



PRIME

Notice of Annual Stockholders' Meeting
April 24, 2018 | 2:30p.m.
Forbes Ballroom 1 & 2, Conrad Manila
Seaside Boulevard cor. Coral Way, Mall of Asia Complex, Pasay City

To all Stockholders:

The annual meeting of the stockholders of **SM PRIME HOLDINGS, INC.** will be held on **April 24, 2018** at **2:30 p.m.** at **Forbes Ballroom 1 & 2, Conrad Manila, Seaside Boulevard cor. Coral Way, Mall of Asia Complex, Pasay City.**

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Meeting of Stockholders Held on April 25, 2017
4. Approval of Annual Report for 2017
5. General Ratification of the Acts of the Board of Directors, Board Committees and Management
6. Election of Members of the Board of Directors for 2018-2019
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

Each agenda item for approval is explained in the Definitive Information Sheet, with brief details and rationale in the attached **Annex A**.

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange on **March 28, 2018** as the record date for the determination of stockholders entitled to the notice of, and to vote at, the meeting and any adjournment thereof.

In case you cannot personally attend the meeting, you may accomplish a proxy form (which need not be notarized) and submit it to the office of the Corporate Secretary at the 33rd Floor, The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City at least seventy-two (72) hours before the date of the meeting in accordance with the By-Laws of the Corporation. Validation of proxies will be conducted on April 23, 2018 at 11am at 10th Floor, Mall of Asia Arena Annex Building, Coral Way cor. J.W. Diokno Blvd., Mall of Asia Complex, Pasay City, Philippines.

For your convenience in registering your attendance, please bring proof of identification such as passport, driver's license, or a company I.D.

Pasig City, 28 February 2018.

A handwritten signature in black ink, appearing to read 'Elmer B. Serrano', written over a light blue horizontal line.

ELMER B. SERRANO
Corporate Secretary

Annex A
Agenda Items for Approval

Agenda Item No. 3: Approval of Minutes of the Annual Stockholders' Meeting Held on April 25, 2017

The draft minutes of the annual stockholders' meeting held on April 25, 2017 were posted on the Company's website within twenty-four (24) hours from adjournment of the meeting. These minutes are subject to stockholders' approval during this year's stockholders' meeting. Results of the 2017 annual stockholders' meeting were likewise timely disclosed to the Securities and Exchange Commission and the Philippine Stock Exchange.

Agenda Item No. 4: Approval of Annual Report for the Year 2017

The Company's 2017 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended 31 December 2017. The AFS, as audited by the external auditor Sycip Gorres Velayo & Co. (SGV&Co.) which expressed an unqualified opinion therefor, have been reviewed and approved by the Audit Committee and the Board of Directors of the Company. Any stockholder who would like to receive a hard or soft copy of the 2017 Annual Report may do so through the Investor Relations Office. The 2017 Annual Report is also posted on the Company's website.

Agenda Item No. 5: General ratification of the acts of the Board of Directors, Board Committees and the Management from the Date of the Last Annual Stockholders' Meeting up to the Date of this Meeting

The Company's performance in 2017, 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. The ratification of the acts undertaken by the Board of Directors, Board Committees, and Management is subject to stockholders' approval during this year's stockholders' meeting.

Agenda Item No. 6: Election of Directors for 2018-2019

Incumbent Directors of the Company have been pre-qualified by the Company's Corporate Governance Committee for election as directors for 2018-2019. The Directors' proven competence, expertise and qualifications based on current regulatory standards, will help sustain the Company's solid performance for the benefit of all its stockholders. The profiles of the Directors are posted on the Company's website and are also here attached for your reference. Directors for 2018-2019 will be elected during this year's stockholders' meeting.

Agenda Item No. 7: Appointment of External Auditor

Upon recommendation of the Audit Committee, the Board approved and endorses for stockholder approval the re-appointment of SGV&Co. as the Company's external auditor for 2018. SGV&Co. is one of the top auditing firms in the country and is duly accredited with the SEC. The appointment of SGV&Co. as external auditor of the Company for 2018 is subject to stockholders' approval during this year's stockholders' meeting.