

**WE ARE NOT SOLICITING YOUR PROXY.**

Stockholders who wish to cast their votes may do so via method provided for voting *in absentia* or by accomplishing the proxy form provided below. The detailed procedure for casting votes *in absentia* shall be sent securely to the stockholders. Stockholders who wish to vote by proxy shall send the proxies via email to [ecjj@cccjlaw.com](mailto:ecjj@cccjlaw.com) or hard copies to the Office of the Corporate Secretary at 3rd Floor ALPAP I Building 140 L.P. Leviste St., Salcedo Village, Makati City on or before 5:00 P.M. of December 23, 2020. Validation of proxies shall be held on 28 December 2020 at 2:00 p.m. at the said Office of the Corporate Secretary.

**PROXY**

The undersigned stockholder of FMF DEVELOPMENT CORPORATION (the "Company") hereby appoints \_\_\_\_\_, or in his/her absence, the Chairman of the Board, as his/her attorney-in-fact and proxy, with power of substitution, to present 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 December 29, 2020 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of Minutes of the Annual Stockholders' Meeting held on July 25, 2019  
\_\_\_ Yes      \_\_\_ No      \_\_\_ Abstain

2. Amendment of Articles I (Meeting of Stockholders) and II (Meetings of the Board of Directors) of the Company's Amended By-Laws to Adopt Provisions Allowing the Conduct of the Stockholders and Board Meetings Including the Casting of Votes through Remote Communication Consistent with the Relevant Laws and SEC Guidelines  
\_\_\_ Yes      \_\_\_ No      \_\_\_ Abstain

3. Ratification of acts and resolutions of the Board and Officers adopted during the preceding year  
\_\_\_ Yes      \_\_\_ No      \_\_\_ Abstain

4. Election of Directors  
No. of Votes

	Yes	No	Abstain
Roberto C. Fernandez	_____	_____	_____
Jaime C. Fernandez	_____	_____	_____
George Sycip	_____	_____	_____
Paul P. Sagayo, Jr.	_____	_____	_____
Ma. Elena C. Fernandez	_____	_____	_____
Florentino Herrera, III	_____	_____	_____
Luis Miguel A. Cacho	_____	_____	_____
<b><u>Independent Directors</u></b>			
Danilo R. Deen	_____	_____	_____

5. Election of Reyes Tacandong & Company as External Auditor  
\_\_\_ Yes      \_\_\_ No      \_\_\_ Abstain

6. At their discretion, the proxy(ies) named above is (are) authorized to vote upon such other matters as may properly come before the meeting.  
\_\_\_ Yes      \_\_\_ No      \_\_\_ Abstain

\_\_\_\_\_  
Printed Name of Stockholder

\_\_\_\_\_  
Signature of Stockholder/  
Authorized Signatory

\_\_\_\_\_  
Address of Stockholder

\_\_\_\_\_  
Contact Telephone Number

\_\_\_\_\_  
Date

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 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 EXPRESSES HIS INTENTION TO VOTE IN PERSON.

A PROXY SUBMITTED BY A CORPORATION SHOULD BE ACCOMPANIED BY A CORPORATE SECRETARY'S CERTIFICATE QUOTING THE BOARD RESOLUTION DESIGNATING A CORPORATE OFFICER TO EXECUTE THE PROXY. IN ADDITION TO THE ABOVE REQUIREMENT FOR CORPORATIONS, A PROXY FORM GIVEN BY A BROKER OR CUSTODIAN BANK IN RESPECT OF SHARES OF STOCK CARRIED BY SUCH BROKER OR CUSTODIAN BANK FOR THE ACCOUNT OF THE BENEFICIAL OWNER MUST BE ACCOMPANIED BY A CERTIFICATION UNDER OATH STATING THAT THE BROKER OR CUSTODIAN BANK HAS OBTAINED THE WRITTEN CONSENT OF THE ACCOUNT HOLDER.

NOTARIZATION OF THIS PROXY IS NOT REQUIRED.