	<b>GLOBE TELECOM, INC.</b>  <b>THE PROXY VALIDATION AND TABULATION COMMITTEE CHARTER</b>		ISSUE DATE <b>13 APRIL 2026</b>
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## I. OVERVIEW


- 1.1 Stockholders of Globe Telecom, Inc. (the “**Corporation**”) entitled to vote may vote in person, through a proxy or through remote communication or *in absentia*, at any regular or special stockholders’ meetings of the Corporation, subject to compliance with the rules and regulations as may be issued by the Securities and Exchange Commission (the “Commission”) from time to time. Stockholders casting votes through the foregoing means, shall be deemed present for purposes of determining the existence of a quorum.<sup>1</sup>
- 1.2 This Proxy Validation and Tabulation Committee Charter provides the procedures and protocols to be observed by the Corporation on the validation, acceptance, and tabulation of proxy votes and electronic votes *in absentia* for any regular or special stockholders’ meetings of the Corporation in accordance with Article I of the Corporation’s By-Laws, Section 20 of the Securities Regulations Code (SRC), and Rule 20 of the Implementing Rules and Regulations (IRR) of the SRC.
- 1.3 All personal data collected shall be processed in accordance with the Data Privacy Act of 2012 and the Corporation’s Data Privacy Policy.

## II. DEFINITION OF TERMS

- 2.2 **Compliance Office** shall refer to the team in Globe composed of Globe Chief Compliance Officer, Globe Corporate Services and Globe Compliance.
- 2.3 **Internal Audit** shall refer to the unit within Globe responsible for reviewing the adequacy and effectiveness of internal controls over the voting process. Its assigned members review the initial tabulation of voting results.
- 2.4 **Chairman of the Meeting** shall refer to a person, not necessarily the Chairman of the Board, who presides at any regular or special stockholders’ meeting of the Corporation.
- 2.5 **Definitive Information Statement** shall refer to the corporate document containing all relevant information for stockholders, including, among others, the detailed notice and agenda of the meeting, proxy form, list of directors, officers and stockholders of the Corporation executive compensation,

information on voting rights, and financial status of the Corporation. It is

<sup>1</sup> Article I, Section 7, Amended By-Laws of Globe Telecom, Inc. dated 23 February 2021 (“GLO By-Laws”).

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distributed to the Corporation’s stockholders no later than twenty-eight (28) calendar days prior to the date of the meeting.

- 2.6 **External Auditor** shall refer to the third-party professional firm engaged to perform independent tabulation of votes received during the stockholders’ meeting. They will perform the agreed-upon procedures, as specified by the Corporation and in accordance with Philippine Standard on Related Services.
- 2.7 **Proxy Form** shall refer to the official document that grants to a specified person the authority to act and vote on behalf of a stockholder at a stockholders’ meeting. It contains the name of the stockholder, the appointed proxy, and the voting instruction for each agenda item.
- 2.8 **Proxy Validation and Tabulation Report** shall refer to the report prepared by the Office of the Corporate Secretary, consisting of the summary of votes received from stockholders who are entitled to vote in the regular or special stockholders’ meeting for each agenda item. Once prepared, the report shall undergo a thorough review by Internal Audit, validation by the External Auditor (an independent validator), and sign off by the Proxy Validation and Tabulation Committee, as defined below. The form of the Proxy Validation and Tabulation Report shall be approved by the Committee, as defined below.
- 2.9 **Proxy Validation and Tabulation Committee** (or the “**Committee**”) shall refer to the three (3) individuals appointed by the Board of Directors tasked to validate proxy forms received by the Corporation and to count and tabulate stockholders’ votes cast through proxy,<sup>2</sup> received electronically *in absentia* and in-person during the meeting, as defined in Section 4 of this Charter.
- 2.10 **Office of the Corporate Secretary** shall refer to the group composed of the Corporate Secretary, and the corporate secretariat.
- 2.11 **Electronic Votes** shall refer to votes via remote communication or *in absentia* received electronically through the secure and convenient registration and voting system of the Corporation (the “**System**”) accessible to all stockholders.

### III. COVERAGE

3.1 The Committee, the Office of the Corporate Secretary, the Compliance Office, Internal Audit and the External Auditor shall follow the protocols and procedures

<sup>2</sup> Section 3.4.4, Manual of Corporate Governance of Globe Telecom, Inc. dated 09 May 2017 (“GLO MCG”)

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set forth in this Proxy Validation and Tabulation Committee Charter for validating proxies and tabulating votes during the regular or special stockholders’ meetings, regardless of whether these meetings are held in person, online, or through a hybrid setup.

3.2 The Office of the Corporate Secretary, with the support of the Compliance Office, shall oversee the proxy validation and tabulation process.

#### **IV. THE COMMITTEE<sup>3</sup>**

4.1 The Committee shall consist of at least three (3) individuals who are not members of the Board of Directors, pursuant to an *ex-officio* appointment by the Board of Directors, as follows:

- a. The Corporate Secretary;
- b. The Chief Audit Executive; and
- c. The Chief Compliance Officer.

The appointment attaches to the designated office, and vacancies shall be filled automatically by the successor to the office.

4.2 The term of appointment shall continue until such time as the Board, at its sole discretion, directs or resolves otherwise.


4.3 The members of the Committee shall be authorized to designate and appoint such individuals as they deem necessary to assist in the effective discharge of their duties and responsibilities under this Charter. Such individuals shall act under the direct supervision and control of the Committee.

#### **V. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE 5.1 The**

Committee shall have the following duties and responsibilities:

- a. Validate the proxies submitted by the stockholders within the timeframes specified in this charter or as authorized by law;

<sup>3</sup>Section 3.4.4, GLO MCG.

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- b. Count and tabulate the votes cast (including votes cast through the System) at the stockholders' meeting, and submit the results of the tabulation to the External Auditor for validation;
- c. Cause the voting results to be posted in the Corporation's website the next working day following the stockholders' meeting;
- d. Perform such other duties and functions as may be delegated by the Board from time to time.

5.2 The Committee shall be guided by this Charter, the Corporation's By-Laws and Manual of Corporate Governance, and the applicable laws, rules and regulations regarding proxies.

## **VI. PROXY VALIDATION PROTOCOLS AND PROCESS**

### **6.1 Provision of Proxy Forms to the Stockholders**

6.1.1 The Definitive Information Statement for any regular or special stockholders' meeting of the Corporation shall include a blank Proxy Form that can be used by the stockholders who wish to be represented by proxy at the meeting. A sample Proxy Form is attached herein as Annex "A".


6.1.2 The Proxy Form shall indicate the name of the stockholder's proxy and the voting instructions, and other relevant information such as, but not limited to the following:

- a. deadline of submission
- b. method of submission

- c. revocability of proxy
- d. solicitation of proxy
- e. notarial requirement

## 6.2 Receipt of Proxy Forms from the stockholders

6.2.1 Proxy Forms shall be submitted to the Office of the Corporate Secretary pursuant to the instructions provided in the notice of the meeting not later

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than **seven (7) business days** prior to the date of the stockholders' meeting.<sup>4</sup>

6.2.2 The Office of the Corporate Secretary shall accept the Proxy Forms from stockholders only when, the Proxy Forms are:

- a. in writing, signed and filed by the stockholders in the form provided by the Corporation;
- b. submitted by the stockholders to the Office of the Corporate Secretary to the address provided in the notice of the meeting within the set timeline;
- c. are accompanied by Secretary's Certificate on the authority of the signatories to sign the Proxy Form on its behalf.


6.2.3 Where the same stockholder gives two or more proxies, the latest one is to be deemed to revoke all former proxies.

6.2.4 If the stockholder appointed a proxy other than the Chairman of the Meeting, the Office of the Corporate Secretary shall inform the stockholder that his/her proxy shall attend the meeting via remote communication in order for the stockholder to be considered in the determination of quorum.

6.2.5 The Office of the Corporate Secretary shall collate all the Proxy Forms received for the day and stamp the date of receipt on the forms, if the Proxy Form was received in hard copy. If the Proxy Form was received via email, the date when the email was received is the date of receipt of the Proxy Form.

6.2.7 The Office of the Corporate Secretary shall maintain a registry of all Proxy Forms received. The registry shall at least contain the stockholder's name, number of shares, proxy holder, date of receipt, mode of receipt, remarks on whether the Proxy Form is valid, and the reason for invalidating the Proxy Form, if applicable.

<sup>4</sup> Article I, Section 7, GLO By-Laws.

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### 6.3 Proxy Validation

6.3.1 The Office of the Corporate Secretary shall prepare the Proxy Validation and Tabulation Report, which shall be submitted to Internal Audit and External Auditor at least **five (5) business days** prior to the date of the stockholders' meeting.<sup>5</sup>

6.3.2 The Office of the Corporate Secretary shall ensure that only valid Proxy Forms received from the stockholders as of the meeting record date are validated and tabulated by observing the following metrics:

- a. The name of the stockholder appears on the master list of stockholders as of the meeting record date, as provided by the Corporation's stock transfer agent.
- b. If the name of the stockholder does not appear in the master list, the Proxy Form submitted shall be supported by a Certification from a stock broker that is included in the master list.
- c. The stockholder appointed the Chairman of the Meeting as his/her proxy;


and shall ensure that there is no duplication of entries in the Proxy Validation and Tabulation Report.

6.3.3 The Office of the Corporate Secretary shall input the following information of the stockholders with valid Proxy Forms in the Proxy Validation and Tabulation Report:

- a. Stockholder's Number
- b. Stockholder's Name
- c. Number of Shares as of the record date
- d. Name of Proxy
- e. Date of Receipt of Proxy Forms
- f. Voting instruction per meeting agenda item

6.3.4 The following **assumptions** shall govern the tabulation of votes:

<sup>5</sup> Article I, Section 7, GLO By-Laws.


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- a. For all agenda items, the vote shall be cast as specifically indicated (i.e. vote for, vote against, abstain) in the Proxy Form for all the shares assigned to the proxy.
- b. If no specific direction as to voting is given, the votes will be cast for the approval of the matters on the agenda and for such other matters as may properly come before the meeting in the manner described in the Definitive Information Statement and as recommended by the Chairman.
- c. For Proxy Forms submitted by a stockbroker, if the number of represented shares exceeds the number of registered shares, the votes will be cast only up to the number of registered shares for all items on the agenda, except on the election of directors.

**For election of directors:**

- d. Stockholders can vote up to their number of registered shares (in case of stockholders with scripless shares, up to the number of shares indicated in the broker's certification) multiplied by the total number of directors to be elected ("total allowable votes").

- e. If the stockholder indicated the number of votes for each director, the votes indicated are valid as “vote for” as long as the total votes do not exceed the total allowable votes.
- f. If the total number of votes for all nominee directors selected by the stockholder exceeds the total allowable votes, all votes are invalid, not counted and considered as zero “0” vote.
- g. If the total votes indicated in the Proxy Form is less than the total allowable votes, unused votes are considered uncast votes.
- h. If the stockholder has votes for the other items on the agenda and no votes were indicated in the Proxy Form for all the nominee directors, no vote is assumed and is considered as zero “0” vote.
- i. If the stockholder submitted a blank but signed Proxy Form, the votes will be cast for the approval of all items on the agenda, including the election of directors. Each director will receive an equal number of the total allowable votes of the stockholder.

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- j. If the shares from validated Proxy Forms already represent a quorum, the related votes are considered valid and are cast for the initial vote count on each meeting agenda item. The initial voting results are then announced during the stockholders’ meeting.

6.3.5 The Office of the Corporate Secretary shall compute based on the tabulated proxy votes for:

- a. the number and percentage of shares represented by proxy in the meeting; and
- b. the number and percentage of proxy votes received per agenda item;

and shall refer to the SRC Rules for the appropriate computation of the required percentages of votes.

#### **6.4 Review of Proxy Validation and Tabulation Report**

6.4.1 The Office of the Corporate Secretary shall submit the Proxy Validation

and Tabulation Report for review of Internal Audit and the External Auditor at least **five (5) business** days prior to the date of the stockholders' meeting.<sup>6</sup>


6.4.2 Internal Audit and the External Auditor shall review simultaneously the Proxy Validation and Tabulation Report following the same metrics and protocols set forth above.

The Office of the Corporate Secretary shall provide Internal Audit and the External Auditor access to the collated proxy forms and master list of stockholders.

6.4.3 The Office of the Corporate Secretary, in coordination with Internal Audit and the External Auditor shall resolve issues identified in the Proxy Validation and Tabulation Report, if any.

6.4.4 Internal Audit shall review the revised Proxy Validation and Tabulation Report and endorse the same for approval by the Committee.

<sup>6</sup> Article I, Section 7, GLO By-Laws.

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6.4.5 The Office of the Corporate Secretary, in coordination with Internal Audit, shall address issues raised by the Committee, if any.

6.4.6 The Committee, with the recommendation of The Office of the Corporate Secretary and Internal Audit, shall approve and sign the Proxy Validation and Tabulation Report at least **five (5) business days** prior to the date of the stockholders' meeting.<sup>7</sup>

## 6.5 Encoding of Proxy Votes

6.5.1 The Office of the Corporate Secretary shall encode the proxy votes in the System, based on the approved Proxy Validation and Tabulation Report at least **two (2) calendar days** before the stockholders' meeting.

6.5.2 The Office of the Corporate Secretary, supported by the Compliance Office, shall encode the proxy votes, based on the approved Proxy Validation and Tabulation Report in the prompter and presentation slides of the stockholders' meeting.

## VII. TABULATION OF TOTAL VOTES RECEIVED


7.1 The Administrator of the System shall extract the Electronic Votes and send it to Internal Audit and the External Auditor immediately, but not later than **one (1) hour** from the adjournment of the meeting.

7.2 Internal Audit and the External Auditor shall add the Electronic Votes with the validated proxy votes to come up with the final tally of votes.

7.3 Internal Audit and the External Auditor shall ensure that there are no duplicate votes from one stockholder, following the guidelines below:

- a. If a stockholder who voted through Proxy Form subsequently casts an Electronic Vote, the Proxy Form shall be disregarded and Electronic Vote cast will prevail.
- b. If a stockholder who cast an Electronic Vote subsequently submits the Proxy Form within the set deadline, the Electronic Vote will be disregarded and the Proxy Form will prevail.

<sup>7</sup> Article I, Section 7, GLO By-Laws.

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- c. The last vote cast by the stockholder, whether through proxy or the System, shall be considered the final vote.

7.4 Internal Audit and the External Auditor shall agree on the final tally of votes, in coordination with the Office of the Corporate Secretary and the Compliance Office.

## VIII. POST-MEETING PROCEEDINGS

8.1 Internal Audit shall send to the Office of the Corporate Secretary the final agreed tally of votes (the **“Final Tabulation”**) no later than **one (1) working day** from the date of the stockholder’s meeting.

8.2 The Office of the Corporate Secretary shall prepare the Final Tabulation for posting to the website of the Corporation no later than **one (1) working day**

from the date of the stockholder's meeting.

8.3 Internal Audit shall endorse the Final Tabulation to the Committee for signature within **three (3) days** from the date of the stockholders' meeting.


8.4 The External Auditor shall provide a report on the agreed-upon procedures on the independent tabulation of votes, which includes audit procedures and findings on the voting process within **thirty (30) days** from the date of the stockholders' meeting.

## IX. SAFEKEEPING OF RECORDS

9.1 The Proxy Forms, the duly signed Proxy Validation and Tabulation Report, the Final Tabulation, and other meeting materials shall be forwarded to the archives of the Office of the Corporate Secretary within one (1) week after the stockholders' meeting for safekeeping.

9.2 The documents shall be retained for a period of ten (10) years from last use.


9.3 Except for information that are required to be disclosed pursuant to law or regulations issued by competent government authorities, the records shall be kept confidential.

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## X. PERIODIC REVIEW

10.1 This Charter shall be reviewed periodically by the Committee to ensure its continuing adequacy and consistency with the Board's objectives and responsibilities.

10.2 Unless changes are minor or in form only, any proposed changes to this Charter shall be approved by the Board.

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**ANNEX A**

**SAMPLE PROXY AND VOTING INSTRUCTION**

**1. IDENTIFICATION**

This Proxy, when properly executed, will be voted in the manner herein directed by the stockholder(s) in connection with the [Annual/Special] Stockholders' Meeting of **GLOBE TELECOM, INC.** to be held on [date] at [time].

**2. INSTRUCTIONS**

The undersigned stockholder of **GLOBE TELECOM, INC.** (the "Corporation") hereby appoints the *Chairman of the Meeting* of the stockholders, as *attorney-in-fact* and *proxy*, to represent and vote all shares registered in his/her/its name at the [annual/special] meeting of the stockholders of the Corporation on [date] and at any of the adjournments thereof for the purpose of acting on the matters stated below.

Please place an "X" in the box below how you wish your votes to be cast in respect of the matter to be taken up during the meeting.

If no specific direction as to voting is given, the votes will be cast for the approval of the resolution on the matter stated below and as set out in the notice, and for such other matters as may properly come before the meeting in the manner described in the Information Statement and as recommended by the Chairman.

1. Approval of minutes of previous meeting

For  Against  Abstain


2. Ratification of the acts of the Board of Directors and Management

For  Against  Abstain

3. Election of Directors (including the Independent Directors)

Directors: No. of Votes  
[names of nominees] \_\_\_\_\_

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

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*Independent Directors:*

[names of nominees] \_\_\_\_\_

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

4. Election of External Auditor and Fixing of its Remuneration

For  Against  Abstain

5. Approval of the Audited Financial Statements and Noting of Annual Report

For  Against  Abstain

6. Other Matters

At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come before the meeting.

For  Against

A scanned copy of this Proxy and Voting Instruction should be received by the Corporate Secretary at [corporatesecretary@globe.com.ph](mailto:corporatesecretary@globe.com.ph) on or before [date], the deadline for submission of Proxies. For corporate stockholders, please attach to this Proxy Form the Secretary's Certificate on the authority of the signatory/ies to appoint the Proxy and sign this form.

**3. REVOCABILITY OF PROXY**


The Proxy and Voting Instruction 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. The Proxy and Voting Instruction is also considered revoked if the stockholder registers and votes on the Corporation's secured online voting system before or during the [Annual/Special] Stockholders' Meeting of the Corporation on [date]. Shares represented by an unrevoked Proxy will be voted as authorized by the stockholder.

**4. PERSON MAKING THE SOLICITATION**

The Corporation is not soliciting a proxy.

**5. INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

The directors and officers do not have a substantial interest, direct or indirect, by security holdings or otherwise, on any matter to be acted upon. The Corporation has not received any written information from anyone seeking to oppose any action to be taken up in the [Annual/Special] Stockholders' Meeting of the Corporation.

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**NOTARIZATION OF THIS PROXY IS NOT REQUIRED.**

\_\_\_\_\_  
\_ SIGNATURE OF STOCKHOLDER  
/ AUTHORIZED SIGNATORY OVER  
PRINTED NAME

\_\_\_\_\_  
\_ NUMBER OF SHARES

\_\_\_\_\_  
\_ DATE