

SM PRIME

2025 Annual Stockholders' Meeting

Frequently Asked Questions (FAQs)

ASM Quick Facts

1. *When and where will the 2025 Annual Stockholders' Meeting (ASM) of SM Prime be held?*

Date: April 29, 2025 (Tuesday)

Time: 2:30 p.m.

Place: Forbes Ballroom 1 and 2, Conrad Manila Seaside Blvd. corner Coral Way, Mall of Asia Complex, Pasay City, with livestreaming for stockholders participating via Remote Communication

2. *Can I still attend the ASM remotely?*

Yes. The Company has provided means to allow stockholders to participate in the ASM via remote communication and to exercise their right to vote *in absentia*. The meeting will be broadcasted via livestreaming, accessible to successfully registered stockholders.

3. *What is the record date for stockholders entitled to vote and to participate?*

Close of business on March 19, 2025.

Physical Meeting

4. *How can I attend the physical meeting?*

Shareholders attending in person will be subject to the usual verification and validation at the venue.

5. *Do I need to register online to attend physically?*

No. Online registration is not required for those attending physically, unless you want to pre-cast your votes via the voting portal (Please see no. 6).

You must however bring at least one valid government-issued ID for verification purposes.

6. *Can I still vote via voting portal if attending physically?*

Stockholders attending physically may still cast their votes through the Company's secure online voting facility by registering at <https://asmregister.smprime.com> on or before **April 25, 2025 (Friday)**.

7. *What do I need to bring me with to the venue?*

Please bring at least one valid government-issued ID for verification purposes.

8. *Can I appoint a proxy to attend the physical meeting?*

Yes. You can submit a proxy form (which need not be notarized) to the office of the Corporate Secretary on or before **April 25, 2025 (Friday)** at 1105 Tower 2 High Street South Corporate Plaza, 26th Street Bonifacio Global City, Taguig City pursuant to the Company's By-laws.

Please see [here](#) for the sample formats of the proxy forms for individual and corporate stockholders.

Registration for Remote Participation and Voting *in Absentia*

9. *Who should register?*

Stockholders as of Record Date who intend to attend in the meeting remotely must register at <https://asmregister.smprime.com> on or before **April 25, 2025 (Friday)**.

Stockholders of record attending the ASM physically need not register online.

10. *If I am attending the ASM physically, do I need register?*

No. Please refer to items 4-8 for reminders on physical attendance.

11. *I registered online to attend the ASM remotely but changed my mind and will attend physically instead, what do I need to do?*

No additional step is required and you can proceed to attend the ASM physically. Please refer to items 4-8 for reminders on physical attendance.

12. *When is the registration period?*

The registration portal is open from **March 21, 2025** to **April 25, 2025**.

13. *Where do I register?*

You may register at <https://asmregister.smprime.com/>.

14. *I have provided my email address. How do I proceed with the registration?*

Once you access <https://asmregister.smprime.com/>, we will ask for your valid and active email address, where we will send the detailed instructions for registration. Please see next item for documentary requirements.

15. *What information do I have to provide to complete the registration? Do I have to submit documents?*

For verification and validation purposes, we will require your name, contact details, a copy of your valid government-issued ID, and other information and documents below as applicable **per type of shareholder**:

- Individual Stockholders

1. Copy of valid government ID of stockholder (and proxy, if applicable)
2. Number of shares registered under the name of the stockholder. (Optional)
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, if applicable)

- Multiple Stockholders or Joint owners

1. Proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the names of multiple stockholders (need *not* be notarized)
2. Number of shares registered under the name of the stockholder. (Optional)
3. Copy of valid government IDs of all registered stockholders
4. Email address and contact number of authorized representative

- Corporate Stockholders

1. Secretary's Certification of Board resolution appointing and authorizing the authorized representative or proxy to participate in the ASM
2. Valid government ID of the authorized representative or proxy
3. Number of shares registered under the name of the stockholder. (Optional)
4. Email address and contact number of authorized representative or proxy

- Stockholders with Shares under broker account

1. Certification from broker as to the number of shares owned by stockholder
2. Valid government ID of stockholder (and proxy, if applicable)
3. Number of shares registered under the name of the stockholder. (Optional)
4. If appointing a proxy, copy of proxy form duly signed by stockholder (need *not* be notarized)
5. Email address and contact number of stockholder (or proxy, if applicable)

16. I do not have an email address. Can I still register for the meeting?

No. You will need to create an e-mail address since the links for the registration, voting and livestreaming will be sent there.

17. I have multiple shares in the Company under different shareholder types/classifications (i.e., single, joint, under broker account, etc.). Can I use the same email address for all of them?

Yes. An active/valid email address can be used to register up to five (5) times for multiple shareholdings with the Company under different classifications. If you have exceeded this number of allowable registrations, please contact the Company's Investor Relations Division at (632) 8862-7942 or via e-mail at info@smprime.com.

18. I have several stock certificates of SM Prime. Do I have various log-in credentials?

No. Stockholders will be given one login details regardless of number of stock certificates issued. In the voting portal, total outstanding shares issued will be reflected and voted as you have directed.

Please note however that registration is on a per shareholder type (please see no. 15). Shares are also totaled per type of shareholder registration.

19. How do I know if my registration is successful?

You will receive an email confirming successful registration. The same email will also contain your log-in credentials and other details to access SM Prime's online voting portal.

20. How long will it take before I receive the email of successful registration?

You will be notified of successful registration within 3 days from completing the registration. Stockholders are encouraged to submit complete and accurate information to avoid delay in the validation of your registration.

21. I do not have all the information required. How do I proceed?

Certain information are mandatory so we can proceed with verification and validation. This is to ensure that only stockholders entitled to participate and to vote for the meeting are given access to the voting portal and the livestream.

Required fields are marked with red asterisk (*). You are required to fill up these entries in order for you to proceed with the registration.

As a reminder, please make sure that you have selected the correct type of stockholder at the beginning of registration to ensure that requirements being asked of you are applicable.

Please make sure also that you only tick boxes that are applicable. For example, please make sure that the box for "Are you appointing a proxy?" is unchecked if you are not appointing a proxy.

If you have further concerns, *please contact the Company's Investor Relations Division at (632) 8862-7942 or via email at info@smprime.com.*

22. Will I be informed if I am missing certain requirements?

Yes. You will be notified of any lacking requirement by the Office of the Corporate Secretary via email within 3 days from registering online. You will then have to submit remaining requirements by responding to that email.

After verification, you will then be notified of successful registration within 3 days from sending the remaining documents via email.

23. I co-own shares with others. Do we all have to register?

No. Joint owners need only appoint an authorized representative among themselves who will be the one to register and participate at the virtual meeting. We will require though the contact details of all stockholders, plus the following documents:

- a. Proof of authority of stockholder voting the shares signed by the other registered stockholders (need not be notarized)
- b. Number of shares registered under the name of the stockholder (Optional)
- c. Copy of valid Government IDs of all registered stockholders
- d. E-mail address and contact number of the authorized representative

24. What are the requirements for corporate stockholders?

For online registration, the corporation must provide the name of its authorized representative or proxy for the meeting plus the following documents:

1. Secretary's Certification of Board resolution appointing and authorizing proxy to participate in the ASM
2. Valid government ID of the authorized representative
3. Number of shares registered under the name of the stockholder (Optional)
4. Email address and contact number of authorized representative

Links to the voting portal and the livestream will be sent to the email address of the proxy.

25. I own shares through a broker, can I participate in the Annual Stockholders' Meeting?

Yes, your broker can vote your shares or you may also personally register, vote and watch the livestream.

To complete your registration, you must submit the following:

- a. Certification from broker as to the number of shares owned by stockholder
- b. Valid government ID of stockholder (and proxy, if applicable)
- c. If appointing a proxy, copy of proxy form duly signed by stockholder (need not be notarized)
- d. Email address and contact number of stockholder (or proxy, if applicable)

26. Can I appoint the Chairman of the Meeting or other members of the Board of Directors as my proxy?

Yes, you may appoint the Chairman of the Meeting or other directors as your proxy, and in which case, **you will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.**

For you to appoint the Chairman of the Meeting or a Director of SM Prime, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting or the director as your proxy for the meeting.

27. Can I register through means other than <https://asmregister.smprime.com>?

You can only register for the meeting through <https://asmregister.smprime.com> as you will be required to upload documents for identity verification.

28. What if I cannot personally register and/or participate in the virtual meeting? Can I appoint a proxy?

If you are unable to register and/or participate in the virtual meeting, you may still participate and vote through a proxy. Your proxy will also be sent the link to the livestream of the Annual

Stockholders' Meeting.

If you wish to appoint a proxy, please submit an accomplished proxy form to the Office of the Corporate Secretary at 1105 Tower 2 High Street South Corporate Plaza, 26th Street Bonifacio Global City, Taguig City no later than **April 25, 2025 (Friday)**.

You may also appoint a proxy through the online registration portal. Kindly follow the instructions that will be provided via email.

29. *What if I want to appoint a proxy but I do not know anyone who can participate on my behalf?*

Yes, you may appoint the Chairman of the Meeting as your proxy, and in which case, **you will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.**

For to you appoint the Chairman of the Meeting, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting as your proxy for the meeting.

30. *I might not be able to meet the deadline for the submission of original proxy form. Can I ask for extension?*

Yes. Kindly send an email bearing the subject “**ASM 2025 Proxy**” to the Company’s Investor Relations Division at info@smprime.com for such requests.

31. *I submitted my proxy form online. Do I still need to submit the original to the Corporate Secretary?*

Yes. The online registration portal was established only as a means to facilitate verification and validation processes where stockholders were asked to submit advance copies of the proxies electronically. If you have further queries regarding the submission of original proxy form, you may send an email bearing the subject “**ASM 2025 Proxy**” to the Company’s Investor Relations Division at info@smprime.com.

32. *Where do I vote in absentia?*

Voting *in absentia* will be done via the SM Prime’s online voting portal. You must first register at <https://asmregister.smprime.com>. Once successfully registered, your log-in credentials for the voting portal will be sent via email provided.

Stockholders attending physically are not required to vote *in absentia* or through the portal.

33. *When can I vote?*

The period for voting *in absentia* starts on **March 24, 2025** until meeting adjournment.

Once successfully registered, you will get an email containing the link to the portal, together with your log-in credentials. Upon accessing the portal, you will be able to vote on each agenda item. Once you have finalized your votes, you can proceed to submit the same by clicking the “Submit” button. Detailed information on voting are available in the Definitive Information Statement.

Email reminders will be sent every three days to successful registrations if there are no votes received in the voting portal during the voting period.

34. Where can I find my log-in credentials for the voting portal?

You must first register at <https://asmregister.smprime.com/>. Once successfully registered, your log-in credentials for the voting portal will be sent via email provided.

35. Can I still change my votes on the voting portal after submitting them?

Yes. You may still log-in within the voting period using the same login details and change your votes until the end of the voting period, in which case, the system will automatically overwrite previous votes with new authenticated ones.

36. I do not want to personally cast my votes through the voting portal but wish to participate in the livestream. Can I appoint the Chairman of the Meeting or other members of the Board of Directors as my proxy?

Yes, you may appoint the Chairman of the Meeting or other directors, in which case, **you will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.**

For to you appoint the Chairman or a Director of SM Prime, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting or the director as your proxy for the meeting.

37. What happens to my votes if I appoint the Chairman of the Meeting or any Director as my proxy?

All your votes will be automatically counted in favor of the agenda items you have specifically approved, but if you did not indicate specific votes, all will be counted in favor of the agenda items for approval.

38. Can I pre-cast my votes and not use the voting portal?

Yes, but only if you are appointing a proxy for the meeting.

During registration, you may submit a duly accomplished proxy form containing your votes to specific items in the agenda, and in which case, your proxy will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.

If you wish to receive the link to the livestream, but do not want to personally vote using the online voting portal, you may appoint the Chairman of the Meeting or other directors, in which case, **you will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.**

For to you appoint the Chairman or a Director of SM Prime, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting or the director as your proxy for the meeting.

39. *I do not want to vote but I still want to participate in the livestream. What should I do?*

Yes. During registration, you may submit a duly accomplished proxy form containing your votes to specific items in the agenda, and in which case, **your proxy will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.**

If you wish to receive the link to the livestream, but do not want to personally vote using the online voting portal, you may appoint the Chairman of the Meeting or other directors, in which case, **you will no longer receive log-in credentials and other details to access the voting portal, and will only receive the link to the livestream of the Annual Stockholders' Meeting.**

For to you appoint the Chairman of the Meeting or a Director of SM Prime, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting or the director as your proxy for the meeting.

40. *I voted online but I changed my mind and want to attend the physical meeting. What do I need to do?*

No additional step is required and you can proceed to attend the ASM physically. Please refer to items 4-8 for reminders on physical attendance.

Your pre-casted online votes will be considered as final for tabulation purposes.

41. *I have forgotten my credentials and can't find my Registration Confirmation Mail. How can I retrieve them?*

You may email Company's Investor Relations Division at (632) 8862-7942 or via email at info@smprime.com.

42. *How do we make sure that my votes are properly counted?*

The Office of the Corporate Secretary will count and tabulate votes cast through the voting portal and announce the results during the meeting. The Company also engaged SyCip Gorres Velayo & Co. (SGV) as independent third party tabulator to validate the results.

Quorum

43. *Will I be counted as part of the quorum if I am attending remotely?*

Yes, stockholders who will participate through remote communication or *in absentia* shall be deemed present for purposes of quorum for the meeting in addition to those attending the physical meeting.

44. *Will I be counted for quorum even if I don't vote?*

Yes, once you have successfully registered for the meeting or attend physically, you will be counted as part of the quorum having exercised the right to vote *in absentia* following the successful registration through the ASM portal.

45. Will I be counted for quorum even if I don't participate in the livestream?

Yes, once you have successfully registered for the meeting, you will be counted as part of the quorum.

Livestreaming

46. Who can watch and participate in the livestream?

Stockholders of record as of March 19, 2025 who successfully registered for the Annual Stockholders' Meeting at <https://asmregister.smprime.com/> and upon proper verification by the Company, will be provided a link to the livestream of the 2025 Annual Stockholders' Meeting.

47. Can I share my livestream link?

No, your livestream link is unique to you and only one person at a time may access the livestream through that link.

48. Can I ask questions during the livestreaming?

There will be an Open Forum at the end of the virtual meeting.

A section for stockholder comments/questions will also be available in the livestreaming platform.

You may also send your questions in advance by sending an email bearing the subject "**ASM 2025 Open Forum**" to info@smprime.com on or before April 28, 2025.

SM Prime will try to answer as many questions/comments during the Open Forum. For those not entertained due to time constraints, the Company's Investor Relations will endeavor to separately address after the meeting.

49. Can I record the meeting?

No. The Company will however maintain a video recording of the proceedings, available to stockholders upon request, in accordance with existing regulations.

50. I can't find the email containing my link to the livestream. How can I retrieve them?

You may email Company's Investor Relations Division at (632) 8862-7942 or via email at info@smprime.com. You will be provided a new link, which automatically disables the one previously sent.

If you have additional questions and/or concerns regarding the Online Voting Portal, you may contact the Investor Relations Division at (632) 8862-7942 or at info@smprime.com.