



# PROXY VALIDATION COMMITTEE MEETING

April 22, 2021





## Mandate of the Committee



- **Creation approved by the Board Corporate Governance Committee on February 27, 2014**
- **PURPOSE: To validate proxies and count the votes cast through proxies for the Annual Stockholders' Meeting**



## Committee Membership

**Aboitiz Equity Ventures Inc.**

**Manuel Alberto R. Colayco**

SVP - Chief Legal Officer/ Corporate Secretary/Chief  
Compliance Officer

**Marlita M. Villacampa**

FVP – Controller for Accounting & Operations Services

**Ma. Lourdes Y. Tanate**

Group Internal Audit Head



# Proxy Validation and Tabulation Team



- **COMPOSED OF:**
  - **Corporate Secretarial Team**
  - **Proxy Validation Committee**
  - **Board of Election Inspectors (“BEI”)  
*(Luis Canete & Co.)***

## **PURPOSE:**

**To ensure that every vote cast through proxy is counted and recorded.**



# Proxy Validation and Counting Process

**INDIVIDUAL**

**CORPORATION**

**SECURE LIST OF SHAREHOLDERS**  
from the stock and transfer agent, STSI

**PROXY FORMS**  
with the 20-IS were  
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and made available in  
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**TRACK RECEIVED PROXY FORMS and verify completeness and due execution**

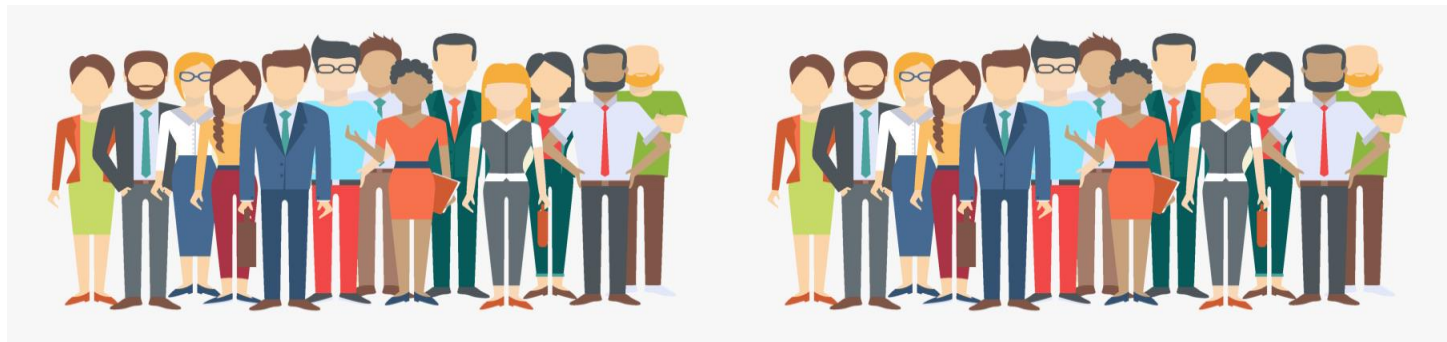
**ENCODE VOTES in ASM database**

**VERIFICATION by the third party auditor**



# Proxy Distribution

- Identify stockholders of record as of **March 23, 2021**
- Notice and Agenda of 2021 Annual Stockholders' Meeting (with proxy forms) distributed to stockholders of record on **March 24, 2021**
- Deadline for submission of proxies was on **April 19, 2021 (7 days before the ASM)**





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# Proxy Validation Process

**ABOITIZ EQUITY VENTURES INC.**  
NAC Tower, 32<sup>nd</sup> Street, Bonifacio Global City, Taguig City  
1634 Metro Manila, Philippines

The undersigned stockholder of **ABOITIZ EQUITY VENTURES INC.** (the "Company") hereby appoints \_\_\_\_\_ or, in his absence, the Chairman of the meeting, as *attorney-in-fact* and *proxy*, with power of *substitution*, to represent and vote all shares registered in the name of undersigned stockholder, at the Annual Stockholders' Meeting (ASM) of the Company on April 26, 2021 at 4:00 p.m., and at any adjournments thereof. The meeting will be conducted and can be accessed at <https://aboitiz.com/2021asm>. Undersigned stockholder confirms receipt of the Agenda and rationale for the 2021 ASM, together with the Information Statements, and hereby directs its proxy to vote as follows:

- Approval of minutes of previous stockholders' meeting held last April 27, 2020  
 Yes  No  Abstain
- Approval of the 2020 Annual Report and Financial Statements  
 Yes  No  Abstain
- Appointment of the Company's External Auditor for 2021  
 Yes  No  Abstain
- Election of Directors  
Vote my shares as follows (*Please check one*):  
 Equally to all nine (9) nominees for directors;  
 Abstain for all nine (9) nominees for directors;  
 Distribute or cumulate my shares to the nominee/s, as follows: (*Indicate the number of shares to be voted for each nominee in the table below*)
- Approval of the Increase in the Per Diem of the Chairman of the Board and Chairmen of the Committees  
 Yes  No  Abstain
- Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers, and Management from 2020 up to April 26, 2021  
 Yes  No  Abstain
- Any issue/question that may arise related to any item in the Agenda of the meeting  
 Yes  No  Abstain

Check if signed by shareholder

Check if proxy is named; if no proxy is named, the Chairman of the meeting is the appointed proxy

Scan and save in ASM database

NAME OF NOMINEE	NO. OF SHARES VOTED	
	YES	ABSTAIN
Enrique M. Aboitiz		
Mikel A. Aboitiz		
Erramon I. Aboitiz		
Sabin M. Aboitiz		
Ana Maria Aboitiz-Delgado		

  
**CATHERINE ALINABO**  
PRINTED NAME AND SIGNATURE OF STOCKHOLDER\*\*

April 6, 2021

DATE





## Sample Proxy Form naming a specific proxy

### **ABOITIZ EQUITY VENTURES INC.**

NAC Tower, 32<sup>nd</sup> Street, Bonifacio Global City, Taguig City  
1634 Metro Manila, Philippines

The undersigned stockholder of **ABOITIZ EQUITY VENTURES INC.** (the "Company") hereby appoints SABIN M. ABOITIZ or, in his absence, the Chairman of the meeting, as *attorney-in-fact* and *proxy*, with power of substitution, to represent and vote all shares registered in the name of undersigned stockholder, at the Annual Stockholders' Meeting (ASM) of the Company on April 26, 2021 at 4:00 p.m., and at any adjournments thereof. The meeting will be conducted and can be accessed at <https://aboitiz.com/2021asm>. Undersigned stockholder confirms receipt of the Agenda and rationale for the 2021 ASM, together with the Information Statements, and hereby directs its proxy to vote as follows:

1. Approval of minutes of previous stockholders' meeting held last April 27, 2020

Yes     No     Abstain

2. Approval of the 2020 Annual Report and Financial Statements

Yes     No     Abstain

3. Appointment of the Company's External Auditor for 2021

Yes     No     Abstain

4. Election of Directors

Vote my shares as follows (*Please check one*):

- Equally to all nine (9) nominees for directors;  
 Abstain for all nine (9) nominees for directors;

5. Approval of the Increase in the Per Diem of the Chairman of the Board and Chairmen of the Committees

Yes     No     Abstain

6. Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers, and Management from 2020 up to April 26, 2021

Yes     No     Abstain

7. Any issue/question that may arise related to any item in the Agenda of the meeting

Yes     No     Abstain



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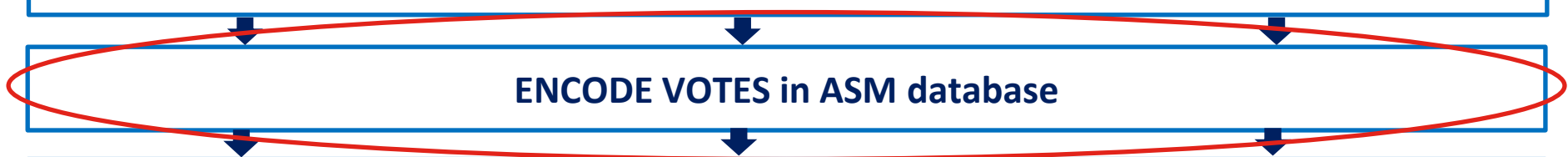
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**VERIFICATION by the third party auditor**





# Proxy Counting Process

## Shareholders Database

**Username**

**Password**

**Company**

**Login**

## Shareholders Database System (Proxy Tracking)

- List of shareholders
- Number of shares
- Number of votes
- Agenda items and voting results



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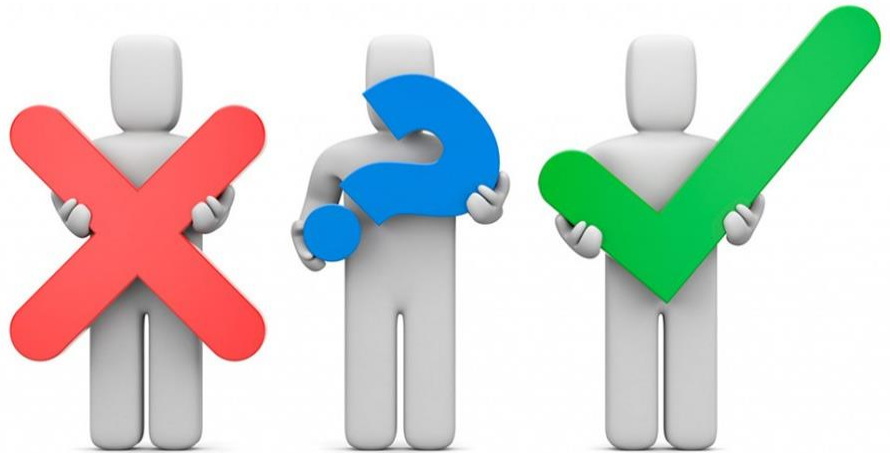
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## Third Party Auditor Verification Process



- BEI is given copies of all proxies received as of the cut-off date (**on April 19, 2021**) for review
- BEI conducts independent assessment on validity of proxies
- BEI counts the votes
- Findings of the BEI are compared with the findings of the Committee



# Proxy Verification and Counting of Results

Registration Report



All Shareholders	
Total No. of Shares Outstanding	5,630,225,457
Shares Present in Person	0
Shares Represented by Proxy	4,748,385,286
Shares Represented by Voting-in-Absentia	0
Total No. of Shares Present, Represented by Proxy, and Voting-in-Absentia	4,748,385,286
Percentage of Shares Present, Represented by Proxy, and Voting-in-Absentia	84.34%
Total Shares Not Represented	881,840,171
Percentage of Shares Not Represented	15.66%

As of April 19, 2021, 6:30 pm

**AEV – 84.34%**



## Partial and Unofficial Tally of Votes Based on the Proxies

Matters for Approval	YES		NO		ABSTAIN	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Approval of minutes of previous stockholders' meeting held last April 27, 2020	4,748,385,286	100.00%	0	0.00%	0	0.00%
Approval of the 2020 Annual Report and Financial Statements	4,747,176,576	99.97%	0	0.00%	1,208,710	0.03%

Matters for Approval	YES		NO		ABSTAIN	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Appointment of the Company's External Auditor for 2021	4,737,020,431	99.76%	11,364,855	0.24%	0	0.00%
Approval of the Increase in the Per Diem of the Chairman of the Board and Chairmen of the Committees	4,748,385,286	100.00%	0	0.00%	0	0.00%

Matter for Approval	YES		NO		ABSTAIN	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers, and Management from 2020 up to April 26, 2021	4,746,702,226	99.96%	0	0.00%	1,683,060	0.04%
Any issue/question that may arise related to any item in the Agenda of the meeting	4,531,793,867	95.44%	213,781,959	4.50%	2,809,460	0.06%



## Partial and Unofficial Tally of Votes Based on the Proxies

Director	Voted YES	Voted ABSTAIN
Justo A. Ortiz	4,749,561,319	1,959,148
Joanne de Asis	4,748,368,286	17,000
Manuel R. Salak III	4,747,508,506	876,780
Romeo L. Bernardo	4,747,235,825	1,149,461
Sabin M. Aboitiz	4,741,725,870	9,794,597
Enrique M. Aboitiz	4,733,668,988	17,851,479
Ana Maria Aboitiz-Delgado	4,710,569,044	40,951,423
Erramon I. Aboitiz	4,709,469,421	42,051,046
Mikel A. Aboitiz	4,607,125,826	144,394,641





**Thank you!**