

**ABOITIZ POWER CORPORATION**

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

The undersigned stockholder 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 (ASM) of the Company on April 26, 2021 at 2:30 p.m., and at any adjournments thereof. The meeting will be conducted online and can be accessed at <https://aboitizpower.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:

- |  |   |
|--|---|
| <p>1. Approval of minutes of previous stockholders' meeting held last April 27, 2020</p> <p><input type="checkbox"/> Yes    <input type="checkbox"/> No    <input type="checkbox"/> Abstain</p>  | <p>5. Approval of the Increase in the Per Diem of the Chairman of the Board and Chairmen of the Committees</p> <p><input type="checkbox"/> Yes    <input type="checkbox"/> No    <input type="checkbox"/> Abstain</p>   |
| <p>2. Approval of the 2020 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 2020 up to April 26, 2021</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 2021</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>   |
| <p>4. Election of Directors</p> <p>Vote my shares as follows (<i>Please check one</i>):</p> <p><input type="checkbox"/> Equally to all nine (9) nominees for directors;</p> <p><input type="checkbox"/> Abstain for all nine (9) nominees for directors;</p> <p><input type="checkbox"/> Distribute or cumulate my shares to the nominee/s, as follows: (<i>Indicate the number of shares to be voted for each nominee in the table below</i>)</p> |   |

NAME OF NOMINEE	NO. OF SHARES VOTED	
	YES	ABSTAIN
Sabin M. Aboitiz		
Luis Miguel O. Aboitiz		
Mikel A. Aboitiz		
Emmanuel V. Rubio		
Edwin Bautista		
Danel C. Aboitiz		
Carlos C. Ejercito ( <i>Independent Director</i> )		
Raphael Perpetuo M. Lotilla ( <i>Independent Director</i> )		
Eric Ramon O. Recto ( <i>Independent Director</i> )		
<b>TOTAL*</b>		

\* Total votes cast should not exceed the number of shares in your name multiplied by the number of board seats (9).

\_\_\_\_\_  
PRINTED NAME OF BROKER/PCD PARTICIPANT

\_\_\_\_\_  
NAME AND SIGNATURE OF AUTHORIZED  
SIGNATORY OF BROKER/PCD PARTICIPANT\*\*

\_\_\_\_\_  
DATE

No. of Shares Held	Tel. No./Mobile Phone No. of Stockholder
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\*\* This proxy must be submitted together with: (1) a duly executed Secretary's Certificate showing the authority of the representative to sign on behalf of the PCD Participant/Broker, and (2) a duly accomplished proxy or certificate of shareholdings issued by the Philippine Depository & Trust Corp. (PDTC). Enclosed is a sample Secretary's Certificate for your reference.

**This proxy must be received by the Office of the Corporate Secretary on or before 5:00 p.m., April 19, 2021 at the Company's office address stated above or through email at [aboitizsecretariat@aboitiz.com](mailto:aboitizsecretariat@aboitiz.com).**

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.