

PART II
PROXY FORM
DMCI HOLDINGS, INC.

Item 1. Identification

This proxy is being solicited for and on behalf of the Management of the Corporation. The Chairman of the Board of Directors or, in his absence, the President of the Corporation will vote the proxies at the annual stockholders' meeting to be held on July 29, 2015.

Item 2. Instruction

- (a) The proxy must be duly accomplished by the stockholder of record as of Record Date. A proxy executed by a corporation shall be in the form of a board resolution duly certified by the Corporate Secretary or in a proxy form executed by a duly authorized corporate officer accompanied by a Corporate Secretary's Certificate quoting the board resolution authorizing the said corporate officer to execute the said proxy.
- (b) Duly accomplished proxies may be mailed or submitted personally to the Corporate Secretary of the Corporation not later than July 18, 2015 at the following address:
- The Corporate Secretary
DMCI Holdings, Inc.
3rd Floor, DACON Building
2281 Pasong Tamo Extension
1231 Makati City
Philippines
- (c) In case of shares of stock owned jointly by two or more persons, the consent of all co-owners must be necessary for the execution of the proxy. For persons owning shares in an "and/or" capacity, any one of them may execute the proxy.
- (d) Validation of proxies will be held by the Stock Transfer Agent on July 24, 2015 at 2:00 p.m. at the principal office of the Corporation at the 3rd Floor, DACON Building, 2281, Don Chino Roces Avenue, Makati City, Philippines.
- (e) Unless otherwise indicated by the stockholder, a stockholder shall be deemed to have designated the Chairman of the Board of Directors, or in his absence, the President of the Corporation, as his proxy for the annual stockholders meeting to be held on July 29, 2015.
- (f) If the number of shares of stock is left in blank, the proxy shall be deemed to have been issued for all of the stockholder's shares of stock in the Corporation as of Record Date.
- (g) The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of SRC Rule 20 (11)(b)
- (h) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on any of the matters in (1), (2), (3), (4) , (5) and (6) below by checking the appropriate box.

Where the boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have authorized the proxy to vote for the matter.

The Undersigned hereby appoints:

- (a) The Chairman of the Board of Directors of DMCI Holdings, Inc., or in his absence, the President of DMCI Holdings, Inc.,
- (b) _____

as his/her/its Proxy to attend the above annual meeting of the stockholders of DMCI Holdings, Inc., and any adjournment or postponement thereof, and thereat to vote all shares of stock held by the undersigned as specified below and on any matter that may properly come before said meeting.

- (1) Approval/ratification of the minutes of the annual stockholders' meeting held on August 5, 2014.

FOR AGAINST ABSTAIN

- (2) Approval of the Management Report

FOR AGAINST ABSTAIN

- (3) Ratification of the acts of the Board of Directors and Officers as contained in the attached annual report, the audited financial statements of the Corporation for the year ended December 31, 2014 and discussed in item 9 (2) of the Information Statement.

FOR AGAINST ABSTAIN

- (4) Appointment of SGV & Co. as Independent External Auditors

FOR AGAINST ABSTAIN

- (5) Election of Directors.

FOR all nominees listed below, except those whose names are stricken out

WITHHOLD authority to vote for all nominees listed below.

(Instruction: To strike out a name or withhold authority to vote for any individual nominee, draw a line through the nominee's name in the list below).

Regular Directors:

ISIDRO A. CONSUNJI
CESAR A. BUENAVENTURA
JORGE A. CONSUNJI
VICTOR A. CONSUNJI

HERBERT M. CONSUNJI
MA. EDWINA C. LAPERAL
LUZ CONSUELO A. CONSUNJI

Independent Directors:

ANTONIO JOSE U. PERIQUET
HONORIO REYES-LAO

(6) Amendment of the Corporation By-Laws

- (a) Article III, Sec. 3 (last par) to provide that all nominations to the board should be submitted to the Board of Directors, with the consent of the nominees, at least **60 days** prior to the scheduled date of annual stockholders' meeting, in order to give the Nomination Committee sufficient time to screen the qualifications of the nominees;

FOR AGAINST ABSTAIN

- (b) Article III, Sec. 8 (Notice of Meetings) to provide that notice of regular or special meeting shall be given by the Corporate Secretary by delivering the notice by hand, by mail or by **electronic mail**, at least **five (5) business days** before the scheduled date of board meeting;

FOR AGAINST ABSTAIN

- (c) Article III, Sec. 9 to indicate that decisions of the Board shall require the affirmative vote of at least **2/3 of the members of the Board**;

FOR AGAINST ABSTAIN

- (d) Article III, Sec. 11, to indicate that any resignation of a director should be in writing and delivered to the **Chairman of the Board and the Corporate Secretary**.

FOR AGAINST ABSTAIN

- (e) Article IV, Sec. 1, to add in the definition of independent directors that he/ she should be independent of the substantial shareholders of the corporation, thus: "an independent director" shall mean a person who apart from his fees and shareholdings, is independent of management and **substantial shareholders** free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director of the Corporation...xxx"

FOR AGAINST ABSTAIN

- (f) Article VI, Sec. 1 – to add the **Risk Oversight Committee** as one of the Board committees.

FOR AGAINST ABSTAIN

(g) Article VI, Sec. 5- to add the composition and duties of the Risk Oversight Committee.

FOR

AGAINST

ABSTAIN

Item 3. Revocability of Proxy

Any stockholder who executes the proxy enclosed with this statement may revoke it at any time before it is exercised. The proxy may be revoked by the stockholder executing the same at any time by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting, or by attending the meeting in person and signifying his intention to personally vote his shares. Shares represented by an unrevoked proxy will be voted as authorized by the stockholder.

Item 4. Persons Making the Solicitation

The solicitation is made by the Management of the Corporation. No director of the Corporation has informed the Corporation in writing that he intends to oppose an action intended to be taken up by the Management of the Corporation at the annual meeting. Solicitation of proxies shall be made through the use of mail or personal delivery. The Corporation will shoulder the cost of solicitation which is approximately Php80,000.00.

Item 5. Interest of Certain Persons in Matters to be Acted Upon

No director, officer, nominee for director, or associate of any of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, on any matter to be acted upon at the annual stockholders' meeting to be held on July 29, 2015 other than election to office.

Date

(Signature above printed name, including title when signing for a corporation or partnership or as an agent, attorney or fiduciary).

No. of shares held: _____