

**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 27, 2016.

**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 16, 2016 at the following address:
- The Corporate Secretary  
DMCI Holdings, Inc.  
3<sup>rd</sup> 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 22, 2016 at 2:00 p.m. at the principal office of the Corporation at the 3<sup>rd</sup> 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 27, 2016.
- (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 July 29, 2015.

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, 2015 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 II, Sec. 1 to provide that the annual stockholders' meeting shall be held on the third Tuesday of May of each year;

FOR                       AGAINST                       ABSTAIN

(b) Article VI, Sec. 1 to provide for the creation of a separate Corporate Governance Committee;

FOR                       AGAINST                       ABSTAIN

(c) Article VI, Sec. 6 to specifically indicate the duties and responsibilities of the Corporate Governance 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 27, 2016 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: \_\_\_\_\_