



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 the Annual Meeting of the Stockholders of the Corporation on 19 April 2023 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

	FOR	AGAINST	ABSTAIN
1. To approve the minutes of the 20 April 2022 Annual Meeting of Stockholders			
2. To approve the 2022 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. William H. Ottiger			
g. Alfonso S. Yuchengco III			
4. To approve the continuation of Mr. Oscar J. Hilado to act as Independent Director of the Corporation			
5. To approve the amendment of Sections 2 and 3 of Article III on Meetings in order to formalize in the By-Laws the option to hold Stockholders' meetings virtually or via remote communications and to include e-mail and other additional methods of sending notices of meetings to stockholders, specifically:			
<p>a. A second paragraph to Section 2 of Article III was added to read as follows:</p> <p>Section 2. Xxx xxx xxx</p> <p><u>"The Board of Directors may authorize stockholders who cannot physically attend at stockholders' meetings to participate in such meetings through remote communications or other alternative modes of communication. The right to vote of stockholders may also be exercised through remote communication or in absentia when so authorized by the Board of Directors. The resolution of the Board of Directors authorizing the stockholders' participation in stockholders' meetings through remote communication and/or the right to vote through remote communication or in absentia shall only be applicable for a particular meeting.</u></p>			

<p>b. Section 3 of Article III was amended to read as follows:</p> <p>Section 3. Notices of ordinary stockholders' meeting shall be sent to stockholders of record at least fifteen (15) days prior to the scheduled annual stockholders' meeting. Notices for special meetings shall be mailed and deposited in any post office in Metro Manila addressed to each stockholder at his/her address registered in the Stock and Transfer Books of the Corporation at least fifteen (15) business days prior to the date of the meeting. <u>The notices of stockholders' meetings may also be sent to the stockholders through email or by posting in the Corporation's website and by publication in a newspaper of general circulation when so permitted by rules and regulations or circulars issued by the Securities and Exchange Commission.</u> The notice shall state the business to be discussed at the meeting and any other matters not stated therein shall not be touched upon. <u>The notice to the stockholders shall also include the requirements and procedure to be followed when stockholders are allowed to participate by remote communication or in absentia, and the manner of casting of votes and the period during which votes by remote communication or in absentia will be accepted."</u></p>			
<p>6. To approve the amendment of Sections 6 and 7 of Article IV on Board of Directors in order to formalize in the By-Laws the option to hold Board meetings virtually or via remote communications and to include e-mail and messaging services as methods of sending notices of meetings to directors, specifically:</p> <p>(a) A second paragraph to Section 6 of Article IV was added to read as follows:</p> <p>Section 6. xxx xxxx xxxx</p> <p><u>Directors who cannot physically attend or vote at Board meetings may participate through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. Directors cannot attend or vote by proxy at Board meetings.</u></p> <p>(b) Section 7 of Article IV was amended to read as follows:</p> <p>Section 7. Notice of the regular or special meetings of the Board shall be communicated by the Secretary to each director, by email, messaging services, verbally or in writing at his residence or usual place of business at least twenty-four (24) hours before the meeting.</p>			
<p>7. To re-appoint SGV & Co. as external auditors of the Corporation</p>			
<p>8. To ratify all acts, contracts and resolutions of Management and the Board of Directors since the last annual meeting of the Corporation</p>			
<p>9. Other Matters</p>			

Please refer to the Notice of Meeting for the agenda items of the stockholders' meeting on 19 April 2023. 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.]

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

When proxies are properly dated, executed, and returned on or before 31 March 2023, 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 by voting in person 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 31 March 2023.

Each share of 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 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 31 March 2023.

Pursuant to the provisions of the By-Laws, the Board of Directors has set the date of validation of proxies to 12 April 2023. 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 Five Hundred Thousand Pesos (P500,000.00), 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.