

**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") 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 22, 2019 at 11:00 a.m. at The Ballroom, 2<sup>nd</sup> Floor, New World Hotel, Esperanza Street corner Makati Avenue, Ayala Center, Makati City 1228, 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 May 21, 2018 <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	(c) <i>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.</i>				
2. Approval of the 2018 Annual Report and Financial Statements <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain					
3. Appointment of Sycip Gorres Velayo & Co. as the Company's External Auditor for 2019 <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain	5. Approval of the Increase in the Directors' Per Diem and Monthly Allowance <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain				
4. Election of Directors Mikel A. Aboitiz <input type="checkbox"/> Yes <input type="checkbox"/> Abstain Enrique M. Aboitiz <input type="checkbox"/> Yes <input type="checkbox"/> Abstain Erramon I. Aboitiz <input type="checkbox"/> Yes <input type="checkbox"/> Abstain Luis Miguel O. Aboitiz <input type="checkbox"/> Yes <input type="checkbox"/> Abstain Jaime Jose Y. Aboitiz <input type="checkbox"/> Yes <input type="checkbox"/> Abstain Danel C. Aboitiz <input type="checkbox"/> Yes <input type="checkbox"/> Abstain Romeo L. Bernardo (Independent Director) <input type="checkbox"/> Yes <input type="checkbox"/> Abstain Carlos C. Ejercito (Independent Director) <input type="checkbox"/> Yes <input type="checkbox"/> Abstain Eric Ramon O. Recto (Independent Director) <input type="checkbox"/> Yes <input type="checkbox"/> Abstain	6. Ratification of the acts, resolutions and proceedings of the Board of Directors, Corporate Officers and Management from 2018 up to April 22, 2019 <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Abstain				
	7. 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				
	_____ PRINTED NAME AND SIGNATURE OF STOCKHOLDER				
	_____ NAME AND SIGNATURE OF AUTHORIZED REPRESENTATIVE OF STOCKHOLDER*				
	_____ DATE				
<i>In the election of directors, the stockholders may choose to do any of the following:</i>					
(a) <i>Vote such number of shares as many person(s) as there are directors to be elected;</i>					
(b) <i>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</i>					
	<table border="1"> <thead> <tr> <th>No. of Shares Held</th> <th>Tel. No./Mobile Phone No. of Stockholder</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> </tr> </tbody> </table>	No. of Shares Held	Tel. No./Mobile Phone No. of Stockholder		
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	<small>*If a representative will sign on behalf of a stockholder, this proxy must be submitted together with a duly executed Special or General Power of Attorney showing the authority of the representative to sign on behalf of the individual stockholder.</small>				

This proxy should be received by the Corporate Secretary on or before **5:00 p.m., April 15, 2019**, 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.