

**ABOITIZ POWER CORPORATION**

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

The undersigned Participant/Broker of the Philippine Depository & Trust Corporation, Inc. (PDTC) and duly appointed proxy for the number of shares of **ABOITIZ POWER CORPORATION** (the "Company") indicated below, which are registered in the name of Philippine Central Depository Nominee Corporation (PCD Nominee), hereby appoints \_\_\_\_\_, as *sub-proxy*, or in his absence, the Chairman of the meeting, 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 May 18, 2015 at 11:00 a.m. at the Grand Ballroom, 2nd Floor, InterContinental Manila, 1 Ayala Avenue, Makati City, 1226 Metro Manila, 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 May 19, 2014 <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>2. Approval of the 2014 Annual Report and Financial Statements <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>3. Delegation of the authority to elect the Company's External Auditors for 2015 to the Board of Directors <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>4. Ratification of the acts, resolutions and proceedings of the Board of Directors, Corporate Officers and Management in 2014 up to May 18, 2015 <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>5. Election of Directors</p> <p>Enrique M. Aboitiz <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>Jon Ramon Aboitiz <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>Erramon I. Aboitiz <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>Antonio R. Moraza <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>Mikel A. Aboitiz <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>Jaime Jose Y. Aboitiz <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>Carlos C. Ejercito (Independent Director) <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>Romeo L. Bernardo (Independent Director) <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>Alfonso A. Uy (Independent Director) <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p>	<p><i>In the election of directors, the stockholders may choose to do any of the following:</i></p> <p>(a) Vote such number of shares as many person(s) as there are directors to be elected;</p> <p>(b) Cumulate shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of its shares; or</p> <p>(c) Distribute its shares on the same principle as option (b) among as many candidates as it shall see fit, provided, that the total number of votes cast by it shall not exceed the number of shares owned by it multiplied by the whole number of directors to be elected.</p> <p>6. Approval of the increase of Directors' monthly allowance <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>7. Renewal of the delegated authority to the Board of Directors to amend or repeal the Company's By-Laws or adopt new By-Laws <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>8. Any issue/question that may arise related to any item in the Agenda of the meeting <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain</p> <p>_____ PRINTED NAME OF BROKER/PARTICIPANT</p> <p>_____ NAME AND SIGNATURE OF AUTHORIZED REPRESENTATIVE OF BROKER/PARTICIPANT*</p> <p>_____ DATE</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">No. of Shares Held</td> <td style="width: 50%;">Tel. No./Mobile Phone No.</td> </tr> </table> <p><small>*This proxy must be submitted together with a duly executed Secretary's Certificate showing the authority of the signatory to sign on behalf of the PCD Participant/Broker, as well as the duly accomplished proxy or certificate of shareholdings issued by the PDTC. Enclosed is a sample Secretary's Certificate for your reference.</small></p>	No. of Shares Held	Tel. No./Mobile Phone No.
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This proxy should be received by the Corporate Secretary on or before **May 11, 2015**, the deadline for submission of proxies.

This proxy, 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. A proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.

Notarization of this proxy is not required.