stockholders
 - 2. Stock certificate number/s, if available
 - 3. 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)
 - 4. Email-address and contact number of authorized representative
- For Certificated Corporate Stockholders
 - 1. Secretary's Certification of Board resolution appointing and authorizing proxy to

- participate in the ASM
- 2. Valid government-issued ID of the authorized representative
- 3. Stock certificate number/s, if available
- 4. Email-address and contact number of authorized representative
- For Stockholders with Shares under PCD Participant/Broker Account
 - 1. Certification from broker as to the number of shares owned by stockholder
 - 2. Valid government-issued 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 (eight [8] directors for SMIC) 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.sminvestments.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 <<u>asm2020@sminvestments.com</u>> no later than June 23, 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 Corporate Governance Team at (632) 8857-0100 or via email at asm2020@sminvestments.com.

For complete information on the annual meeting, please visit <www.sminvestments.com/asm2020>.

THE BOARD OF DIRECTORS PROFILES OF

JOSE T. SIO

Chairman of the Board

Member, Audit Committee

EDUCATION/EXPERIENCE

Member, Risk Management Committee Member, Compensation Committee

Member, Related Party Transaction Committee



Jose T. Sio is the Chairman of the Board of SMIC. He is also a Director of China Banking Corporation, Belle Corporation, Atlas Consolidated Mining and Development Corporation, Far Eastern University, NLEX Corporation, and Ortigas Land Corporation, and Adviser to the Board of Directors of BDO Unibank, Inc. and

Premium Leisure Corporation. Mr. Sio holds a master's degree in Business Administration (MBA) from New York University, is a certified public accountant, and is a former Senior Partner of SyCip Gorres Velayo & Co. (SGV). He was voted

CFO of the Year in 2009 by the Financial Executives of the Philippines. He was also awarded as Best CFO (Philippines) in various years by several Hong Kong-based

publications.

BOARD ATTENDANCE

100%; 7 of 7 meetings

Belle Corporation

DATE OF

May 2005

FIRST APPOINTMENT NO. OF YEARS ON THE BOARD

15 years

DIRECTORSHIP/S

Director

IN OTHER REPORTING

China Banking Corporation

Director

COMPANIES

Atlas Mining and Development Corporation

Director

TERESITA T. SY

Vice Chairperson of the Board

Chairperson, Compensation Committee Chairperson, Executive Committee



Teresita T. Sy is the Vice Chairperson of SMIC and Adviser to the Board of SM Prime Holdings, Inc. She also sits as Chairperson of SM Retail, Inc. She also holds board positions in several companies within the SM Group. She is also the Chairperson of BDO Unibank, Inc. ("BDO") and serves as the Chairperson and/or Director of various subsidiaries and affiliates of BDO such as BDO Private Bank, Inc., BDO Leasing & Finance, Inc., BDO Capital & Investment Corporation, BDO Foundation, Inc., and BDO Life Assurance Company, Inc. (formerly Generali Pilipinas Life Assurance Company, Inc.). She also serves as Adviser to the Board of One Network Bank, Inc. (A Rural Bank of BDO). A graduate of Assumption College with a Bachelor of Arts and Science degree in Commerce major in Management, she brings to the board her diverse expertise in retail merchandising, mall and real estate development, and

BOARD ATTENDANCE 100%; 7 of 7 meetings

DATE OF

banking and finance.

FIRST APPOINTMENT

EDUCATION/EXPERIENCE

May 1979

NO. OF YEARS ON THE BOARD

41 years

DIRECTORSHIP/S

IN OTHER REPORTING COMPANIES

BDO Unibank, Inc. Chairperson of the Board

HENRY T. SY, JR.

Vice Chairman of the Board



Henry T. Sy, Jr. is the Vice Chairman of SMIC and Chairman of SM Prime Holdings, Inc. He is also the Chairman and Chief Executive Officer of SM Development Corporation and Vice Chairman of National Grid Corporation of the Philippines. He

corporation and Vice Chairman of National Grid Corporation of the Philippines. He is responsible for the real estate acquisitions and development activities of the SM.

Group which include the identification, evaluation and negotiation for potential sites as well as the input of design ideas. He graduated with a Management degree from

the De La Salle University.

BOARD ATTENDANCE 100%; 7 of 7 meetings

DATE OF
FIRST APPOINTMENT
May 1979

EDUCATION/EXPERIENCE

NO. OF YEARS ON THE BOARD 41 years

DIRECTORSHIP/S

IN OTHER REPORTING SM Prime Holdings, Inc. Chairman of the Board COMPANIES

FREDERIC C. DYBUNCIO

President/CEO



President/CEO/Director

Member, Executive Committee

EDUCATION/EXPERIENCE

Frederic C. DyBuncio is the President and Chief Executive Officer of SMIC and 2Go Group, Inc. He is the Vice Chairman of the Board of Atlas Consolidated Mining and Development Corporation and Director of Phoenix Petroleum Philippines, Inc. Prior to holding the post, he was a career banker who spent over 20 years with JP Morgan Chase and its predecessor institutions. During his stint in the banking industry, he was assigned to various executive positions where he gained substantial professional experience in the areas of credit, relationship management and origination, investment banking, capital markets, and general management. He has worked and lived in several major cities including New York, Seoul, Bangkok, Hong Kong, and Manila. He graduated from Ateneo de Manila University with a Bachelor of Science degree in Business Management and finished a Master's degree in Business Administration program at the Asian Institute of Management.

BOARD ATTENDANCE 100%; 7 of 7 meetings

2GO Group, Inc.

DATE OF
FIRST APPOINTMENT
NO. OF YEARS ON THE
BOARD
3 years

BOARD 3 years

DIRECTORSHIP/S
IN OTHER REPORTING
COMPANIES

Atlas Mining and Development
Corporation

Corporation

Director
Vice Chairman of the
Board

HARLEY T. SY

Executive Director



Member, Executive Committee

EDUCATION/EXPERIENCE

COMPANIES

EDUCATION/EXPERIENCE

Harley T. Sy is the Executive Director of SMIC. He is a Director of China Banking

Corporation and other companies within the SM Group, and Adviser to the Board of Directors of BDO Private Bank. He is the Co-Vice Chairman and Treasurer of SM

Retail, Inc. He holds a degree in Bachelor of Science in Commerce, Major in Finance

from the De La Salle University.

BOARD ATTENDANCE 100%; 7 of 7 meetings

DATE OF May 1993 FIRST APPOINTMENT

NO. OF YEARS ON THE 27 years

BOARD

DIRECTORSHIP/S IN OTHER REPORTING China Banking Corporation Director

ALFREDO E. PASCUAL

Lead Independent Director

Chairman, Corporate Governance Committee Chairman, Related Party Transactions Committee Member, Audit Committee

Member, Compensation Committee Member, Risk Management Committee



Alfredo E. Pascual is the Lead Independent Director of SMIC. He was the President and CEO of the Institute of Corporate Directors (ICD) in 2018 & 2019. From 2011 to 2017, he led the University of the Philippines (UP) System as President and Board Co-Chair. Before UP, Mr. Pascual worked at the Asian Development Bank (ADB) for 19 years in such positions as Director for Private Sector Operations, Director for Infrastructure Finance, and Advisor for Public-Private Partnership (Infrastructure Development). At ADB, he had postings in India and Indonesia as well as board directorships in ADB's investee companies in China, India, and the Philippines. Earlier on, Mr. Pascual held executive positions in investment banking companies, e.g., First Metro Investment Corporation and was a finance professor at the Asian Institute of Management (AIM). Currently also, he is an independent director at other publicly-listed companies and a trustee at nonprofits and foundations. He finished MBA and BS Chemistry (cum laude) at UP.

100%; 7 of 7 meetings BOARD ATTENDANCE

DATE OF April 2017 FIRST APPOINTMENT NO. OF YEARS ON THE

3 years BOARD

Megawide Construction Corporation

Independent Director DIRECTORSHIP/S IN OTHER REPORTING Asiabest Group International Inc. Independent Director COMPANIES Independent Director Concepcion Industrial Corporation

TOMASA H. LIPANA

Independent Director

Chairperson, Audit Committee Member, Corporate Governance Committee



EDUCATION/EXPERIENCE

Tomasa H. Lipana is an independent director of SMIC. She is a former Chairperson and Senior Partner of Isla Lipana & Co., the Philippine member firm of PricewaterhouseCoopers. She is also an independent director and Audit Committee Chairperson of Flexo Manufacturing Corporation, and Trade and Investment Development Corporation of the Philippines (Philippine Guarantee Corporation, formerly Philippine Export Import Credit Agency), a governmentowned and controlled corporation. Previously, she was an independent director of Goldilocks Bakeshop Inc., Inter-Asia Development Bank, and QBE Seaboard Insurance Philippines. She is a fellow and trustee of the Institute of Corporate Directors. She is also a trustee of the Shareholders' Association of the Philippines, Inc., among other non-profit organizations. Ms. Lipana took up Executive Education/Management Development Programs at Harvard Business School, University of Western Ontario, and Asian Institute of Management. She received the Outstanding CPA in the Public Practice Award from the Philippine Institute of Certified Public Accountants and the Outstanding Alumna Award from the University of the East where she graduated Cum Laude. She is also a CPA Board placer.

BOARD ATTENDANCE

100%; 7 of 7 meetings

DATE OF FIRST APPOINTMENT

April 2016

NO. OF YEARS ON THE BOARD

4 years

DIRECTORSHIP/S
IN OTHER REPORTING
COMPANIES

Currently no directorships in other reporting companies.

ROBERT G. VERGARA
Independent Director



Chairperson, Risk Management Committee Member, Corporate Governance Committee Member, Related Party Transactions Committee

EDUCATION/EXPERIENCE

Robert G. Vergara is an Independent Director of SMIC. He was recently appointed as an Independent Director of Metro Pacific Hospital Holdings, Inc. (MPHHI). He is currently the President of Vergara Advisory Management, Inc. founded in May 2018. He also sits as an Independent Director of STI Holdings since July 27, 2017. From September 2010 to October 2016, he served as the President and General Manager and Vice-Chairman of the Board of Trustees of the Government Service Insurance System (GSIS). As President and General Manager of GSIS, Mr. Vergara also served as Vice Chairman and Director of National Reinsurance Corporation of the Philippines, Manila Hotel Corporation, and Member of the Board of Directors of Philippine Stock Exchange, Philippine Health Insurance Corporation, Philippine National Construction Corporation and Housing and Urban Development Coordinating Council. Before that, he was the Managing Director and Founding Partner of Cannizaro (Hong Kong) Limited from October 2006 to September 2010. From 2002 to 2006, he was a Director of Lionhart (Hong Kong) Ltd. He was a Principal in Morgan Stanley Asia Ltd. from 1997-2001 and served as the Managing

Director of IFM Asia Ltd. from 1990 to 1997. He obtained his Master in Business Administration from Harvard Graduate School of Business Administration. He graduated *magna cum laude* from Ateneo De Manila University with Bachelor of Science degrees in Management Engineering and Mathematics.

BOARD ATTENDANCE 100%; 4 of 4 meetings

DATE OF FIRST APPOINTMENT

April 2019

NO. OF YEARS ON THE

BOARD

1 year

DIRECTORSHIP/S

IN OTHER REPORTING

COMPANIES

Metro Pacific Hospital Holdings, Inc. Independent Director