

**PROXY FORM  
FOR MANUALLY FILLED  
BALLOT**



**PROXY**

The undersigned, stockholder of **SBS Philippines Corporation** (the “Company”), do hereby constitute and appoint \_\_\_\_\_, as attorney-in-fact and proxy, to represent and vote all shares registered in the name of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on 3 July 2023 at 3 o’clock in the afternoon to be held at Kalayaan Hall, Club Filipino, and at any of the adjournments thereof. The above-named proxy is to vote as follows:

SUBJECT MATTER	YES	NO	ABSTAIN
<b>1. Approval of Minutes of the previous Annual Stockholders’ Meeting</b>			
<b>2. Approval of the 2022 Audited Consolidated Financial Statements of the Company and its Subsidiary</b>			
<b>3. Ratification of all Acts and Resolutions of the Board of Directors and Management Since the Last Meeting of the Shareholders<sup>1</sup></b>			
<b>4. Appointment of Punongbayan &amp; Araullo as independent auditors of the Company for 2023 and to authorize the Board of Directors to fix their remuneration as independent auditors of the Company.</b>			
<b>5. Election of Directors</b>  <b>Vote for all nominees listed below:</b>  RICARDO NICANOR N. JACINTO _____ GERRY D. TAN _____ ESMERALDO A. TEPACE _____ AYLENE Y. SYTENGCO _____ NECISTO Y. SYTENGCO II _____ LALI Y. SYTENGCO _____ GEOCEL D. OLANDAY, Independent Director _____ ROBERTO F. ANONAS, JR., Independent Director _____ HELEN T. DE GUZMAN, Independent Director _____  For cumulative voting			

<sup>1</sup> Summary of resolutions are included in the information statement disseminated to shareholders and published in the company’s website, and via PSE EDGE.

SUBJECT MATTER	YES	NO	ABSTAIN
6. Approval of the increase in Authorized Capital Stock and the corresponding amendment of the seventh article of the Articles of Incorporation			
7. Approval of the Declaration of Stock Dividends			
8. Approval of the Amendment of the second article of the Articles of Incorporation on its secondary purpose to diversify the business of the Company Second Article Item 1.			
Second Article Item 1.1			
Second Article Item 3			
Second Article Item 4			
Second Article Item 6			
9. Approval of the Amendment of Company's By-Laws Article II, Section 4			
Article III, Section 6			
10. Approval of the Employee Stock Option Plan and authority for the Board to determine the specific terms and conditions of the Plan and the implementation of the annual grant of stock options amounting to up to 15 million common shares over a 10- year period			

This proxy should be received by the Corporate Secretary on or before 3 July 2023 at 1pm, the deadline for submission of proxies. This proxy is not required to be notarized, and when properly executed, will be voted in the manner as provided herein by the stockholder. If no instruction is made, this proxy will be voted for the election of all nominees and the approval of all 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. This proxy and the powers and authorities conferred therein shall remain valid and subsisting unless otherwise revoked or amended in writing by the undersigned and duly served to the Corporate Secretary of the Company before the meeting.

Date: \_\_\_\_\_

**SIGNATURE OF STOCKHOLDER/AUTHORIZED SIGNATORY<sup>2</sup>**

**Number of Shares**

Owned: \_\_\_\_\_

**NAME OF STOCKHOLDER**

<sup>2</sup> In case of a corporate stockholder and other entities, a duly sworn Secretary's Certificate or any similar document showing his or her authority to represent the corporation or entity should be attached to this Proxy.

REPUBLIC OF THE PHILIPPINES )  
\_\_\_\_\_ ) S.S.

**SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, Filipino, of legal age, with business address at \_\_\_\_\_ after having been sworn to in accordance with law depose and say that:

1. I am the Corporate Secretary of \_\_\_\_\_ (*the "Corporation"*), a corporation duly organized and existing under the laws of the Philippines [●], with office at \_\_\_\_\_;
2. As such Corporate Secretary, I have in my custody the books and records and other papers of the Corporation, including but not limited to the minutes of the meeting of the Board of Directors and of the stockholders of the Corporation;
3. At a meeting of the Board of Directors of the Corporation at its principal office on \_\_\_\_\_, at which meeting a quorum was duly determined and declared, the following resolution was unanimously passed and approved:

**RESOLVED, AS IT IS HEREBY RESOLVED**, that the Board of Directors of \_\_\_\_\_ (*the "Corporation"*) authorize, as it is hereby authorizes, \_\_\_\_\_ and/or \_\_\_\_\_ (*the "Proxy"*) to represent the Corporation in the stockholders' meeting of SBS Philippines Corporation. (SBS) to be held on July 3, 2023 and any adjournments or postponements thereof,

**RESOLVED FURTHER**, that the Proxy be authorized to vote for all of the Corporation's shares registered in the books of SBS

**RESOLVED**, that in order to implement the above resolutions, any two ( ) of the following:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*are hereby authorized to sign and execute any and all documents necessary, including but not limited to an undertaking, proxy form, to implement the same on behalf of the Corporation."*

4. This resolution is valid and binding and has not been revoked as of the date hereof.

**IN WITNESS WHEREOF**, I have hereunto set my hand this \_\_\_\_\_ at \_\_\_\_\_ City, Philippines.

\_\_\_\_\_  
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ at the \_\_\_\_\_ affiant exhibited to me his \_\_\_\_\_ No. \_\_\_\_\_ issued at the City of \_\_\_\_\_ on \_\_\_\_\_.

Doc. No. \_\_\_\_\_;

Page No. \_\_\_\_\_;

Book No. \_\_\_\_\_;

Series of 2023