

## PROXY FORM

The undersigned stockholder of APC Group Inc. (the “Company”), registered in the name of Philippine Central Depository Nominee Corporation, if applicable\*, hereby appoints \_\_\_\_\_ (as sub-proxy,\*) or in his absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to represent and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on June 22, 2023 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of Minutes of Previous Meeting held on June 9, 2022

\_\_\_ Yes \_\_\_ No \_\_\_ Abstain

2. Approval of 2022 Operations and Results

\_\_\_ Yes \_\_\_ No \_\_\_ Abstain

3. Ratification of all Acts of the Board of Directors, Board Committees and the Management during their term of office

\_\_\_ Yes \_\_\_ No \_\_\_ Abstain

4. Election of Directors for 2023 to 2024

\_\_\_ 4.1 Vote for all nominees listed below:

- a. Willy N. Ocier
- b. Ian Jason R Aguirre
- c. Rafael M. Alunan III (Independent)
- d. Jackson T. Ongsip
- e. Edmundo L. Tan
- f. Jerry C. Tiu (Independent)
- g. Virginia A. Yap

\_\_\_ 4.2 Withhold authority for all nominees above

\_\_\_ 4.3 Withhold authority to vote for the nominees listed below:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

5. Appointment of External Auditor

\_\_\_ Yes \_\_\_ No \_\_\_ Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters as may be properly come before the meeting

\_\_\_ Yes \_\_\_ No \_\_\_ Abstain

\_\_\_\_\_  
Printed Name of Stockholder/Broker/PCD Participant

\_\_\_\_\_  
Signature of Stockholder or Name and Signature of  
Authorized Signatory of Corporate Stockholder/  
Broker/PCD Participant

\_\_\_\_\_  
Date

*This Proxy must be submitted together with the following:*

*For Individual Stockholders*

*If a representative will sign on behalf of stockholder, this proxy must be submitted together with a duly executed Special of General Power of Attorney showing the authority of the representative to sign on behalf of the individual stockholder.*

*For Corporate Stockholders*

*A duly executed Secretary's Certificate showing the authority of the representative to sign on behalf of the stockholder corporation. Enclosed is a sample Secretary's Certificate for your reference.*

*For PCD Participants/Brokers*

*A duly executed Secretary's Certificate showing the authority of the representative to sign on behalf of the PCD Participant/Broker, as well as the duly accomplished proxy or certificate of shareholdings issued by the PDTC. Enclosed is a sample Secretary's Certificate for your reference.*

THIS PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY AT LEAST THREE (3) BUSINESS DAYS BEFORE THE DATE SET FOR THE ANNUAL MEETING AS PROVIDED IN THE BY-LAWS.

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED, AND 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 AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

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 FORM SHALL BE VALID FOR FIVE (5) YEARS FROM DATE HEREOF.

\* *For PCD Participants/Brokers*