

MINUTES OF THE ANNUAL MEETING OF THE
STOCKHOLDERS OF

SM PRIME HOLDINGS, INC.

Held on 25 April 2023 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

JOHN NAI PENG C. ONG

ELMER B. SERRANO
ARTHUR A. SY
MARVIN PERRIN L. PE
JOANA B. TIANGCO
ALEXANDER D. POMENTO
BELINDA T. BENG-HUI

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

Stockholders present in person or
represented by proxy

25,658,056,980 shares (Please see Record of
Attendance herein 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. Henry T. Sy Jr., the Chairman of the Board.

The Chairman welcomed the stockholders and guests 2023 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 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 Remote Participation and Voting in Absentia" were uploaded via PSE EDGE on March 10, 2023 and posted on the Company's website, also beginning 10 March 2023.

In addition, the notice of meeting was published in the Business Sections of Manila Bulletin and the Philippine Daily Inquirer on March 20 & 21, 2023, 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 **25,658,056,980** common shares, constituting **88.85%** of the total outstanding capital stock of the Company as of record date 17 March 2023. 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 25 April 2022

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 25 April 2022. 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	%
25,658,056,980	100.00	0	0	0	0

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 25 April 2022 are approved."

4. Approval of 2022 Annual Report and 2022 Audited Financial Statements

The Chairman then requested Mr. Jeffrey C. Lim, President, to present his report on the results of operations for 2022. The President reported as follows:

"Good afternoon, ladies and gentlemen. Let me welcome everyone to SM Prime Holdings Inc.'s 2023 Annual Stockholders' Meeting. I hope you are all well as we gather once again to celebrate the past year and welcome this new chapter with renewed hopes and a positive outlook.

We welcomed 2022 with a more straightforward path to recovery despite the surge of COVID-19 cases at the beginning of the year due to the Omicron variant. With the reopening of borders, relaxation of health and safety protocols, and full access to various means of transportation, we gained momentum in delivering our commitment to build and manage innovative and sustainable lifestyle cities across the country.

Through our continued pursuit of growth and expansion, SM Prime remains steadfast in empowering the communities we serve, reaching greater footprint in key areas in the country.

In 2022, SM Prime reported a consolidated net income of PHP30.1 billion, 38% higher than PHP21.8 billion in 2021. This is supported by a 29% increase in consolidated revenues to PHP105.8 billion from last year's PHP82.3 billion. Your Company's consolidated assets reached PHP874.2 billion from PHP804.4 billion in the previous year. These results were achieved despite the challenges we faced, due to rising inflation and interest rates, affecting the supply chain domestic spending.

SM Prime's mall business accounts for 52% of consolidated revenues. Malls based in the Philippines registered PHP49.8 billion in revenues in 2022, more than double of the reported PHP24.1 billion in the previous year. These results

were due to the resumption of full rental fees in the second half of 2022 and the notable recovery in the entertainment industry that pushed SM Prime's cinema, event ticket sales, and other revenues to PHP5.7 billion.

SM Prime expanded certain malls and opened four new malls in the Philippines namely SM City Roxas in Capiz, SM City Tanza in Cavite, SM City Sorsogon in Bicol, and SM City Tuguegarao in Cagayan.

These has brought the SM Malls to 89 in total – 82 in the Philippines and 7 in China, wherein 58 malls are located in the provincial areas, and 24 malls are in Metro Manila.

SM Prime's residential business group, led by SM Development Corp. (SMDC), posted PHP40.1 billion in revenues in 2022, versus PHP45.9 billion registered in 2021. SMDC's reservation sales reached PHP102 billion in 2022, slightly higher than PHP98.9 billion in 2021.

Throughout 2022, we launched three new residential developments namely Vail Residences in Cagayan de Oro, Now Residences in Pampanga, and Zeal Residences in General Trias, Cavite.

Your Company's office and hotel and convention center businesses, which account for 10% of the consolidated revenues, recorded a 59% growth in revenues to PHP10.5 billion in 2022 from PHP 6.6 billion in 2021. SM Prime's office business segment registered PHP6.1 billion in revenues in 2022, 22% higher than PHP5.0 billion in 2021. The hotel and convention center business segment reported PHP4.3 billion in revenues in 2022, almost triple the previous year's PHP1.6 billion revenue.

In 2022, SM Prime launched FourE-Com Center, which is located here in the Mall of Asia Complex in Pasay City, as well as the SMX Clark Convention Center in Pampanga, which is nestled alongside SM City Clark and Park Inn Radisson.

With almost 10 years since we integrated SM Group's property business under SM Prime, we now have 22 Lifestyle Cities in the country - 11 in Metro Manila and 11 in the provincial areas including Pampanga, Bulacan, Cavite, Cebu, and Davao to name a few. With these Lifestyle Cities, we remain as centers of trade, entertainment, and tourism, providing MSMEs various venues to showcase their products and services to different customers.

As a champion of climate action in the Philippines, we ramped up our programs to further improve the quality of life of the communities we serve and provide sustainable solutions to promote a green planet.

In 2022, we achieved our goal of increasing the use of renewable energy to 50%. This development will strengthen our commitment to the Department of Energy's program of moving up the renewable energy supply component of the Philippines to 35% by the year 2030.

SM Prime is working with WWF Philippines to help us establish our commitment and targets, and align with the global commitment, which is to achieve net zero by 2050. We strive to work on achieving net zero emissions, or the point where our generated greenhouse gas emissions are in balance with our emissions reduction activities.

SM Prime established our near- and long-term science-based targets for 2030 and 2035 respectively, which is currently being verified by WWF Philippines, as we commit to achieve net zero by 2040.

Simultaneously, we strengthened our partnership with WWF for Nature to enhance our reporting by setting targets in line with the Paris Agreement's goal of limiting global warming to 1.5 degrees Celsius. This complements our continuous efforts to keep and protect the environment and natural resources in our Hamilo Coast property in Nasugbu, Batangas.

Your Company also campaigned to reduce water consumption by building sewage treatment plants on our properties to recycle water. This will lessen our operations' dependence on freshwater sources for non-potable uses. We are proud to say that 20 of our malls are built with rainwater catchment basins to help prevent flooding in surrounding communities.

Through SM Cares, our corporate social responsibility arm, we hosted the International Coastal Cleanup last September 2022, bringing together thousands of volunteers to help reduce waste in our coastal areas. We have implored several waste reduction programs such as Trash to Cash, Plastic Waste Collection, and the phase-out of single-use plastics in our hotels.

In the coming years, expect more meaningful experiences and treasured values with SM Prime as we commit to developing more communities that can uplift the lives of millions of people. We will continue integrating modern-day learning with inherited values and aspirations as we rise from future challenges.

Let me take this opportunity to express my gratitude to our shareholders who serve as our reminders and guide for everything that we do. To our public and private partners, who remain with us and continue to collaborate with us, may the coming years be an opportunity for us to grow together and achieve new heights that will enable better life conditions to everyone. To our board of directors, we appreciate the expertise and continued support you've been providing to the whole Company as we commit to better and stronger growth in the coming years.

Lastly, to the hardworking women and men of SM Prime Holdings, Inc., we are truly grateful for your years of service with us, and we hope that we'll have more time to reach more goals not only for our Company, but for our personal lives as well.

Let us continue gaining inspiration and strength from one another as we work towards a safer and better future filled with gratitude and positive hopes for our country, our communities, and ourselves.

Thank you and Mabuhay!"

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	%
25,653,183,030	99.98	0	0	4,873,950	0.02

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

“RESOLVED, that the 2022 Annual Report and the 2022 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 of Php0.237 per share. This amounts to a total of approximately Php6.8 billion Pesos in favor of all stockholders of record as of 10 May 2023, and payable on 24 May 2023. 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	%
25,650,113,830	99.97	936,000	0.00	7,007,150	0.03

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 2023-2024

The next item in the agenda is the election of directors for the year 2023-2024. The Chairman requested the 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 2023-2024:

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.	24,660,242,289
Hans T. Sy	24,697,277,029
Herbert T. Sy	24,615,379,365
Jorge T. Mendiola	24,436,852,576
Jeffrey C. Lim	25,551,224,320
Darlene Marie B. Berberabe	24,698,278,426
Amando M. Tetangco, Jr.	24,596,373,748
J. Carlitos G. Cruz	24,166,797,228

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 2023-2024, 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 2023. 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 2023.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
24,836,046,353	96.80	822,010,627	3.20	0	0

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 2023 is approved.”

9. Open Forum

The Chairman then proceeded with the Open Forum. He opened the floor for questions and comments from our shareholders.

The first question was from Mr. Ronhel Vinn Papa, who congratulated the directors and Management for the outstanding 2022 results of operations. Mr. Papa requested for an update on mall operations. Mr. Lim responded that mall operations have significantly recovered after the easing of the restrictions that began in the first quarter of 2022. The Company has started to charge full rental payments beginning July 2022 and occupancy and foot traffic on weekends are already at pre-pandemic levels.

Mr. Papa also requested for an update on SMPH's Mall REIT and when it will be listed. Mr. Lim responded that the Company has started the process of incorporating a REIT company and currently in discussion with advisers. The launch is estimated to second half of this year, subject to market conditions. Mr. Lim assured that details will be disclosed in due course.

The next question was from Ms. Maria Tala Exconde, who requested an update on the Pasay reclamation project. Mr. Lim responded that the project has already started and is estimated to be completed by second half of the next year.

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:

HENRY T. SY, JR.
Chairman

SM Prime Holdings, Inc.
Annual Stockholders' Meeting
25 April 2023, 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	25,658,056,980
Attendance percentage	88.85%