**IRREVOCABLE PROXY**

**[•]**,[Nationality] andof legal age, with address at [●] (the “Grantor”), being the registered owner of [•] common shares of the capital stock of **PEPSI-COLA PRODUCTS PHILIPPINES, INC.,** a corporation organized and existing under the laws of the Republic of the Philippines (the “Corporation”), (the “Shares”), do hereby irrevocably constitute and appoint **LOTTE CHILSUNG BEVERAGE CO. LTD.** (the “Buyer” or “Lotte Chilsung”) as my proxy, until the transfer of the registration of the Shares from the Grantor to the Purchaser has been effected in the books of the Corporation pursuant to the Deed of Absolute Sale of Shares dated [●], with full power of substitution, to vote the Shares in the Corporation, at any and all meetings, regular or special, of the stockholders of the Corporation, or any adjournments thereof, which may be held during said period, and to do and perform, for and on behalf of Grantor, such acts as may be necessary or appropriate in the premises. A description of the Shares is attached hereto as **Schedule 1**.

 This Proxy is coupled with an interest and shall, accordingly, be irrevocable during its term and shall be in no way limited, suspended or revoked by the presence of the undersigned or by its representative, at any and all meetings, regular or special, of the stockholders of the Corporation.

 IN WITNESS WHEREOF, the undersigned has executed this Proxy this [•] in [•].

**[•]**

By:

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

**[•]**

SIGNED IN THE PRESENCE OF:

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

1. **Schedule 1**

**Shares**

|  |  |  |  |
| --- | --- | --- | --- |
| 1. **Stockholder**
 | 1. **Stock Certificate No.**
 | **Class of Shares** | **No. of Shares** |
| [•] | [•] | [•] | [•] |
| [•] | [•] | [•] | [•] |
| [•] | [•] | [•] | [•] |
| [•] | [•] | [•] | [•] |
| **Total** | **[•]** |