

**SAMPLE ONLY**  
**PROXY FOR CORPORATE STOCKHOLDERS OR PARTNERSHIPS**  
**MEGAWORLD CORPORATION**  
**2024 STOCKHOLDERS' MEETING**

I/WE hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the meeting, as my/our proxy at the annual stockholders' meeting of **MEGAWORLD CORPORATION** ("Megaworld") to be held on **13 May 2024** and/or at any postponement or adjournment thereof, and/or any annual stockholders' meeting of Megaworld, which appointment shall not exceed five (5) years from date hereof.

In particular, I/We hereby direct my/our said proxy to vote all my/our shares on the agenda items set forth below as I/We have expressly indicated by marking the same with an "X".

Items No.	Subject	Action		
		For	Against	Abstain
3.	Approval of Minutes of the Previous Annual Meeting held on 16 June 2023			
5.	Appointment of External Auditors			
6.	Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Management			
7.	Election of Directors			
	a. Andrew L. Tan			
	b. Katherine L. Tan			
	c. Kingson U. Sian			
	d. Enrique Santos L. Sy			
	e. Jesus B. Varela (Independent Director)			
	f. Cresencio P. Aquino (Independent Director)			
	g. Alejo L. Villanueva, Jr. (Independent Director)			
8.	Adding Entering into Guaranty or Surety Arrangements as Among the Secondary Purposes of the Corporation, and Amending the Second Article of the Articles of Incorporation for the Purpose			
9.	Increasing the Authorized Capital Stock from Php40,200,000,000 to Php45,700,000,000 and Amending the Seventh Article of the Articles of Incorporation for the Purpose			
10.	Amending the By-Laws Provisions on the Conduct of Annual and Special Meeting of the Stockholders, Sending of Notices, and the Conduct of Meetings of the Board of Directors, and Amending Article I, Sections 1, 2 and 3, and Article II, Section 3 of the By Laws for the Purpose			
<b>FULL DISCRETION</b>				

\_\_\_\_\_  
NAME OF STOCKHOLDER

\_\_\_\_\_  
NO. OF SHARES

By:

\_\_\_\_\_  
SIGNATURE ABOVE COMPLETE NAME OF SIGNATORY

\_\_\_\_\_  
DESIGNATION

\_\_\_\_\_  
DATE SIGNED

THIS PROXY SHOULD BE SUBMITTED UNTIL 5:00 PM OF 30 APRIL 2024, TO THE OFFICE OF THE CORPORATE SECRETARY AT THE 10<sup>TH</sup> FLOOR, TWO WORLD SQUARE, 24 UPPER MCKINLEY RD., MCKINLEY HILL, TAGUIG CITY, OR BY EMAIL TO CORPORATESECRETARY@MEGAWORLDCORP.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.

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.

THIS PROXY DOES NOT NEED TO BE NOTARIZED.

(Partnerships, Corporations and Associations must attach certified resolutions designating their proxies/representatives and authorized signatories)