



PROCEDURES AND REQUIREMENTS FOR PARTICIPATION AND VOTING IN THE 2022 ANNUAL STOCKHOLDER'S MEETING

To ensure the safety of our stockholders during these times of pandemic crisis and in compliance with the guidelines of the government on social distancing and prohibition on mass gatherings, MERRYMART CONSUMER CORP. (the "Corporation") will conduct the 2022 Annual Shareholders' Meeting ("ASM") scheduled on December 15, 2022, 10:30 AM by remote communication and will conduct voting in absentia or by proxy.

Only stockholders of record as of November 21, 2022 are entitled to participate and vote in the 2022 ASM.

The Corporation has adopted the following procedures and requirements to enable its stockholders to register, participate and vote in the 2022 ASM.

I. ONLINE REGISTRATION STEPS AND REQUIREMENTS

A. Stockholders may register from 9:00 AM November 25, 2022 to 6:00 PM of December 7, 2022 to signify his/her/its intention to participate in the 2022 ASM by remote communication. The registration steps and requirements are available in the Company's website <https://merrymart.com.ph/company-disclosures> under ASM2022.

B. To register, stockholder shall submit the following requirements to the Office of the Corporate Secretary via email at corporatesecretary@merrymart.com.ph.

B.1 For Individual Stockholders -

(i) Scanned copy of stock certificate issued in the name of the individual stockholder or

(ii) Valid email address and active contact number; and

(iii) Scanned copy of valid government-issued identification card.

B.2 For Stockholders with Joint Accounts -

- (i) Authorization letter signed by all stockholders indicating the name of the person authorized to cast the votes;
- (ii) Scanned copy of the stock certificate issued in the name of the joint stockholders;
- (iii) Valid email address and active contact number of the authorized stockholder; and
- (iv) Scanned copy of valid government-issued identification card of the authorized stockholder.

B.3 For stockholders under PCD Participant/Brokers Account or holding 'Scripless Share'

- (i) Stockholders should coordinate with their broker and request for the full account name and reference number or account number they provided the Company;
- (ii) Broker's Certification on the stockholder's number of shareholdings;
- (iii) Valid email address and active contact number of the stockholder; and
- (iv) Scanned copy of valid government-issued identification card of stockholder.

B.4 For Corporate Stockholders -

- (i) Secretary's Certificate attesting to the authority of the representative to vote the shares on behalf of the corporate stockholders.
- (ii) Scanned copy of stock certificate issued in the name of the corporate stockholder;
- (iii) Valid email address and active contact number of authorized representative; and
- (iv) Valid government-issued identification card of authorized representative.

II. ELECTRONIC VOTING IN ABSENTIA

- A. Duly registered stockholders have the option to vote for the matters contained in the agenda for the 2022 ASM through electronic voting in absentia. The deadline for registration is 6:00 PM of December 7, 2022. Beyond this date, stockholders may no longer avail of the option to vote in absentia.

- B. After verification, the Company shall send a ballot to the registered stockholder through his/her/its email address which shall contain all the agenda items for approval as indicated in the Notice of Meeting and the registered stockholder may vote as follows:
- (1) For items other than Election of Directors, the registered stockholder has the option to vote: In Favor of, Against or Abstain. The vote is considered cast for all the registered stockholder's share.
 - (2) For the election of Directors, the registered stockholder may vote for all nominees, not 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. The total number of votes the stockholder is allowed to cast shall be based on the number of shares he/she or it owns.
 - (3) Once voting on the agenda items is finished, the stockholder can proceed to submit the accomplished ballot via email to corporatesecretary@merrymart.com.ph.
 - (4) After the ballot has been submitted, the stockholder may no longer change his/her vote. The stockholder will receive a confirmation email that his/her vote has been recorded.
- C. The Office of the Corporate Secretary shall tabulate all valid and confirmed votes cast through electronic voting; together with the votes through proxies, subject to validation by representatives of the Company's external auditors.
- D. Registered stockholders shall have until 6:00 PM of December 7, 2022 to cast their votes in absentia.
- E. Stockholders will not be allowed to cast votes during the proceedings of the 2022 ASM.

III. VOTING BY PROXY

- A. For individual stockholders holding certificated shares of the Company - Download the proxy form that is available at <https://merrymart.com.ph/company-disclosures> under ASM 2022.
- B. For stockholders holding 'scripless' shares or shares held under PCD Participant/Broker - Download the proxy form that is available at <https://merrymart.com.ph/company-disclosures> under ASM2022. Stockholders are advised to coordinate with their brokers first for the execution of this type of proxy.
- C. For corporate stockholders - Download the proxy form that is available at <https://merrymart.com.ph/company-disclosures> under ASM2022. A copy of the

duly signed and notarized Secretary's Certificate must be submitted together with the proxy form.

D. GENERAL INSTRUCTION ON VOTING BY PROXY:

- (1) Download and fill up the appropriate proxy form. Follow the instructions on how to cumulate or allocate votes in the election of directors.
- (2) Send the scanned copy of the duly executed proxy form via email to corporatesecretary@merrymart.com.ph or submit the original proxy form to the Office of the Corporate Secretary c/o Atty. Jacqueline Ann Marie Gomez. at MerryMart Headquarters 9th Floor Tower 1 DoubleDragon Plaza, Macapagal corner EDSA Ext Avenues Pasay City 1302.
- (3) Deadline for the submission of proxies is at 6:00 PM of December 7, 2022.
- (4) Validation of proxies will be on December 9, 2022.
- (5) If a stockholder avails the option to cast his/her vote in absentia and also issues proxy votes with differing instructions, the duly accomplished ballots sent through email shall replace the proxy votes issued by the stockholder.

IV. PARTICIPATION BY REMOTE COMMUNICATION

- A. Only duly registered stockholders will be included in determining the existence of a quorum.
- B. Duly registered stockholder may send their question and/or comments prior to the ASM through email at asm2022@merrymart.com.ph. The deadline for submitting questions shall be at 6:00 PM of December 7, 2022.
- C. The proceedings during the 2022 ASM will be recorded.

For any clarifications, please contact the Office of the Corporate Secretary via email at corporatesecretary@merrymart.com.ph.