



PROXY VALIDATION COMMITTEE MEETING

May 16, 2018

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
Manuel Alberto R. Colayco FVP-Chief Legal Officer / Corporate Secretary / Chief Compliance Officer	Manuel Alberto R. Colayco Corporate Secretary
Melinda R. Bathan FVP-Controller	Susan V. Valdez SVP – Chief Reputation and Risk Management Officer
Marie Y. Tanate AVP Group Internal Audit	Marie Y. Tanate AEV AVP Group Internal Audit

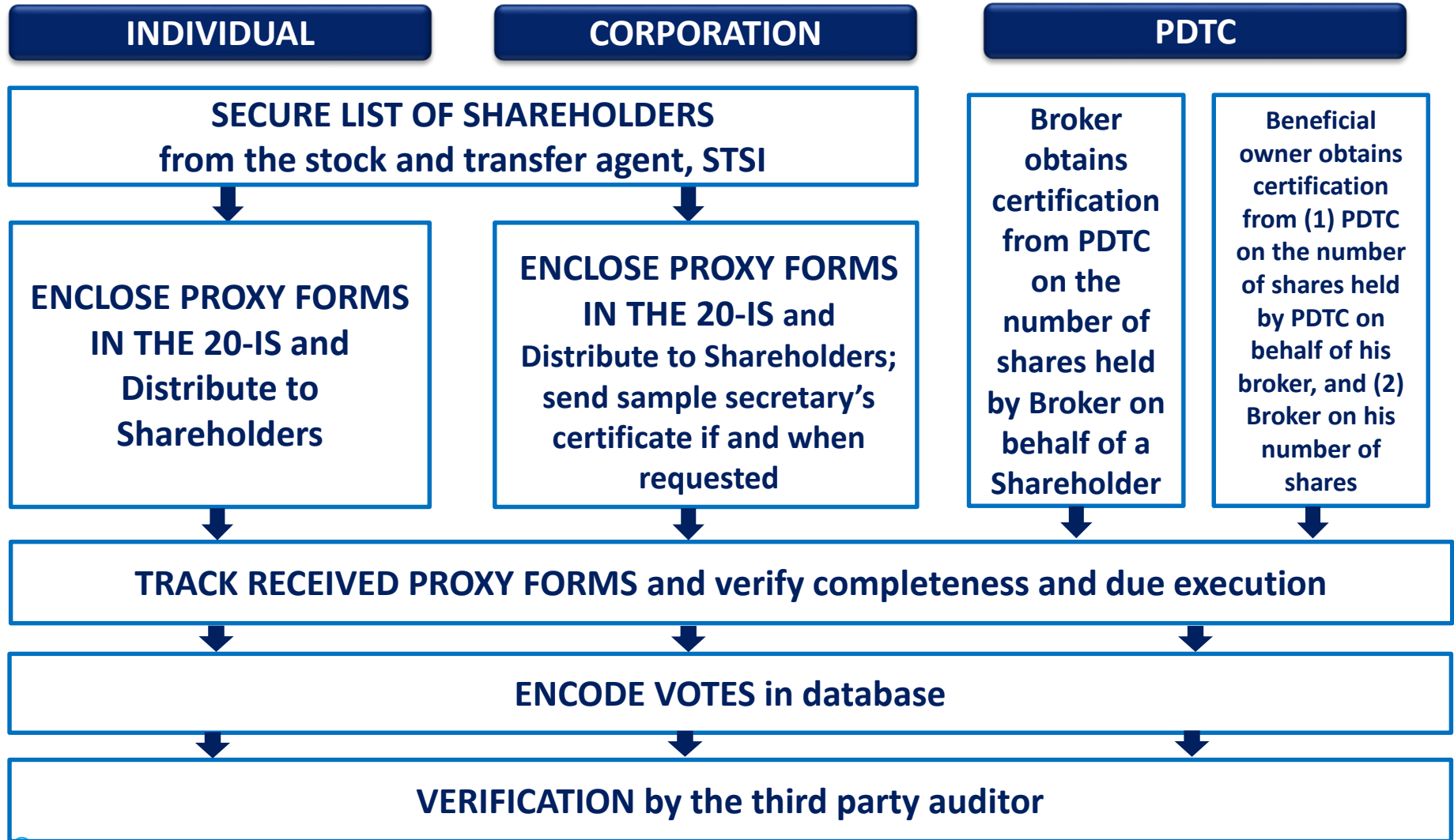


PROXY VALIDATION AND TABULATION TEAM



- **COMPOSED OF:**
 - **Corporate Secretarial Team**
 - **Proxy Validation Committee**
 - **Board Election Inspectors (“BEI”)
(Luis Canete & Co.)**
- **PURPOSE:** Ensure that every vote is counted and recorded

PROXY VALIDATION AND COUNTING PROCESS



PDTC CERTIFICATION

PDS Group
Philippine Dealing System Holdings Corp. & Subsidiaries

37th Floor, Tower 1, The Enterprise Center
6766 Ayala Avenue corner Paseo de Roxas
1226 Makati City, Philippines
Main: +63 2 884 5000
Fax: +63 2 884 5098 / 99

CAR18 - 266

April 6, 2017

STOCK TRANSFER SERVICES INC.
Unit 34TH Floor, Rufino Pacific Tower,
6784 Ayala Avenue,
Makati City

RECEIVED BY:
R
~~STOCK TRANSFER SERVICES, INC.~~
DATE: 4/6/18

Attention: MR. RICHARD REGALA
Re : AEV - ASM

Gentlemen:

We are sending you our Proxy Assignment and the list of our Participants having beneficial interest in ABOITIZ EQUITY VENTURES, INC. (AEV) as of record March 28, 2018.

The 1,316,138,982 shares of AEV registered in the name of PCD Nominee Corp. as of said record date have been reconciled with your records.

Please send the meeting materials directly to our Participants unless otherwise provided with the list of their beneficial owners.

Please acknowledge receipt on the duplicate copy attached hereof.

Thank you.

Very truly yours,

Josephine F. De la Cruz
JOSEPHINE F. DELA CRUZ
Director

Mary Ann S. Malicdem
MARY ANN S. MALICDEM,
Associate Director

Philippine Depository & Trust Corp. OUTSTANDING BALANCES FOR A SPECIFIC COMPANY - ADHOC Company Code - AEV000000000 & Company Name - ABOITIZ EQUITY VENTURES, INC.		
Selection Criteria : Security ID From :AEV000000000 To :AEV000000000 Input Date :3/27/2018		
BPNAME	ADDRESS	HOLDINGS
UPCC SECURITIES CORP.	UNIT 1202 TOWER ONE AND EXCHANGE PLAZA AYALA AVENUE, MAKATI CITY	2,000.00
A & A SECURITIES, INC.	Rm. 1906 Ayala Ave. Condominium 6776 Ayala Ave., Makati City	480,272.00
A & A SECURITIES, INC.	Rm. 1906 Ayala Ave. Condominium 6776 Ayala Ave., Makati City	90,400.00
ABACUS SECURITIES CORPORATION	Unit 2904-A East Tower, PSE Centre Exchange Road, Ortigas Center Pasig City	5,000.00
ABACUS SECURITIES CORPORATION	Unit 2904-A East Tower, PSE Centre Exchange Road, Ortigas Center Pasig City	500.00
ABACUS SECURITIES CORPORATION	Unit 2904-A East Tower, PSE Centre Exchange Road, Ortigas Center Pasig City	740,202.00

PROXY DISTRIBUTION

- Identify stockholders of record as of **March 28, 2018**
- Notice and Agenda of Annual Stockholders' Meeting (with proxy forms) distributed to stockholders on **April 20, 2018**
- Deadline for submission: **May 14, 2018**



PROXY VALIDATION AND COUNTING PROCESS

INDIVIDUAL

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

ENCLOSE PROXY FORMS
IN THE 20-IS and
Distribute to
Shareholders

CORPORATION

ENCLOSE PROXY FORMS
IN THE 20-IS and
Distribute to Shareholders;
send sample secretary's
certificate if and when
requested

PDTC

Broker
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certification
from PDTC
on the
number of
shares held
by Broker on
behalf of a
Shareholder

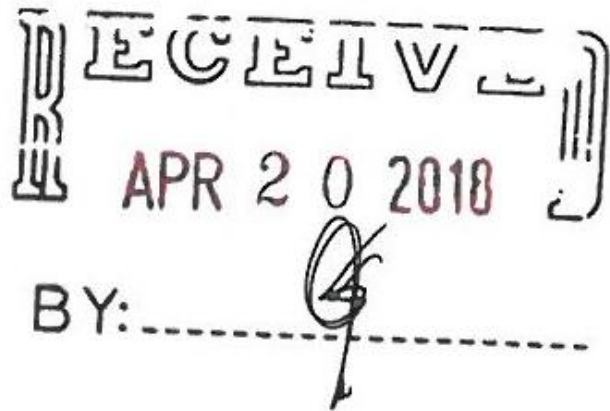
Beneficial
owner obtains
certification
from (1) PDTC
on the number
of shares held
by PDTC on
behalf of his
broker, and (2)
Broker on his
number of
shares

TRACK RECEIVED PROXY FORMS and verify completeness and due execution

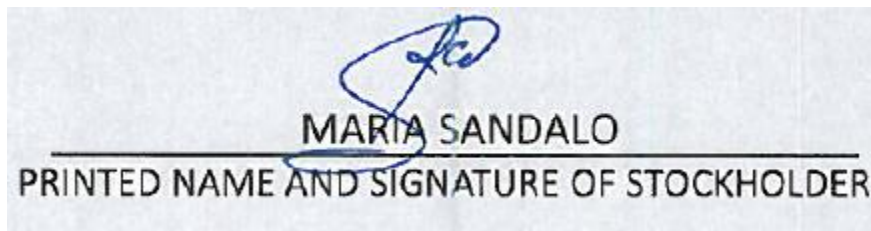
ENCODE VOTES in database

VERIFICATION by the third party auditor

PROXY VALIDATION PROCESS



- Stamped upon receipt
- Checked if signed
- Scanned and saved in database



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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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THIRD PARTY AUDITOR VERIFICATION PROCESS



- **BEI is given copies of all proxies received one week before the cut-off (on May 7, 2018) for initial review**
- **BEI conducts independent assessment on validity of proxies**
- **BEI counts the votes**
- **Findings compared with the Committee**

PROXY VERIFICATION AND COUNTING OF RESULTS

AboitizPower - 90.00%

Total No. of Shares Issued and Outstanding	7,358,604,307
Stockholders Present in Person	0
Stockholders Represented by Proxy	6,622,390,127
Total No. of Shares Present in Person & Represented by Proxy	6,622,390,127
Percentage of Shares Present in Person & Represented by Proxy	90.00%

As of May 15, 2018

