



# PROXY VALIDATION COMMITTEE MEETING

April 23, 2020





## Mandate of the Committee



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



## Committee Membership

AEV	AboitizPower
<b>Manuel Alberto R. Colayco</b> SVP - Chief Legal & Compliance Officer/ Corporate Secretary	<b>Joseph Trillana T. Gonzales</b> FVP - General Counsel & Compliance Officer
<b>Marlita M. Villacampa</b> FVP - Controller	<b>Charisse P. Bacurio</b> VP for Finance
<b>Marie Y. Tanate</b> VP - Group Internal Audit	<b>Saturnino E. Nicanor, Jr.</b> Head, Group Internal Audit



# Proxy Validation and Tabulation Team



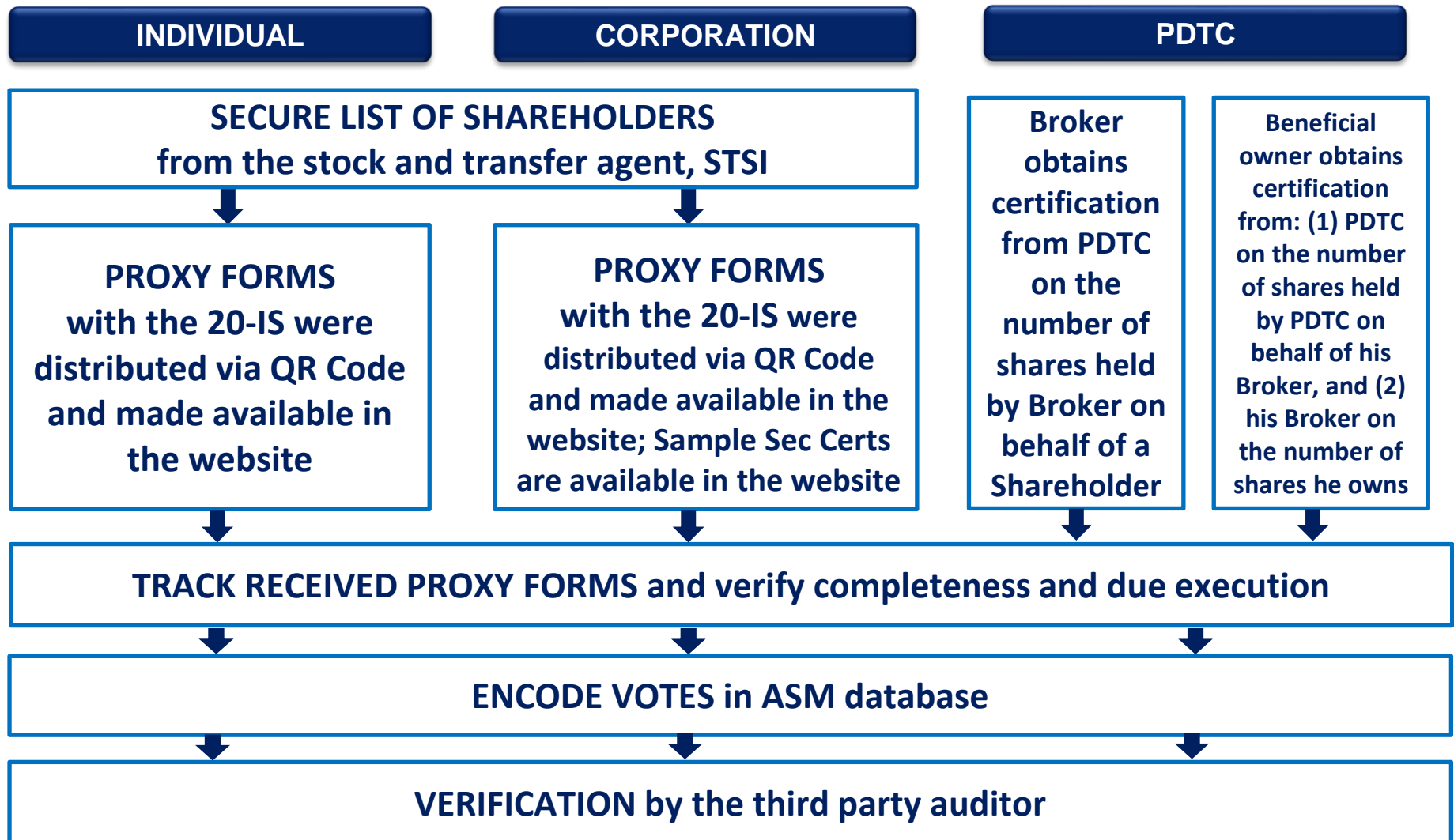
- **COMPOSED OF:**
  - **Corporate Secretarial Team**
  - **Proxy Validation Committee**
  - **Board of Election Inspectors (“BEI”)  
(Luis Canete & Co.)**

## **PURPOSE:**

**To ensure that every vote is counted and recorded.**



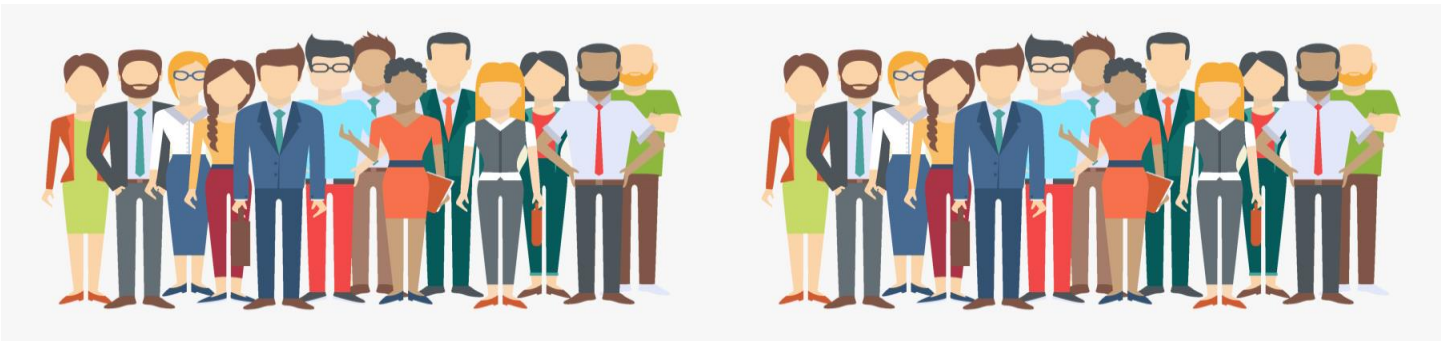
# Proxy Validation and Counting Process





# Proxy Distribution

- Identify stockholders of record as of **March 23, 2020**
- Notice and Agenda of 2020 Annual Stockholders' Meeting (with proxy forms) distributed to stockholders on record on **April 2, 2020**
- Deadline for submission of proxies was on: **April 20, 2020 (7 days before the ASM)**





# Proxy Validation and Counting Process

**INDIVIDUAL**

**CORPORATION**

**PDTC**

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

**PROXY FORMS**  
with the 20-IS were  
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**Broker**  
obtains  
certification  
from PDTC  
on the  
number of  
shares held  
by Broker on  
behalf of a  
Shareholder

**Beneficial**  
owner obtains  
certification  
from: (1) PDTC  
on the number  
of shares held  
by PDTC on  
behalf of his  
Broker, and (2)  
his Broker on  
the number of  
shares he owns

**TRACK RECEIVED PROXY FORMS and verify completeness and due execution**

**ENCODE VOTES in ASM database**

**VERIFICATION by the third party auditor**



# Proxy Validation Process

*Individual Stockholder*

**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 of the Company on April 27, 2020 at 4:00 p.m. at NAC Tower, 32<sup>nd</sup> Street, Bonifacio Global City, Taguig City, Metro Manila 1634 Philippines, and at any adjournments thereof.

The above-named proxy is to vote as follows:

<p>1. Approval of minutes of previous stockholders' meeting held last April 22, 2019</p> <p><input type="checkbox"/> Yes    <input type="checkbox"/> No    <input type="checkbox"/> Abstain</p>	<p>5. Amendment of the Company's Articles of Incorporation**</p> <p><input type="checkbox"/> Yes    <input type="checkbox"/> No    <input type="checkbox"/> Abstain</p>
<p>2. Approval of the 2019 Annual Report and Financial Statements</p> <p><input type="checkbox"/> Yes    <input type="checkbox"/> No    <input type="checkbox"/> Abstain</p>	<p>6. Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers, and Management from 2019 up to April 27, 2020</p> <p><input type="checkbox"/> Yes    <input type="checkbox"/> No    <input type="checkbox"/> Abstain</p>
<p>3. Appointment of the Company's External Auditor for 2020</p> <p><input type="checkbox"/> Yes    <input type="checkbox"/> No    <input type="checkbox"/> Abstain</p>	<p>7. Any issue/question that may arise related to any item in the Agenda of the meeting</p> <p><input type="checkbox"/> Yes    <input type="checkbox"/> No    <input type="checkbox"/> Abstain</p>

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;

Distribute or cumulate my shares to the nominee/s, as follows: (*Indicate the number of shares to be voted for each nominee*)

NAME OF NOMINEE	YES	ABSTAIN
Erramon I. Aboitiz		
Mikel A. Aboitiz		
Sabin M. Aboitiz		
Enrique M. Aboitiz		

  
**JOSEPHINE R. PABRIGA**  
 PRINTED NAME AND SIGNATURE OF STOCKHOLDER\*\*

APRIL 18, 2020  
 DATE

- 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





## Sample Proxy Form naming a specific proxy

*Individual Stockholder*

### **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 ERRAMON I. 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 of the Company on April 27, 2020 at 4:00 p.m. at NAC Tower, 32<sup>nd</sup> Street, Bonifacio Global City, Taguig City, Metro Manila 1634 Philippines, and at any adjournments thereof.

The above-named proxy is to vote as follows:

1. Approval of minutes of previous stockholders' meeting held last April 22, 2019

Yes     No     Abstain

2. Approval of the 2019 Annual Report and Financial Statements

Yes     No     Abstain

3. Appointment of the Company's External Auditor for 2020

Yes     No     Abstain

4. Election of Directors

5. Amendment of the Company's Articles of Incorporation\*\*

Yes     No     Abstain

6. Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers, and Management from 2019 up to April 27, 2020

Yes     No     Abstain

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

Yes     No     Abstain



# Proxy Validation and Counting Process

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**CORPORATION**

**PDTC**

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on the  
number of  
shares held  
by Broker on  
behalf of a  
Shareholder

**Beneficial**  
owner obtains  
certification  
from: (1) PDTC  
on the number  
of shares held  
by PDTC on  
behalf of his  
Broker, and (2)  
his Broker on  
the number of  
shares he owns

**TRACK RECEIVED PROXY FORMS and verify completeness and due execution**

**ENCODE VOTES in ASM database**

**VERIFICATION by the third party auditor**



# Proxy Counting Process

## Shareholders Database

**Username**

**Password**

**Company**

**Login**

## Shareholders Database System

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



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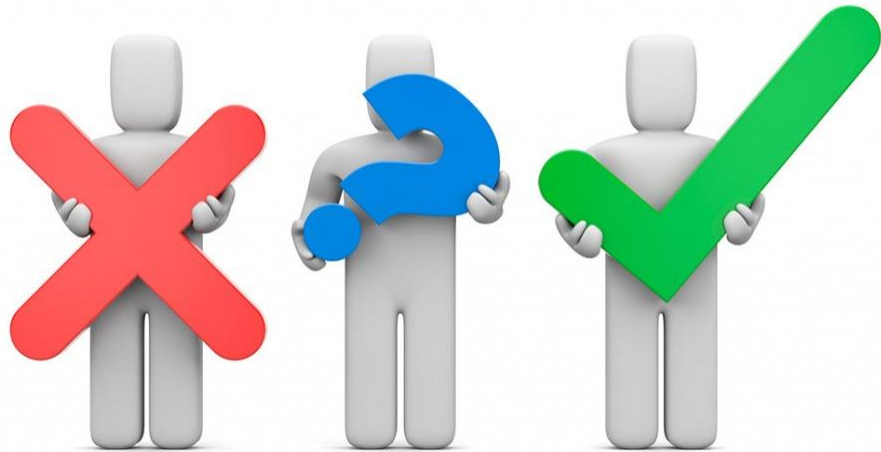
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## Third Party Auditor Verification Process



- BEI is given copies of all proxies received as of the cut-off date (**on April 20, 2020**) 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

All Shareholders	
Total No. of Shares Outstanding	5,630,225,457
Shares Present in Person	0
Shares Represented by Proxy	4,718,536,195
Shares Represented by Voting-in-Absentia	4,911
Total No. of Shares Present, Represented by Proxy, and Voting-in-Absentia	4,718,541,106
Percentage of Shares Present, Represented by Proxy, and Voting-in-Absentia	83.81%
Total Shares Not Represented	911,684,351
Percentage of Shares Not Represented	16.19%

As of April 20, 2020, 5:00 pm

**AEV - 83.81%**



100 YEARS OF ADVANCING BUSINESS AND COMMUNITIES