



## **PROXY**

\_\_\_\_\_, a juridical person duly organized and existing under the laws of the Philippines, with principal address at \_\_\_\_\_ (the “Entity”), a bona fide holder of a membership certificate in good standing of Camp John Hay Golf Club, Inc. (the “Club”), a corporation organized and existing under the laws of the Republic of the Philippines, does hereby nominate, constitute and appoint \_\_\_\_\_, whose specimen signature appears below, or in his absence, the Chairman of the Board of Governors or, in his absence, the President of the Club, or in his absence, the Corporate Secretary of the Club, as its proxy to represent and register in its name and to vote in its behalf at the Annual Members’ Meeting of the Club on **12 May 2023** or in any and all regular and special meetings of the members **for a period of five (5) years** and any adjournment thereof, to consider any adjournment thereof, to vote its membership in the Club as fully and for all intents and purposes, as it might or could do if itself present at the meeting, and hereby ratifying and confirming any and all actions taken on matters which may properly come before such meeting or adjournment thereof.

The Entity hereby authorizes its proxy to vote with full discretion in acting thereon for the:

- 1) Approval of the previous Minutes of the 2022 Annual Members’ Meeting:  
☐ For ☐ Against ☐ Abstain
- 2) Approval of the Chairman and/or Management’s Report and Result of Operations for the year 2022:  
☐ For ☐ Against ☐ Abstain
- 3) Ratification of all corporate/management acts, Board actions and resolutions from the last annual meeting to date:  
☐ For ☐ Against ☐ Abstain
- 4) Ratification and approval of the Audited Financial Statements for the year 2022:  
☐ For ☐ Against ☐ Abstain
- 5) Ratification of the selection by the Board of Governors of Isla Lipana & Co. as external auditor of the Club for 2023 - 2024:  
☐ For ☐ Against ☐ Abstain
- 6) Approval of the proposed amendments to the Club’s By-laws as follows:

‘Section 2.6 The Board of Governors, by the vote of 2/3 of the members present provided there is a quorum, may, depending on the severity of an offense, reprimand, suspend or expel a member on any of the following grounds:

- (a) Violation of the Articles of Incorporation, and/or the By-laws of the Club;
- (b) Violation of any rules or regulations adopted by the Board of Governors; or
- (c) Commission of an act or conduct inimical to the interest and purposes of the Club.” (underscoring provided)

xxx

‘Section 8.4 NOMINATION. The Election Committee shall, thirty (30) calendar days prior to a scheduled election, nominate the Regular Members who are candidates for Governors. In addition, the Committee shall simultaneously call for and accept nominations in writing from Regular Members; provided, however, that the members of the Election Committee shall be disqualified from being nominated or elected. The period for nomination shall be closed twenty (20) business days prior to the scheduled election. The official list of nominees shall be prepared by the Committee and posted at the Clubhouse bulletin board at least fifteen (15) calendar days prior to the date of the meeting at which the election shall be held. Such list shall likewise be attached to the Notice of Meeting to be sent to all members.

The procedure for nomination of Independent Governors shall be in accordance with Rule 38 of the Implementing Rules and Regulations of the Securities Regulation Code or any amendments thereto.’ ” (underscoring provided)

[ ] For                      [ ] Against                      [ ] Abstain

- 7) Election of the nominees of the management as members of the Board of Governors, including Independent Governors for 2023 - 2024:

Instruction: To vote in favor of any individual nominee, make a check mark (“√”) on the box beside the name of the individual nominee. Note blank boxes shall be counted as a “no vote”. You may vote up to ten (10) governors only.

Nominees

- ☐ Gulshan Bedi
- ☐ Mario V. Benitez, Jr. – Independent Governor
- ☐ Jaime M. Cacho
- ☐ Ramon Luis F. Garcia – Independent Governor
- ☐ Francisco C. Gonzalez
- ☐ Alfredo M. Mendoza
- ☐ Ferdinand T. Santos
- ☐ Robert John L. Sobrepeña
- ☐ Rafael Perez de Tagle, Jr.
- ☐ Bayani B. Tecson – Independent Governor

**(Note: This form must be accompanied by a Board Resolution appointing the Proxy and authorizing a person to sign this Proxy.)**

and such other business as may properly come before the meeting and all adjournments thereof.

This proxy has been approved by the Board of Directors of the Entity in a meeting held on \_\_\_\_\_. It shall continue **for a period of five (5) years** or until such time as the same is withdrawn by the Entity through notice in writing delivered to the Corporate Secretary of the Club.

IN WITNESS WHEREOF, the Entity, through its authorized representative, has executed this proxy this \_\_\_\_ day of \_\_\_\_\_, 2023 in \_\_\_\_\_.

(Printed Name of Entity)

\_\_\_\_\_  
Signature over Printed name of  
Authorized Representative

\_\_\_\_\_  
Address

\_\_\_\_\_  
Specimen Signature over  
Printed Name of Proxy

\_\_\_\_\_  
Witness

This Proxy is being solicited in behalf of the management of the Club.

**(Note: This form must be accompanied by a Board Resolution appointing the Proxy and authorizing a person to sign this Proxy.)**