



# A. SORIANO CORPORATION

## P R O X Y

### THIS PROXY IS BEING SOLICITED IN BEHALF OF ANDRES SORIANO III

\_\_\_\_\_  
Date

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned stockholder of A. Soriano Corporation, do hereby appoint, name and constitute ANDRES SORIANO III, or in his absence, the Vice Chairman of the Board, the Chief Financial Officer or the Corporate Secretary, in the order as enumerated, as my true and lawful proxy for me and in my name and stead, to attend and/or participate in the virtual Annual Meeting of the Stockholders of the Corporation on 17 June 2020 and at any adjournment(s) thereof, to vote all my shares of stock in the Corporation in all matters set forth in the agenda as I have expressly indicated by marking the same with an "X" or a "✓".

If no specific instruction is given, the shares will be voted FOR the election of the nominees for directorship whose names appear in this proxy form and FOR the approval of all matters listed in the proxy statement the stockholders' approval of which is sought in the meeting. Moreover, this proxy shall confer discretionary authority to vote with respect to the election of any person to any office for which a bona fide nominee is named in the proxy statement and such nominee is unable to serve or for good cause will not serve; and to all matters incident to the conduct of the meeting.

#### I T E M

#### A C T I O N

	A C T I O N		
	FOR	AGAINST	ABSTAIN
1. To approve the minutes of the 10 April 2019 Annual Meeting of Stockholders			
2. To approve the 2019 Annual Report of the Corporation			
3. To elect the following nominees as directors of the Corporation			
a. Andres Soriano III			
b. Eduardo J. Soriano			
c. Ernest K. Cuyegkeng			
d. Johnson Robert G. Go, Jr.			
e. Oscar J. Hilado			
f. Jose C. Ibazeta			
g. Alfonso S. Yuchengco III			
4. To approve the amendment of the following portions of Article IX of the Articles of Incorporation of the Company: (a) reclassification of Five Million (5,000,000) common shares with par value of One Peso (P1.00) per share or total par value of Five Million Pesos (P5,000,000.00) into Five Hundred Million (500,000,000) preferred shares with par value of One Centavo (P0.01) per share or total par value of Five Million Pesos (P5,000,000.00); and (b) addition of the following paragraphs to Article IX to indicate the features of the preferred shares: <i>Second paragraph</i> - The preferred shares of stock may be issued to Philippine nationals or foreign persons or entities. The holders of preferred shares shall have the same voting rights as the holders of the common shares. <i>Third paragraph</i> - The holders of the preferred shares shall not be entitled to dividends. <i>Fourth paragraph</i> - The holders of the preferred shares shall share with the holders of common shares in the distribution of the remaining assets of the Corporation in case of liquidation, based on the par value of the shares held by them after the satisfaction of all legitimate obligations of the Corporation to third parties in accordance with law.			
5. To approve the amendment of last paragraph of Article IX to state that shareholders shall have no pre-emptive rights in shares of stock issued by the Corporation			
6. To approve the amendment of the first paragraph of Article XIII to indicate that the two-thirds (2/3) vote of the stockholders required for any amendment of the Articles of Incorporation applies to all the outstanding shares of stock of the Corporation			
7. To re-appoint SGV & Co. as external auditors of the Corporation			
8. To ratify all acts, contracts and resolutions of Management and the Board of Directors since the last annual meeting of the Corporation			
9. Other Matters			

Please refer to the Notice of Meeting for the agenda items of the stockholders' meeting on 17 June 2020. Please see reverse side for voting, revocability, validation, submission deadline and authentication of proxies.

\_\_\_\_\_  
Printed Name of Stockholder

\_\_\_\_\_  
Signature of Stockholder  
or Authorized Signatory\*

[\*N.B.: Corporations, Partnerships and Associations must attach certified resolutions or extracts thereof designating the authorized signatory/ies for the purpose of this Proxy.]

**PLEASE DATE , SIGN and RETURN PROXY**

## **Voting, Revocability of Proxies, Validation/Submission Deadline, Authentication**

When proxies are properly dated, executed, and returned on or before 2 June 2020, the shares they represent will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If no specific instructions are given, the shares will be voted FOR the election of the nominees for directorship whose names appear in the proxy form and FOR the approval of all matters the stockholders' approval of which is sought in the meeting. A stockholder giving a proxy has the power to revoke it at any time prior to its exercise at the Annual Meeting, by giving written notice to the Corporate Secretary prior to the Annual Meeting or by giving a subsequent proxy which must be received by the office of the Corporate Secretary not later than 2 June 2020.

Each share of Common Stock outstanding as of record date will be entitled to one (1) vote on all matters. The candidates for election as directors at the Annual Meeting who receive the highest number of affirmative votes will be elected. The amendment of the Articles of Incorporation will require the affirmative vote of the stockholders which represent at least two-thirds of the outstanding shares of stock while the appointment of the independent auditors for the Company for the current year as well as other items presented to the Stockholders during the Annual Meeting will require the affirmative votes of a majority of the votes cast on the matter. Pursuant to Section 6, Article III of the By-Laws of the Corporation, written proxy shall be filed with the Corporate Secretary not less than ten (10) working days prior to the date of such meeting or not later than 2 June 2020.

Pursuant to the provisions of the By-Laws, the Board of Directors has set the date of validation of proxies to 9 June 2020. For this purpose, the Corporate Secretary shall act as the inspector at the election of directors and other voting by stockholders.

Under SEC Memo Circular No. 5 Series of 1996, all proxies executed abroad must be duly authenticated by the Philippine Embassy or Consular Office.

## **Person Making the Solicitation**

The solicitation of proxies in the form accompanying this Statement is made in behalf of Management through Atty. Lorna Patajo-Kapunan and the proxy given will be voted in accordance with the authority contained therein. The solicitation of proxies in the accompanying form will be primarily by mail. However, personal solicitation may be made by officers, directors and regular employees of the Company whose number is not expected to exceed fifteen (15), and who will receive no additional compensation therefor. The Company will bear the cost, amounting to One Million Four Hundred Thousand Pesos (P1,400,000.00), of preparing and mailing the annual report, information statement and other materials furnished to the stockholders in connection with proxy solicitation.

None of the Directors has informed the Company that he intends to oppose any action intended to be taken by the Company.

## **Interest of Certain Persons in Matters to be Acted Upon**

No Director or Executive Officer, nominated for re-election as Director or his associate has, at any time, any substantial interest, direct or indirect, by security holdings or otherwise, on any of the matters to be acted upon in the meeting, other than the approval of the Annual Report, election to office and ratification of acts of Management.