

**SAMPLE PROXY FORM  
(FOR INDIVIDUAL  
STOCKHOLDERS)**

The undersigned stockholder of **SM PRIME HOLDINGS, INC.** (the **Company**) hereby appoints \_\_\_\_\_ or in his/her absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to present and vote all shares registered in his/her name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on April 28, 2026 and any adjournments thereof for the purpose of acting on the following matters:

- |  |   |
|--|---|
| <p>1. Approval of minutes of previous meeting held on April 29, 2025<br/>____ Yes ____ No ____ Abstain</p> <p>2. Approval of 2025 Annual Report<br/>____ Yes ____ No ____ Abstain</p> <p>3. Ratification of the acts of the Board of Directors and the management from the date of the last annual stockholders' meeting up to the date of this meeting<br/>____ Yes ____ No ____ Abstain</p> <p>4. Election of Directors</p> <p>a. Henry T. Sy, Jr. _____ shares</p> <p>b. Hans T. Sy _____ shares</p> <p>c. Herbert T. Sy _____ shares</p> <p>d. Jeffrey C. Lim _____ shares</p> <p>e. Jorge T. Mendiola _____ shares</p> <p>f. Amando M. Tetangco, Jr. _____ shares<br/>(Independent)</p> <p>g. J. Carlitos G. Cruz _____ shares<br/>(Independent)</p> <p>h. Estela M. Perlas-Bernabe _____ shares<br/>(Independent)</p> <p>6. Appointment of Sycip Gorres Velayo &amp; Co. as External Auditor<br/>____ Yes ____ No ____ Abstain</p> | <p>7. Amendment of the Articles of Incorporation to Increase the Number of Directors from Eight (8) to Nine (9) under the Sixth Article<br/>____ Yes ____ No ____ Abstain</p> <p>8. Amendment of the Articles of Incorporation to Reclassify 100 Million Unissued Authorized Common Shares to Preferred Shares of the Company under the Seventh Article<br/>____ Yes ____ No ____ Abstain</p> <p>9. At their discretion, the proxies name above are authorized to vote upon such other matters as may properly come before the meeting.<br/>____ Yes ____ No ____ Abstain</p> <p>_____<br/>Printed Name of Stockholder</p> <p>_____<br/>Signature of Stockholder /<br/>Authorized Signatory</p> <p>_____<br/>Date</p> |
|--|---|

THIS PROXY SHOULD BE SUBMITTED ON OR BEFORE **23 APRIL 2026**, AS PROVIDED IN THE BY-LAWS TO THE OFFICE OF THE CORPORATE SECRETARY AT 1105 TOWER 2 HIGH STREET SOUTH CORPORATE PLAZA, 26TH STREET BONIFACIO GLOBAL CITY, TAGUIG CITY.

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED, AND WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED.

ALL INFORMATION COLLECTED IN THIS FORM MAY BE PROCESSED AND DISCLOSED IN ACCORDANCE WITH APPLICABLE PHILIPPINE RULES AND REGULATIONS IN LINE WITH THE SM PRIME 2026 ANNUAL STOCKHOLDERS' MEETING DATA PRIVACY STATEMENT.

**SAMPLE SECRETARY'S CERTIFICATE  
(FOR CORPORATE STOCKHOLDERS)**

I, \_\_\_\_\_, Filipino, of legal age and with office address at \_\_\_\_\_, do hereby certify that:

1. I am the duly appointed Corporate Secretary of \_\_\_\_\_ (the **Corporation**), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at \_\_\_\_\_;

2. As of record date, \_\_\_\_\_ the Corporation holds \_\_\_\_\_ (\_\_\_\_\_) shares in SM PRIME HOLDINGS, INC. (**SMPH**).

3. Based on records of the Corporation, during the lawfully convened meeting of the Board of Directors of the Corporation held on \_\_\_\_\_, the following resolution was passed and approved:

**"RESOLVED,** That the Board of Directors of \_\_\_\_\_ (the **Corporation**) hereby authorizes and appoints \_\_\_\_\_ as the Corporation's Proxy (the **Proxy**) to attend the annual stockholders' meeting of SM Prime Holdings, Inc. (**SMPH**) scheduled on **28 April 2026**, with full authority to vote the shares of stock of the Corporation held in SMPH and to act upon all matters and resolutions that may come before or presented during the meeting, or any continuances or adjournments thereof, in the name, place and stead of the Corporation;

**RESOLVED, FINALLY,** that the power and authority hereby granted shall remain valid and effective **for a period of five (5) years or** until such time as the same is withdrawn by the Corporation through notice in writing delivered to the Corporate Secretary of SMPH before the date of any such meeting or until the last day of the fifth year from the date hereof, whichever comes first, and that SMPH may rely on the continuing validity of this resolution until receipt of such written certification of its revocation."

4. The foregoing resolution has not been modified, amended or revoked, and is in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have hereunto affixed my signature this \_\_\_\_ day of \_\_\_\_\_, 20\_\_ at \_\_\_\_\_.

Printed Name and Signature of  
the Corporate Secretary

SUBSCRIBED AND SWORN TO before me this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_, Affiant exhibited to me his/her Competent Evidence of Identity by way of \_\_\_\_\_ issued on \_\_\_\_\_ at \_\_\_\_\_.

NOTARY PUBLIC

Doc. No.  
Page No.  
Book No.  
Series of 2026.