

MINUTES OF THE ANNUAL MEETING OF THE
STOCKHOLDERS OF

SM PRIME HOLDINGS, INC.

Held on 25 April 2022 at 2:30 p.m.
At the Forbes Ballroom 1 and 2, Conrad Manila
Seaside Blvd. corner Coral Way,
Mall of Asia Complex, Pasay City
(Livestreamed via Zoom Webinar)

DIRECTORS PRESENT:

HENRY T. SY, JR.	Chairman of the Board Member, Executive Committee
AMANDO M. TETANGCO, JR.	Vice Chairman and Lead Independent Director Chairperson, Audit Committee Member, Risk Oversight Committee Member, Corporate Governance Committee Member, Related Party Transactions Committee
DARLENE MARIE B. BERBERABE	Independent Director Chairperson, Corporate Governance Committee Chairperson, Related Party Transactions Committee Member, Audit Committee
J. CARLITOS G. CRUZ	Independent Director Chairman, Risk Oversight Committee Member, Corporate Governance Committee Member, Audit Committee
HANS T. SY	Director Chairman, Executive Committee
HERBERT T. SY	Director Member, Executive Committee
JORGE T. MENDIOLA	Non-Executive Director Member, Audit Committee Member, Risk Oversight Committee Member, Related Party Transactions Committee
JEFFREY C. LIM	Director and President Member, Executive Committee

ALSO PRESENT:

TERESITA T. SY-COSON
ELIZABETH T. SY
JOSE T. SIO

Adviser to the Board
Adviser to the Board

JOHN NAI PENG C. ONG
ELMER B. SERRANO
MARVIN PERRIN L. PE
CHRISTOPHER S. BAUTISTA
ALEXANDER D. POMENTO
BELINDA T. BENG-HUI

Adviser, Audit Committee and Risk Oversight
Committee
Chief Finance Officer/ Corporate Information Officer
Corporate Secretary
Chief Risk Officer/Compliance Officer
Chief Audit Executive
Vice President - Investor Relations
SyCip Gorres Velayo & Co.

Stockholders present in person or
represented by proxy

23,617,282,997 shares (Please see Record of
Attendance here attached as **Annex A**)

1. Call to Order

The meeting opened with an invocation followed by the Philippine National Anthem. The host then acknowledged the presence of all directors and key officers of **SM Prime Holdings, Inc.** (the **Company**). Atty. Elmer B. Serrano, Corporate Secretary, then introduced Mr. Amando M. Tetangco, Jr., Vice Chairman of the Board, to act as Chairman of the Meeting with the authority of the Chairman of the Board, Mr. Henry T. Sy, Jr.

Mr. Amando M. Tetangco, Jr. welcomed the stockholders and guests 2022 Annual Stockholders' Meeting of the Company, held in-person at Conrad Manila and streaming live via Zoom Webinar. He then called the meeting to order and presided over the proceedings. The Corporate Secretary recorded the minutes of meeting.

2. Certification of Notice and Quorum

Before proceeding with the meeting, the Chairman requested the Corporate Secretary to certify to the posting and publication of notice and existence of a quorum.

The Corporate Secretary certified that, in compliance with rules issued by the Securities and Exchange Commission, the notice of this meeting, the Definitive Information Statement, and the Company's "Guidelines for In-Person and Remote Participation and Voting in Absentia" were uploaded via PSE EDGE on March 17, 2022 and posted on the Company's website, also beginning 17 March 2022.

In addition, the notice of meeting was published in the Business Sections of Manila Bulletin and the Philippine Daily Inquirer on March 21 & 22, 2022, in print and online formats.

The Corporate Secretary then certified that based on record of attendance, stockholders attending by proxy and stockholders who have registered to remotely join the virtual meeting represent **23,617,282,997** common shares, constituting **81.78%** of the total outstanding capital stock of the Company as of record date 18 March 2022. He then certified that a quorum was present for the transaction of business by the stockholders.

The Corporate Secretary announced that SyCip Gorres Velayo & Co. has been engaged as third-party tabulator of votes cast for the meeting. He also informed participants that the meeting will be recorded in accordance with SEC rules.

3. Approval of Minutes of the Annual Stockholders' Meeting held on 20 April 2021

The Chairman proceeded to the next item in the agenda which is the approval of the minutes of the annual meeting of stockholders held on 20 April 2021. A copy of the minutes was posted on the Company's website soon after last year's annual meeting adjourned. The minutes have also been appended to the Definitive Information Statement which was posted on PSE EDGE.

The Corporate Secretary stated for the record that unqualified votes cast for each item for approval shall be counted in favor of the matter under consideration.

He then presented the tabulation of votes casted for the approval of the minutes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
23,617,279,736	100.00	0	0	3,261	0.00

With the above votes in favor, the following resolution was passed and adopted:

"RESOLVED, that the minutes of the annual meeting of stockholders held on 20 April 2021 are approved."

4. Approval of 2021 Annual Report and 2021 Audited Financial Statements

The Chairman then requested Mr. Jeffrey C. Lim, President, to present his report on the results of operations for 2021. The President reported as follows:

"Good afternoon, ladies and gentlemen. To everyone who are tuned in virtually, and to all who are with us here in Conrad Manila, welcome to the 2022 Annual Stockholders' Meeting of SM Prime Holdings, Inc. We are glad to see you safe and well.

While 2021 was yet another challenging year, it was also a year which proved that Filipinos' innate resiliency and solidarity can withstand any adversities. Our presence in this gathering today serves as a testament that when we work together, we can rise above difficulties.

Our joint efforts since the pandemic started have generated tremendous support not only within our Company but also with the government and private sectors who collectively worked to contain the spread of COVID-19. In particular, your company has been very active in helping various local government units to rise above this unprecedented crisis.

We repurposed our MOA Arena into a mega swabbing facility while our malls hosted LGU-led vaccinations all over the country. Our hotels catered to returning OFWs as quarantine facilities. Truly, our integrated development properties serve a much larger purpose, and this time for the health and welfare of our fellow Filipinos. To date, our 66 vaccination sites across the country have administered almost 10 million vaccines to millions of Filipinos, young and adult.

In 2021, Your Company reported a 21% increase in consolidated net income at PHP21.8 billion from PHP18.0 billion in 2020. This is on the back of PHP82.3 billion consolidated revenues, which is of the same level in the previous year. Consolidated

operating income increased by 11% to PHP32.4 billion from PHP29.1 billion.

SM Prime's residential business unit led by SM Development Corp. (SMDC) remained the biggest contributor to your Company's consolidated revenues at 56%, which is equivalent to PHP45.9 billion in real estate revenues.

SMDC recorded PHP98.9 billion of sales take-up in 2021 as it continues to expand in various key areas in our country including Sands Residences in Manila City, Twin Residences in Las Piñas, Ice Tower in Pasay City, and several other projects in Parañaque, Baliuag, Bulacan, Sta. Rosa, Laguna, and Jaro, Iloilo.

Meanwhile, SM Prime's mall business reported PHP30.1 billion revenues in 2021, 6% higher than PHP28.3 billion in 2020. This makes up 36% of SM Prime's consolidated revenues.

With the easing of mobility restrictions in most key areas in the Philippines, including Metro Manila, your Company officially opened SM City Daet, its first mall in Camarines Norte, followed by the most awaited opening of the MOA Square, which houses the first IKEA store in the Philippines and the biggest IKEA store in the world. Finally, we capped off 2021 with the opening of SM City Grand Central in Caloocan City, Metro Manila.

Your Company's other businesses including offices, hotels, and convention centers, remain resilient in 2021 as it reported PHP6.6 billion consolidated revenues, 4% higher from the previous year.

The commercial properties business segment recorded PHP5.0 billion revenues, 5% higher than the prior year, while the hotels and convention centers business segment generated PHP1.6 billion revenues. In 2021, we launched the Mega Tower in Mandaluyong City, while SM Hotels and Convention Centers officially opened Park Inn by Radisson - Bacolod as we continue our integrated development plan in the region.

We have also advanced our sustainability program in 2021. We are pleased to share with you that your Company committed to increase the share of renewable energy in its electricity consumption by up to 50% across its various business segments by the end of 2022. This is in support of the Department of Energy (DOE)'s program of moving up the renewable energy supply component of the country to 35% by 2030. We have started executing this with our recent forged partnership with renewable energy companies to supply clean and renewable energy to our facilities.

This initiative, which was spearheaded by our Chairman of the Executive Committee, Mr. Hans Sy, will provide clean power and minimize carbon footprint emission to more than 50 operating facilities of SM Prime.

Furthermore, together with SM Investments Corp., we solidified our commitment and accountability to protecting the environment by signing up and supporting the Task Force on Climate-related Financial Disclosures in its goal of creating a more resilient financial system through better climate risk disclosures. This is alongside the constant inclusion of your Company in the global Financial Times

Stock Exchange' FTSE4Good Index Series for demonstrating strong environmental, social, and governance practices.

SM Prime pledges to embark on a four-year group-wide sustainability roadmap leading to 2025. With primary focus on UN SDG 13 or Climate Action, particularly on the use of water, waste, and energy. In the next two years, the campaign will employ an integrative approach that will lead to scalable results.

I want to take this opportunity to thank you, our stakeholders, for your trust as we continue to innovate and develop new ways to support our businesses and communities. To our board of directors, your guidance and insights have been valuable to the sustainable development of the Company. And to the women and men - our employees and workforce service partners - we thank you for your dedication to provide convenience, comfort and safety in our workplaces.

Let us all continue pushing for a better tomorrow as we work together and embark on a new era filled with remarkable partnerships, and safer and brighter future.

May the goodness of life bring peace and comfort to everyone.

Good afternoon again to everyone.”

The Chairman thanked the President for his report. He then asked the Corporate Secretary to announce the results of voting. The Corporate Secretary presented the tabulation of votes as follows:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
23,612,807,886	99.98	539,500	0.00	3,935,611	0.02

With the above votes in favor, the following resolution was passed and adopted:

“RESOLVED, that the 2021 Annual Report and the 2021 Audited Financial Statements are approved.”

5. Announcement of Cash Dividends

The Chairman then announced that in its regular meeting just adjourned, the Board of Directors has approved cash dividends comprising 15% of the 2021 net income, or Php0.097 per share. This amounts to a total of approximately Php2.801 billion Pesos in favor of all stockholders of record as of 11 May 2022, and payable on 24 May 2022. Stockholders and guests applauded the announcement.

6. Ratification of the Acts of the Board of Directors and Management

The next item in the agenda is the ratification of all acts and resolutions made and adopted by the Board of Directors and carried out by Management during their term, or from the date of the last annual stockholders' meeting up to this meeting. These corporate acts are detailed in the Definitive Information Statement provided to all stockholders of record.

The Corporate Secretary presented the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
23,380,717,047	99.00	741,600	0.00	235,802,350	1.00

With the above votes in favor of approval, the following resolution was passed and adopted:

“RESOLVED, that the acts of the Board of Directors and Management during their term or from the date of the last annual stockholders’ meeting up to this meeting are ratified.”

7. Election of Directors for 2022-2023

The next item in the agenda is the election of directors for the year 2022-2023. The Chairman requested Ms. Darlene Marie Berberabe, Chairperson of the Corporate Governance Committee, to present the nominees to the Board.

Ms. Berberabe discussed that the Corporate Governance Committee has pre-screened and short-listed candidates qualified to be elected to the Board of Directors. She then announced the names of the following nominees to the Board for 2022-2023:

Mr. Henry T. Sy, Jr.
Mr. Hans T. Sy
Mr. Herbert T. Sy
Mr. Jorge T. Mendiola
Mr. Jeffrey C. Lim

Independent Directors

Ms. Darlene Marie B. Berberabe
Mr. Amando M. Tetangco, Jr.
Mr. J. Carlitos G. Cruz

The Corporate Secretary thereafter presented the number of votes garnered by each of the nominees:

Nominee	No. of Votes
Henry T. Sy, Jr.	23,105,840,773
Hans T. Sy	22,167,589,213
Herbert T. Sy	22,167,589,213
Jorge T. Mendiola	22,394,961,716
Jeffrey C. Lim	23,463,470,873
Darlene Marie B. Berberabe	22,683,472,591
Amando M. Tetangco, Jr.	22,528,837,238
J. Carlitos G. Cruz	22,607,309,651

The Corporate Secretary explained that since there are only eight (8) nominees and with the votes received, all nominees have obtained sufficient votes for election.

The following resolution was therefore passed and adopted:

“RESOLVED, that following are elected to the Board of Directors of SM Prime Holdings, Inc. for 2022-2023, to serve as such directors until their successors have been duly qualified and elected:

Henry T. Sy, Jr.
Hans T. Sy
Herbert T. Sy
Jorge T. Mendiola
Jeffrey C. Lim

Independent Directors

Darlene Marie B. Berberabe
Amando M. Tetangco, Jr.
J. Carlitos G. Cruz

After the voting results were announced, the Chairman congratulated the newly-elected members of the Board.

8. Appointment of External Auditor

The next item in the agenda is the appointment of the Company's external auditor for 2022. The Corporate Secretary informed the stockholders that the Audit Committee processed and screened the nominees for external auditor and recommended, as confirmed by the Board of Directors, the appointment of SyCip, Gorres, Velayo & Co. as external auditor for 2022.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
22,749,692,447	96.33	867,587,289	3.67	3,261	0.00

With the above votes in favor of approval, the following resolution was passed and adopted:

“RESOLVED, that the appointment of SyCip, Gorres, Velayo & Co. as external auditor for 2022 is approved.”

9. Open Forum

The Chairman then proceeded with the Question-and-Answer portion of the meeting. He opened the floor for questions and comments from our shareholders.

The first question was from Ms. Perpetua Ngo, who asked what malls the Company will open in 2022. Mr. Jeffrey Lim, President of the Company, responded that the Company opened SM City Roxas last 08 April 2022, and will open SM City Tuguegarao, SM City Sorsogon, and SM City Tanza in Cavite for the remainder of 2022.

The second question was from Ms. Dawn Bernabe, who asked how many SMDC units the Company is planning to launch this year. The President responded that approximately 12,000 units were launched in 2021, and for 2022, the Company plans to launch 12,000 to 15,000 units, up to 20,000 units, depending on the circumstances.

Ms. Mika Gancayco also asked the President on the planned CAPEX for 2022. The President responded that the Company is budgeting P80 billion for CAPEX for 2022. Approximately 80% would be allotted to developmental projects while the remaining 20% will be used for landbank acquisition and for other business units.

The next question was from Mr. Nestor Lim in relation to the prospects of real estate in terms of rentals. Specifically, he asked if the Company sees a decline in the demand on rentals and purchases of real estate. The President responded that the Company hopes that there will be no decline in both the rentals and residential developments. However, the President explained that there are a lot of dependencies in the market, especially with the ongoing world events, such as the Zero Covid Policy in China, the war in Ukraine, and the Covid-19 pandemic. He added that the Company continues to find ways and look for opportunities, and with the current circumstances since reopening and the Alert Level 1 in Metro Manila, the outlook remains positive. While pre-pandemic levels may not be reached in 2022, the Company targets to reach 80% to 90% foot traffic. He also stated that the Company is optimistic for the prospects for the year.

The last questions were from Mr. Ishmael Sam Canua, who asked about the performance of hotel accommodations since the reopening of tourism industry in February 2022. The President responded that the performance is still not at pre-pandemic levels but the occupancy levels of the Company's hotels have increased to 49% from 39% in 2021. The President stated that the Company believes will continue to improve for the remainder of the year. Mr. Canua also inquired about the performance of the convention centers. The President answered that the Company has received significant bookings for convention centers, including the Arena, for PBA games and concerts.

There being no other questions, the Corporate Secretary stated that the open forum has ended. He advised the shareholders that for questions not addressed during the meeting, the Company's Investor Relations team will endeavor to answer them via email.

The Chairman thanked the shareholders for participating in the Open Forum.

10. Other Matters

The Chairman inquired if there were other matters that could properly be taken up at the meeting. The Corporate Secretary confirmed that there were none.

11. Adjournment

There being no further business to transact, the Chairman thanked everyone who joined the meeting and wished everyone good health. Thereafter, the meeting was adjourned.

CERTIFIED CORRECT:

ELMER B. SERRANO
Corporate Secretary

ATTESTED BY:

AMANDO M. TETANGCO, JR.
Chairman of the Meeting

SM Prime Holdings, Inc.
Annual Stockholders' Meeting
25 April 2022, 2:30 p.m.

Record of Attendance

Total number of voting shares outstanding	28,879,231,694
Total number of shares represented in person, by participant brokers, and by proxies	23,617,282,997
Attendance percentage	81.78%