

PROCEDURES FOR ATTENDING, PARTICIPATING, AND VOTING IN THE ANNUAL STOCKHOLDERS' MEETING THROUGH REMOTE COMMUNICATIONS, FOR VOTING *IN ABSENTIA*, AND FOR VOTING BY PROXY

A stockholder may only attend the meeting remotely by connecting to <https://www.pepsiphilippines.com/AnnualStockholdersMeeting2021>, at the date and time indicated in the Notice and Agenda. Stockholders who will not be attending, participating, and voting via remote communications may choose to vote *in absentia* or by proxy.

Registration Procedures

A stockholder (or his or her proxy) who intends to participate via remote communications, vote *in absentia*, or vote by proxy (by appointing the Chairman of the meeting as his or her proxy), must register in accordance with the procedures below from 08 June to 24 June 2021, 5:00 p.m.

To register, the stockholder must send an email to corporatesecretary@pcppi.com.ph, indicating “**PCPPI 2021 Annual Stockholders' Meeting Registration**” as the subject of the email.

The following must be provided in the body of the email or attached to the email:

I. For individual stockholders with stock certificates –

1. A scanned copy of the front and back portions of the stockholder’s valid government issued ID, preferably with residential address, in .jpeg/.jpg or .png format. The file size should be no larger than 1 megabyte (“MB”);
2. A valid and active e-mail address;
3. A valid and active contact number; and
4. Indicate if stockholder will (a) attend, participate, and vote via remote communications (on his or her own or through a proxy other than the Chairman), (b) vote in absentia, or (c) vote by proxy (by appointing the Chairman of the meeting as his or her proxy).

II. For stockholders under Broker accounts –

1. A broker’s certification on the stockholder’s number of shareholdings (in .pdf, .jpeg/.jpg, or .png format). The file size should be no larger than 1MB;
2. A proxy issued by the broker in favor of the stockholder (in .pdf, .jpeg/.jpg, or .png format). The file size should be no larger than 1MB;

IMPORTANT: To facilitate the verification of your account, please make sure to copy corporatesecretary@pcppi.com.ph and the Company’s stock and transfer agent, Stock Transfer Service, Inc., through rdregala@stocktransfer.com.ph and mccapoy@stocktransfer.com.ph, zaadana@stocktransfer.com.ph in all email correspondences with the broker regarding requests for proxies and broker’s certification;

3. A scanned copy of the front and back portions of the stockholder’s valid government issued ID, preferably with residential address (in .jpeg/.jpg or .png format). The file size should be no larger than 1MB;
4. A valid and active e-mail address;
5. A valid and active contact number;

6. Indicate if the stockholder will (a) attend, participate, and vote via remote communications, or (b) vote *in absentia*.

III. For corporate stockholders –

If the corporate stockholder will **appoint a proxy other than the Chairman** of the meeting as its proxy:

1. A secretary's certificate attesting to (i) the authority of the proxy to attend and vote, for and on behalf of the corporate stockholder, which may serve as the proxy if it has all the requirements of a proxy; or (ii) the authority of the representative signing the proxy for and on behalf of the corporate stockholder, together with the signed proxy (in .pdf, .jpeg/.jpg, or .png format). The file size should be no larger than 1MB;
2. A scanned copy of the front and back portions of the valid government-issued ID of the corporate stockholder's proxy, preferably with residential address (in .jpeg/.jpg or .png format). The file size should be no larger than 1MB;
3. A valid and active e-mail address of the corporate stockholder's proxy;
4. A valid and active contact number of the corporate stockholder's proxy; and
5. Indicate if the corporate stockholder's proxy will (a) attend, participate, and vote via remote communications, or (b) vote *in absentia*.

If the corporate stockholder will **appoint the Chairman** of the meeting as its proxy:

1. A secretary's certificate attesting to (a) the appointment of the Chairman of the meeting as its proxy to attend and vote, for and on behalf of the corporate stockholder, which may serve as the proxy if it has all the requirements of a proxy; or (b) the authority of the representative signing the proxy for and on behalf of the corporate stockholder, together with the signed proxy indicating the Chairman as the proxy (in .pdf, .jpeg/.jpg, or .png format). The file size should be no larger than 1MB;
2. A valid and active e-mail address of the representative of the corporate stockholder;
3. A valid and active contact number of the representative of the corporate stockholder; and
4. Indicate that the corporate stockholder intends to appoint the Chairman of the meeting to attend and vote as its proxy.

In all cases I, II and III above, if the stockholder will be attending by proxy, the signed proxy must be received by the Corporate Secretary before 26 June 2021, 5:00 p.m. The original signed proxy may be sent to the Corporate Secretary c/o Pepsi-Cola Products Philippines, Inc., at Km. 29 National Road, Brgy. Tunasan, Muntinlupa, or a scanned copy of the signed proxy may be sent by email to corporatesecretary@pcppi.com.ph.

The Corporate Secretary may request additional information or documents to confirm the identity and number of shares of the stockholder.

Incomplete or inconsistent information may result in an unsuccessful registration. As a result, stockholders will not be allowed to participate via remote communications, vote *in absentia*, or vote by proxy.

Validation

Upon receipt by the Company of the email with complete documents, the Corporate Secretary will acknowledge it and will revert with its validation result together with the username and passwords for the meeting room and/or the digital ballot no later than three (3) business days from receipt of the email.

A. Attendance, Participation and Voting Via Remote Communications

Attendance and Participation

Only stockholders who have duly registered (or their proxies) in accordance with the Registration Procedures above and have notified the Corporate Secretary of their intention to attend, participate, and vote in the Annual Stockholders' Meeting by remote communication will receive the link to the meeting room and the specific username and password to access the meeting room.

Questions or comments of stockholders participating via remote communications may be sent prior to or during the meeting to corporatesecretary@pcppi.com.ph and shall be limited to the items in the Agenda.

A stockholder who participates by remote communications shall be deemed present for purposes of quorum. The meeting proceedings shall be recorded in audio and video format.

Voting

Stockholders (or their proxies) participating by remote communications may cast their votes through a digital ballot and have until the end of the meeting to cast their votes via remote communications through the digital ballot link. The username and password for the digital ballot will be provided by email to the duly registered stockholder as a response to the stockholder's email.

The voting must comply with the following instructions:

- For items other than the Election of Directors, the stockholder or proxy has the option to vote: "For", "Against", or "Abstain".

For individual stockholders, the vote is considered cast for all the registered stockholder's shares.

For brokers, the number of shares voting "For", "Against", and "Abstain" must be indicated in the form.

- For the election of directors, the stockholder or proxy may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such number of shares as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. Further, if a stockholder or proxy has indicated an intention to vote for the nominees but did not indicate the number of shares voted for/against each nominee, it will be presumed that the stockholder allocated an equal number of votes for/against all nominees.

B. Voting in Absentia

Instead of participating via remote communications or voting by proxy, stockholders have the option of voting *in absentia* on the matters in the agenda.

Only stockholders who have duly registered in accordance with the Registration Procedures above and have informed the Company of their intent to vote *in absentia* may vote on the matters on the agenda without attending the meeting. The username and password for the digital ballot will likewise be provided to the stockholder as a response to the stockholder's email.

A stockholder voting *in absentia* shall be deemed present for purposes of quorum.

Voting

Registered stockholders voting by remote communications or *in absentia* have until the end of the meeting to cast their votes through the digital ballot link.

The voting must comply with the following instructions:

- For items other than the Election of Directors, the stockholder has the option to vote: "For", "Against", or "Abstain".

For individual stockholders, the vote is considered cast for all the registered stockholder's shares.

For brokers, the number of shares voting "For", "Against", and "Abstain" must be indicated in the form.

- For the election of directors, the stockholder may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such number of shares as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. Further, if a stockholder has indicated an intention to vote for the nominees but did not indicate the number of shares voted for/against each nominee, it will be presumed that the stockholder allocated an equal number of votes for/against all nominees.

C. Voting By Proxy (Chairman)

Instead of participating via remote communications or voting *in absentia*, stockholders have the option of voting by proxy, by appointing the Chairman of the meeting as his or her proxy.

Only stockholders who have duly registered in accordance with the Registration Procedures above and have informed the Company of their intent to designate the Chairman of the meeting as their proxy, may vote on the matters on the agenda without attending the meeting.

Voting

The voting should comply with the following instructions:

- Download and fill up the proxy form. The Chairman of the meeting, by default, is authorized to cast the votes pursuant to the instructions in the proxy.
- For items other than the Election of Directors, the stockholder has the option to vote: “For”, “Against”, or “Abstain”.

For individual stockholders, the vote is considered cast for all the registered stockholder’s shares.

For brokers, the number of shares voting “For”, “Against”, and “Abstain” must be indicated in the form.

- For the election of directors, the stockholder may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such number of shares as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. Further, if a stockholder has indicated an intention to vote for the nominees but did not indicate the number of shares voted for/against each nominee, it will be presumed that the stockholder allocated an equal number of votes for/against all nominees.

The stockholders may send the original signed proxy to the Corporate Secretary c/o Pepsi-Cola Products Philippines, Inc., at Km. 29 National Road, Brgy. Tunasan, Muntinlupa, or a scanned copy of the executed proxy through email to corporatesecretary@pcppi.com.ph. The deadline for the submission of proxies is on 26 June 2021, 5:00 p.m.

Counting and Tabulation of Votes

The Corporate Secretary will count and tabulate the votes cast via remote communication and *in absentia* together with the votes cast by proxy.

Should the Corporate Secretary receive, from a single stockholder, a physical proxy-ballot and a digital ballot, the Corporate Secretary will count and include in the final tally the votes cast in the latest ballot received.