

MINUTES OF THE ANNUAL MEETING OF THE
STOCKHOLDERS OF

SM PRIME HOLDINGS, INC.

Held on 23 April 2024 at 2:30 p.m.
At the Forbes Ballroom 1 and 2, Conrad Manila
Seaside Blvd. corner Coral Way,
Mall of Asia Complex, Pasay City
(Livestreamed via Zoom Webinar)

DIRECTORS PRESENT:

HENRY T. SY, JR.

Chairperson of the Board
Member, Executive Committee

AMANDO M. TETANGCO, JR.

Vice Chairperson and Lead Independent Director
Chairperson, Audit Committee
Member, Risk Oversight Committee
Member, Corporate Governance Committee
Member, Related Party Transactions Committee

DARLENE MARIE B. BERBERABE

Independent Director
Chairperson, Corporate Governance Committee
Chairperson, Related Party Transactions
Committee
Member, Audit Committee

J. CARLITOS G. CRUZ

Independent Director
Chairperson, Risk Oversight Committee
Member, Corporate Governance Committee
Member, Audit Committee

HANS T. SY

Director
Chairperson, Executive Committee

HERBERT T. SY

Director
Member, Executive Committee

JORGE T. MENDIOLA

Non-Executive Director
Member, Audit Committee
Member, Risk Oversight Committee
Member, Related Party Transactions Committee

JEFFREY C. LIM

Director and President
Member, Executive Committee

ALSO PRESENT:

TERESITA T. SY-COSON
ELIZABETH T. SY
EDWARD K. LEE
JOSE T. SIO

JOHN NAI PENG C. ONG

ELMER B. SERRANO
ARTHUR A. SY
MARVIN PERRIN L. PE
JOANA B. TIANGCO
ALEXANDER D. PONENTO
BELINDA T. BENG-HUI
JUAN MIGUEL P. MACHUCA

Adviser to the Board
Adviser to the Board
Independent Adviser to the Board
Adviser, Audit Committee and Risk Oversight
Committee
Chief Finance Officer/ Corporate Information Officer/
Chief Compliance Officer
Corporate Secretary
Assistant Corporate Secretary
Chief Audit Executive
Chief Risk Officer
Vice President - Investor Relations
SyCip Gorres Velayo & Co.
SyCip Gorres Velayo & Co.

Stockholders present in person or
represented by proxy

25,381,714,950 shares (Please see Record of
Attendance here attached as **Annex A**)

1. Call to Order

The meeting opened with an invocation followed by the Philippine National Anthem. The host then acknowledged the presence of all directors and key officers of **SM Prime Holdings, Inc.** (the **Company**). The host then introduced Mr. Henry T. Sy Jr., the Chairman of the Board.

The Chairman welcomed the stockholders and guests for the 2024 Annual Stockholders' Meeting of the Company, held in-person at Conrad Manila and streaming live via Zoom Webinar. He then called the meeting to order and presided over the proceedings. The Corporate Secretary recorded the minutes of meeting.

2. Certification of Notice and Quorum

Before proceeding with the meeting, the Chairman requested the Corporate Secretary to certify to the posting and publication of notice and existence of a quorum.

The Corporate Secretary certified that, in compliance with rules issued by the Securities and Exchange Commission, the notice of this meeting, the Definitive Information Statement, and the Company's "Guidelines for In-Person and Remote Participation and Voting in Absentia" were uploaded via PSE EDGE on March 8, 2024 and posted on the Company's website, also beginning March 8, 2024.

In addition, the notice of meeting was published in the Business Sections of Manila Bulletin and the Philippine Daily Inquirer on March 18 & 19, 2024, in print and online formats.

The Corporate Secretary then certified that based on record of attendance, stockholders attending by proxy and stockholders who have registered to remotely join the virtual meeting represent **25,381,714,950** common shares, constituting 87.89% of the total outstanding capital stock of the Company as of record date 15 March 2024. He then certified that a quorum was present for the transaction of business by the stockholders.

The Corporate Secretary announced that SyCip Gorres Velayo & Co. has been engaged as third-party tabulator of votes cast for the meeting. He also informed participants that the meeting will be recorded in accordance with SEC rules.

3. Approval of Minutes of the Annual Stockholders' Meeting held on 25 April 2023

The Chairman proceeded to the next item in the agenda which is the approval of the minutes of the annual meeting of stockholders held on 25 April 2023. A copy of the minutes was posted on the Company's website soon after last year's annual meeting adjourned. The minutes have also been appended to the Definitive Information Statement which was posted on PSE EDGE.

The Corporate Secretary stated for the record that unqualified votes cast for each item for approval shall be counted in favor of the matter under consideration.

He then presented the tabulation of votes casted for the approval of the minutes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,381,714,950	100.00	0	0	0	0

With the above votes in favor, the following resolution was passed and adopted:

"RESOLVED, that the minutes of the annual meeting of stockholders held on 25 April 2023 are approved."

4. Approval of 2023 Annual Report and 2023 Audited Financial Statements

The Chairman then requested Mr. Jeffrey C. Lim, President, to present his report on the results of operations for 2023. The President reported as follows:

"Good afternoon, ladies and gentlemen. Welcome to the 2024 Annual Stockholders' Meeting of SM Prime Holdings, Inc. I am pleased to see you all again.

This year, SM Prime enters its 30th year as a publicly listed company. We are grateful for your continued trust and confidence. It is also my 30th year with the company and I vividly remember we only had four malls in 1994, namely SM City North Edsa, SM City Sta. Mesa, SM Megamall, and SM City Cebu. We now have grown to 85 malls in the Philippines and eight malls in China, 91 residential developments, 18 office buildings, 10 SM hotels, 6 convention centers, and 2 trade halls.

2023 was the result of how well we managed our challenges from the uncertainties of the pandemic years. We've experienced our highest-ever recorded income with our financial performance reaching PHP40 billion in consolidated net income, a 33% increase from 2022. Additionally, the company's revenues went up by 21% to PHP128.1 billion.

SM Prime's mall business which accounts for 56% of our consolidated revenues posted a robust 30% growth reaching PHP71.9 billion last year, driven by a 24% increase in mall rental income amounting to PHP61.3 billion. 2023 also saw the opening of new malls, which include SM City Bataan in Bataan Province, SM Center San Pedro in Laguna, and SM City Sto. Tomas in Batangas.

SM Prime's residential business group, led by SM Development Corporation or SMDC, which accounts for 34% of our consolidated revenues, recorded an 8% growth in revenue to PHP43.1 billion in 2023. The residential group's gross profit rose by 15% to PHP25.4 billion, while reservation sales stood at PHP102 billion.

In our primary residential group, we launched three new SMDC developments namely Jade Residences in Makati, Turf Residences in Laguna and Parkville in Bacolod. We also launched two residential projects in Tagaytay Highlands and two condominium developments in Costa del Hamilo in Nasugbu, Batangas.

SM Prime's other key business segments, which include offices, hotels, and convention centers, made up 10% of our consolidated revenues and reported PHP13.1 billion in revenues in 2023, a 26% increase from the previous year. Our office unit posted PHP6.8 billion in revenues, while our hotels and convention centers unit reached PHP6.3 billion in 2023. Our first Lanson Place property had its soft-opening in the Mall of Asia Complex to provide additional accommodation options in Pasay City.

As we forge ahead into 2024, we maintain a sense of optimism setting our sights on a PHP100 billion capital expenditure aimed at fostering shared prosperity and inclusive growth in every city within our purview. Our CAPEX allocation will be strategic: 40% will be directed towards acquiring new properties and reclamation developments to pave the way for modern, eco-friendly urbanization; 60% will be dedicated to enhancing our malls, development of new residential properties under SMDC, and construction of new hotels and convention centers.

We are working towards a sustainable future where we create and secure a livable planet for the generations to come, with climate resilience, environmental sustainability, and prosperity for all, as our strategy.

Under Climate ResilienceSM Prime proactively invests in initiatives aimed at mitigating disaster risks, ensuring our preparedness and resilience. Within our construction practices, we allocate 10% of the expenditure for each property toward sustainable and resilient design initiatives.

For Environmental Sustainability, we find solutions to realize our commitment to Net Zero by 2040, forge pathways towards a zero-waste future, and champion proactive water stewardship initiatives;

Our developments are catalysts for socio-economic progress that delivers tangible benefits, this includes generating quality employment opportunities, creating business prospects for suppliers, and improving the quality of life for our customers.

SM Prime continues to work with various international and local experts, including the World Wide Fund and Ernst & Young, to further elevate our commitment to accountability, transparency and good governance in our operation.

In 2023, we received the highest recognition, the 5 Golden Arrow Award from the Institute of Corporate Directors at the ASEAN Corporate Governance Scorecard Golden Arrow Recognition. We also received a citation as Asia's Best Employer Brands from CMO Asia, which served as attestation to our stronger foundation of building a trusted company. Our Company was also recognized at the Steward Leadership 25 in Singapore for demonstrating resolute action by addressing the social and environmental challenges that we face.

These achievements would not have been possible without the dedication and excellence of our workforce. Let me express our profound appreciation to our employees for their hard work and commitment to our vision. Our gratitude also goes out to our Board of Directors for their valuable advice and guidance this past year. To our customers, your loyalty inspires us to improve and innovate to meet your evolving needs continuously. To our shareholders, your trust and support motivate us to dream bigger and work harder toward shared values that truly benefit more Filipinos.

As we prepare to celebrate three decades of groundbreaking success, we pay tribute to the visionary leadership of our founder, Mr. Henry Sy, for inspiring our Company to redefine the retail and real estate landscape in the Philippines. Through his pioneering spirit, we have extended our reach beyond urban centers, facilitated inclusive economic growth, and touched more lives.

Our journey at SM Prime is a testament to the power of dreaming big. It showcases the remarkable outcomes made achievable when we pursue those dreams with dedication, faith, and hard work. This force for positive change is at the heart of our long-term growth strategy of introducing world-class developments to the Philippines, with the firm belief that our best achievements are still ahead of us.

Thank you for being an invaluable part of our continuing journey.

Magandang hapon sa inyong lahat at Mabuhay!"

The Chairman thanked the President for his report. He then asked the Corporate Secretary to announce the results of voting. The Corporate Secretary presented the tabulation of votes as follows:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,377,060,900	99.98	0	0	4,654,050	0.02

With the above votes in favor, the following resolution was passed and adopted:

"RESOLVED, that the 2023 Annual Report and the 2023 Audited Financial Statements are approved."

5. Announcement of Cash Dividends

The Chairman then announced that in its regular meeting just adjourned, the Board of Directors has approved cash dividends of Php0.346 per share. This amounts to a total of approximately Php10.0 billion Pesos in favor of all stockholders of record as of 8 May 2024, and payable on 22 May 2024. Stockholders and guests applauded the announcement.

6. Ratification of the Acts of the Board of Directors, Board Committees, and Management

The next item in the agenda is the ratification of all acts and resolutions made and adopted by the Board of Directors, Board Committees, and carried out by Management during their term, or from the date of the last annual stockholders' meeting up to this meeting. These corporate acts are detailed in the Definitive Information Statement provided to all stockholders of record.

The Corporate Secretary presented the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,372,360,946	99.96	1,935,888	0.01	7,418,116	0.03

With the above votes in favor of approval, the following resolution was passed and adopted:

“RESOLVED, that the acts of the Board of Directors, Board Committees, and Management during their term or from the date of the last annual stockholders' meeting up to this meeting are ratified.”

7. Election of Directors for 2024-2025

The next item in the agenda is the election of directors for the year 2024-2025. The Chairman requested that Atty. Darlene Marie Berberabe, Chairperson of the Corporate Governance Committee, to present the nominees to the Board.

Atty. Berberabe discussed that the Corporate Governance Committee has pre-screened and short-listed candidates qualified to be elected to the Board of Directors. She then announced the names of the following nominees to the Board for 2024-2025:

Mr. Henry T. Sy, Jr.
Mr. Hans T. Sy
Mr. Herbert T. Sy
Mr. Jorge T. Mendiola
Mr. Jeffrey C. Lim

Independent Directors

Ms. Darlene Marie B. Berberabe
Mr. Amando M. Tetangco, Jr.
Mr. J. Carlitos G. Cruz

The Corporate Secretary thereafter presented the number of votes garnered by each of the nominees:

Nominee	No. of Votes
Henry T. Sy, Jr.	24,294,947,826
Hans T. Sy	24,459,631,788
Herbert T. Sy	24,459,631,788
Jeffrey C. Lim	25,296,017,801
Jorge T. Mendiola	24,232,013,585
Amando M. Tetangco, Jr.	24,113,170,562
J. Carlitos G. Cruz	23,984,305,657
Darlene Marie B. Berberabe	24,064,878,510

The Corporate Secretary explained that since there are only eight (8) nominees and with the votes received, all nominees have obtained sufficient votes for election.

The following resolution was therefore passed and adopted:

“RESOLVED, that following are elected to the Board of Directors of SM Prime Holdings, Inc. for 2024-2025, to serve as such directors until their successors have been duly qualified and elected:

Henry T. Sy, Jr.
Hans T. Sy
Herbert T. Sy
Jorge T. Mendiola

Jeffrey C. Lim

Independent Directors

Darlene Marie B. Berberabe
Amando M. Tetangco, Jr.
J. Carlitos G. Cruz

After the voting results were announced, the Chairman congratulated the newly-elected members of the Board.

8. Appointment of External Auditor

The next item in the agenda is the appointment of the Company's external auditor for 2024. The Corporate Secretary informed the stockholders that the Audit Committee processed and screened the nominees for external auditor and recommended, as confirmed by the Board of Directors, the appointment of SyCip, Gorres, Velayo & Co. as external auditor for 2024.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
24,580,593,494	96.84	801,121,456	3.16	0	0

With the above votes in favor of approval, the following resolution was passed and adopted:

"RESOLVED, that the appointment of SyCip, Gorres, Velayo & Co. as external auditor for 2024 is approved."

9. Amendments to the Articles of Incorporation

The next item in the agenda is the amendments to the Corporation's Articles of Incorporation. The Chairman requested the Corporate Secretary to discuss the amendments.

The Corporate Secretary presented for approval the proposed amendments to the Articles of Incorporation. He then confirmed that a summary of the proposed amendments is found in the Definitive Information Statement provided to all stockholders of record. These were also earlier presented to and approved by Board of Directors in their meeting dated 19 February 2024.

The Secretary proceeded to present each proposed amendment to the Articles, as follows:

9.A. Amendment of Secondary Purposes under the Second Article

First is the proposed inclusion of a new secondary purpose under the Second Article which includes granting the Company the authority to borrow through means such as bond issuance, and adding express powers to guarantee its own obligations or the obligations of any entity which it has legal interests in, among others.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,381,714,950	100	0	0	0	0

With the above votes in favor of approval, the following resolution was passed and adopted:

“RESOLVED, that the amendment of the Secondary Purposes under the Second Article of **SM Prime Holdings, Inc.** (the **Corporation**) is approved to read as follows:

‘SECOND: That the purposes for which the said corporation is formed are: [...]

2. To borrow or raise moneys for any of the purpose of the corporation and from time to time, to draw, make, accept, endorse, guarantee its own obligations or the obligations of any entity it has legal interests in, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal, or mixed including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such assets of the corporation for the corporate purposes; [...]

9.B. Change in Principal Office Address of the Company Under the Third Article

The next amendment is to reflect the new principal office address in the Third Article which is now at 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex. The Board previously approved the change which under SEC rules need not require amendment of the AOI given that both old and new addresses are in the same city. However, for good order and as a public company, the amendment is being proposed.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,381,713,384	100	0	0	1,566	0

With the above votes in favor of approval, the following resolution was passed and adopted:

“RESOLVED, that the amendment of the Third Article of **SM Prime Holdings, Inc.** (the **Corporation**) is approved to read as follows:

‘THIRD: That the Place where the principal office and the corporation is to established or located is at 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, 1300 Pasay City, Metro Manila, Philippines.’

9.C. Change in Corporate Term to Reflect Perpetual Existence of the Company under the Fourth Article

Last is the proposed amendment of the Fourth Article to reflect the perpetual existence of the Company vested to it pursuant to the Revised Corporation Code. While already effective, Management proposes to reflect the amendment in the Company’s Articles of Incorporation similarly for good order.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,381,714,950	100	0	0	0	0

With the above votes in favor of approval, the following resolution was passed and adopted:

“**RESOLVED**, that the amendment of the Fourth Article of **SM Prime Holdings, Inc. (the Corporation)** is approved to read as follows:

‘FOURTH: That the term for which said corporation is to exist is perpetual.’

10. Open Forum

The Chairman then proceeded with the Open Forum. He opened the floor for questions and comments from our shareholders.

The next question was from Ms. Pia Lea Andrea C. Azarcon, who first congratulated the directors and the Management for a successful 2023 results of operations. Ms. Azarcon asked about the Company’s future plans for their businesses.

Mr. Lim responded that in 2024, the Company intends to open four (4) new malls across the country with an additional 440,000 sqm of gross floor area. Mr. Lim added that the Company will also launch 8,000 to 10,000 units of residential developments, mostly focused on mid-rise buildings. These will be erected in the provincial areas. In terms of offices, Mr. Lim discussed that the Company plans to open an additional 130,000 sqm of gross floor area of offices within the complex of its malls, mostly in Pampanga, Bacolod and Iloilo. These plans will continue to sustain the growth of the Company for 2024.

There being no other questions, the Corporate Secretary stated that the Open Forum has ended. He advised the shareholders that for questions not addressed during the meeting, the Company’s Investor Relations team will endeavor to answer them via email.

The Chairman thanked the shareholders for participating in the Open Forum.

11. Other Matters

The Chairman inquired if there were other matters that could properly be taken up at the meeting. The Corporate Secretary confirmed that there were none.

12. Adjournment

There being no further business to transact, the Chairman thanked everyone who joined the meeting wished everyone good health. Thereafter, the meeting was adjourned.

CERTIFIED CORRECT:

ELMER B. SERRANO
Corporate Secretary

ATTESTED BY:

HENRY T. SY, JR.
Chairman

SM Prime Holdings, Inc.
Annual Stockholders' Meeting
23 April 2024, 2:30 p.m.

Record of Attendance

Total number of voting shares outstanding	28,879,231,693
Total number of shares represented in person, by participant brokers, and by proxies	25,381,714,950
Attendance percentage	87.89