



## Notice of Annual Stockholders' Meeting

April 20, 2021 | 2:30p.m.

Dear Stockholders:

The annual stockholders' meeting of SM PRIME HOLDINGS, INC. (the Company) will be held virtually on **April 20, 2021 (Tuesday)** at 2:30 p.m. Proceedings will be livestreamed and voting will be conducted *in absentia* through the Company's secure online voting facility.

### AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Meeting of Stockholders held on June 15, 2020
4. Approval of Annual Report for 2020
5. Open Forum
6. General Ratification of Acts of the Board of Directors, Board Committees and Management
7. Election of Directors for 2021-2022
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

Please refer to **Annex A** for a brief explanation of each agenda item for approval.

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange on **March 22, 2021** as the record date for the determination of stockholders entitled to notice of, to participate, and to vote *in absentia*, at such meeting and any adjournment thereof.

Stockholders who intend to participate in the virtual meeting and to exercise their vote *in absentia* must notify the Corporate Secretary by registering at [asmregister.smprime.com](http://asmregister.smprime.com) and submitting supporting information listed there on or before **April 17, 2021**. All information submitted will be subject to verification and validation by the Corporate Secretary.

Stockholders who wish to appoint a proxy should submit advance electronic copies of their duly accomplished proxy forms during registration, and must send the originals on or before **2:30 p.m. on April 17, 2021 (Saturday)** at the Office of the Corporate Secretary at 33<sup>rd</sup> Floor The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City for validation pursuant to the Company's By-laws. A sample format of the proxy form for individual and corporate stockholders are attached.

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

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

Thank you.

Pasig City, February 26, 2021.

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

**ELMER B. SERRANO**  
Corporate Secretary

## **Annex A**

### **Rationale for Agenda Items:**

#### **Agenda Item No. 3: Approval of Minutes of the Annual Stockholders' Meeting Held on June 15, 2020**

The draft minutes of the annual stockholders' meeting held on June 15, 2020 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 meeting.

#### **Agenda Item No. 4: Approval of Annual Report for the Year 2020**

The Company's 2020 performance has been duly summarized in the Annual Report, which also contains the Audited Financial Statements (AFS) of the Company for the year ended 31 December 2020. 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 2020 Annual Report may do so through the Company's Investor Relations Office. The 2020 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 2020, 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 sought for this meeting.

#### **Agenda Item No. 6: Election of Directors for 2021-2022**

Nominees to the Board of Directors of the Company have been pre-qualified by the Company's Corporate Governance Committee for election as directors for 2021-2022. The nominees' 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 nominees are posted on the Company's website and are also here attached for your reference. Directors for 2021-2022 will be elected during this stockholders' meeting.

#### **Agenda Item No. 7: Appointment of External Auditor**

With the endorsement of the Audit Committee, the Board approved the reappointment of SGV&Co. as the Company's external auditor for 2021. SGV&Co. is one of the top auditing firms in the country and is duly accredited with the Securities and Exchange Commission.