

SELF-ASSESSMENT

BY: EXECUTIVE COMMITTEE

	Considerations	5 Very Good	4 Good	3 Ave.	2 Fair	1 Poor
1.	Reviewed major issues that the Board as a whole delegated to it and made decisions or preliminary decisions for discussion and voting at the next full board meeting					
2.	Acted with timeliness on behalf of the Board in an emergency situation or with regard to matters delegated to it by the Board					
3.	Assisted the Board Chair, President and CEO in establishing agenda for Board Meetings					
4.	Provided organizational direction on behalf of the Board and advised the Board on decisions and business matters ranging from strategy planning, policy, investment and risk					
5.	Acted within the limits of authority prescribed by Section 35 of the Corporation Code, the By-Laws and the Board and observed the requirements on quorum and voting to carry out corporate transactions					

SELF-ASSESSMENT

BY: The CHAIRMAN

	Considerations	5 Very Good	4 Good	3 Ave.	2 Fair	1 Poor
1.	Provided leadership and governance of the Board so as to create the conditions for overall Board's and individual Director's effectiveness, and ensured that all key and appropriate issues were discussed by the Board in a timely manner					
2.	Promoted effective relationships and open communication, and created an environment that allowed constructive debates and challenges, both inside and outside the boardroom, between Non-executive Directors and the management					
3.	Ensured that the Board as a whole plays a full and constructive part in the development and determination of the Company's strategies and policies, and that Board decisions taken are in the Company's best interests and fairly reflect Board's consensus					
4.	Ensured that the strategies and policies agreed by the Board are effectively implemented by the Chief Executive and the management					
5.	Set, in consultation with the Chief Executive and Company Secretary, the Board meeting schedule and agenda to take full account of the important issues facing the Company and the concerns of all Directors, and ensured that adequate time is available for thorough discussion of critical and strategic issues					
6.	Ensured that the Board is properly briefed on issues arising at Board meetings and receives, in a timely manner, adequate information which must be accurate, clear, complete and reliable, to fulfill its duties, such as reports on the Company's performance, the issues, challenges and opportunities facing the Company, and matters reserved for it to make decision					

	Considerations	5 Very Good	4 Good	3 Ave.	2 Fair	1 Poor
7.	Arranged informal meetings of the Directors at least annually, including meetings of the Non-executive Directors at which the Chief Executive is not present, and ensured that sufficient time and consideration is given to complex, contentious or sensitive issues					
8.	Ensured that there is effective communication with shareholders, and that each Director develops and maintains an understanding of the stakeholders' views					
9.	Established good corporate governance practices and procedures and promotes the highest standards of integrity, probity and corporate governance throughout the Company and particularly at Board level					

SELF - ASSESSMENT

BY: INDEPENDENT DIRECTOR

	Considerations	5 Very Good	4 Good	3 Ave.	2 Fair	1 Poor
1.	Conducted fair business transactions with the Corporation and ensured that personal interest did not affect Board decisions and did not conflict with the interests of the Corporation					
2.	Devoted time and attention necessary to properly discharge one's duties and responsibilities					
3.	Acted judiciously on matters brought before the Board, thoroughly evaluating the issues involved before making any decision					
4.	Exercised independent judgment					
5.	Having a working knowledge of the statutory and regulatory requirements affecting the Corporation, including the contents of its Articles of Incorporation and By-Laws, the requirements of the Commission and, where applicable, the requirements of other regulatory agencies having jurisdiction over the corporation, and keep abreast with industry developments and business trends.					
6.	Observed and safeguarded confidentiality on non-public information acquired by reason of one's position as a director					
7.	Ensured the continuing soundness, effectiveness and adequacy of the Corporation's control environment.					

SELF-ASSESSMENT

BY: CORPORATE GOVERNANCE COMMITTEE

	Considerations	5 Very Good	4 Good	3 Ave.	2 Fair	1 Poor
1.	Oversaw the implementation of the corporate governance framework and periodically reviewed the said framework to ensure that it remained appropriate in light of material changes to the Corporation's size, complexity and business strategy, as well as its business and regulatory environments					
2.	Oversaw the periodic performance evaluation of the Board and its committees as well as executive management, and conducted an annual self-evaluation of its performance					
3.	Ensured that the results of the Board evaluation are shared, discussed, and that concrete actions plans are developed and implemented to address the identified areas for improvement					
4.	Recommended continuing education/training programs for directors, assignment of tasks/projects to board members and senior officers, and remuneration packages for corporate and individual performance					
5.	Adopted corporate governance policies and ensured that these are reviewed and updated regularly, and consistently implemented in form and substance					
6.	Observed and safeguarded confidentiality on non-public information acquired by reason of one's position as a director					
7.	Proposed and planned relevant trainings for the members of the Board					
8.	Performed the functions of a Nomination and Remuneration Committee					

SELF-ASSESSMENT

BY: AUDIT COMMITTEE

	Considerations	5 Very Good	4 Good	3 Ave.	2 Fair	1 Poor
1.	Checked all financial reports against its compliance with the pertinent accounting standards, including requirements, laws, rules and regulations					
2.	Assisted the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations					
3.	Performed oversight financial management functions, specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management. This function included regular receipt from Management of information on risk exposures and risk management activities					
4.	Pre-approved all audit plans					
5.	Performed direct interface functions with the internal and external auditors. Performed oversight functions over the Corporation's internal and external auditors. Ensured that the internal and external auditors act independent from each other, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions					

	Considerations	5 Very Good	4 Good	3 Ave.	2 Fair	1 Poor
7.	Developed a transparent financial management system that will ensure the integrity of internal control activities throughout the Corporation					
8.	Met with the External Auditor and the Internal Auditor without the presence of the Corporation's management at least annually					
9.	Ensured that a review of the effectiveness of the Corporation's material internal controls, including financial, operational and compliance controls, and risk management, is conducted at least annually. Such review can be carried out by the internal and/or external auditors					
10.	<p>Reviewed the annual financial statements before their submission to the Board, with particular focus on the following matters:</p> <ul style="list-style-type: none"> a. Any change/s in accounting policies and practices b. Major judgmental areas c. Significant adjustments resulting from the audit d. Going concern assumptions e. Compliance with accounting standards f. Compliance with tax, legal, and regulatory requirements 					

	Considerations	5 Very Good	4 Good	3 Ave.	2 Fair	1 Poor
11.	Reviewed the annual internal audit plan to ensure its conformity with the objectives of the Corporation. The plan included the audit scope, resources and budget necessary to implement it					
12.	Prior to the commencement of the audit, discussed with the external auditor the nature, scope and expenses of the audit					
13.	Organized an internal audit department, and consider the appointment of an independent internal auditor and the terms and conditions of its engagement and removal					
14.	Reviewed the reports submitted by the internal and external auditors					
15.	Evaluated and determined the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to the Corporation's overall consultancy expenses. The committee disallowed any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, was disclosed in the Corporation's annual report					
16.	Established and identified the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities. He reported directly to the Audit Committee.					
17.	Performed the functions of a Board Risk Oversight Committee and Related Party Transactions Committee as defined in the Code of Corporate Governance for Publicly Listed companies.					

VILLARREAL GROUP

Vision
"To foster strong relationships and engage stakeholders, consistently discovering new ways to guarantee our impact for a sustainable future."

Core Values

Integrity
We expect everyone to do the right thing in the right way.

Accountability
We consider ourselves accountable to the people we serve and the communities we live in.

Mindset
We expect a high level of ownership and accountability for our work. We are committed to continuous learning and growth.

Courage
We encourage our employees to speak up and share their ideas, even if it means challenging the status quo.

Purpose
We define a clear understanding of our purpose and how it guides our actions. We are committed to making a positive impact on the world.

Teamwork
We are stronger together. We encourage collaboration and support for each other's success.

SPC and SIPC Power Corporation
EMPLOYEE HANDBOOK

SPC Power Corporation
Business Plan

SPC Power Corporation
Business Plan

SPC Power Corporation
Business Plan

SPC Power Corporation
Policy: Safety

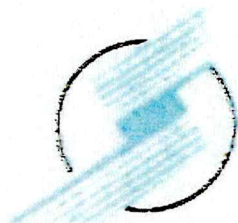
SPC Power Corporation
Policy: Health and Safety

SPC Power Corporation
Policy: Environmental

SPC Power Corporation
Policy: Information Technology

SPC Power Corporation
Policy: Ethics

SPC Power Corporation
Policy: Equal Opportunity



SPC Power Corporation

To: KIER A. ABORQUEZ, (Encoder)
From: JOCELYN O. CAPULE for *J. Capule*
HR Manager
Date: 09 SEPTEMBER 2020
Re: VIOLATION OF THE UNIFORM CODE OF CONDUCT

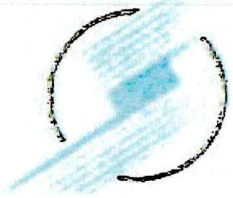
In line with the Company's effort to keep our employees safe from the COVID-19 pandemic, we've implemented policies and guidelines for employee's awareness and prevention. Apart from that, the company was doing a daily health monitoring of all employees' health condition via text message.

However, on the day of the Rapid Testing last August 5, 2020, you were found positive in IGG. You admitted on the same day via text message after the testing, that you're experiencing symptoms of COVID (blat taste and lost sense of smell) without informing HR ahead. In that effect, you knowingly put at risk three (3) other employees who were with you in the company vehicle as you got the symptoms already.

Therefore, you have violated the Uniform Code of Conduct of SPC, Section I. Efficiency: B. Work Attitude, "6. Sanctions for refusal to comply Company Memos, Notices and Policies", with a sanction of 3 days suspension.

The Company hereby give you three (3) days to answer this memo in writing. Please note that failure to submit a written explanation to HR means acceptance of the sanction/s imposed together thereto based on the company policy.

For your information and compliance.



SPC Power Corporation

To: KIER A. ABORQUEZ, (Encoder)

From: *Jocelyn D. Capule*
JOCELYN D. CAPULE
HR Manager

Date: 14 SEPTEMBER 2020

Re: NOTICE OF SUSPENSION

Upon receipt of your response to the Violation of the Uniform of Code of Conduct Memo today (14th Sept. 2020), the management decided to place you under one (1) day SUSPENSION WITHOUT PAY which is scheduled on September 15, 2020 (Wednesday).

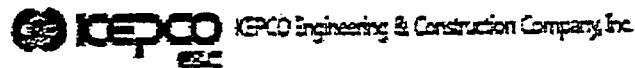
The company resorted to this suspension to impress upon you the seriousness of your violation and to give you the opportunity to reflect upon your future compliance with our company rules and regulations.

For your information.

**FEASIBILITY STUDY
FOR THE SPC COAL-FIRED POWER PLANT
PROJECT**

2nd FINAL REPORT

AUG 2015



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COVER SHEET

A S 0 9 4 0 0 2 3 6 5
S.E.C. Registration Number

S P C P O W E R C O R P O R A T I O N
(f o r m e r l y S A L C O N P O W E R C O R P .)

(Company's Full Name)

7 t h F l o o r C e b u H o l d i n g s C e n t e r
A r c h b i s h o p R e y e s A v e n u e ,
C e b u B u s i n e s s P a r k , C e b u C i t y

(Business Address: No. Street City / Town / Province)

Mr. Reynante C. Del Rosario
Contact Person

810 44 74 to 77
Company Telephone Number

1 2 3 1
Month Day
Calendar Year

SEC FORM
1 7 - C
FORM TYPE

0 5 3 0
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

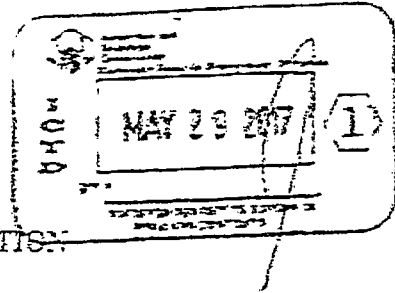
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**MANUAL ON CORPORATE GOVERNANCE
OF
SPC POWER CORPORATION**

SPC POWER CORPORATION
MANUAL ON CORPORATE GOVERNANCE
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This manual supersedes the previous Manual on Corporate Governance that was approved and adopted by the Corporation on July 24, 2015



SPC POWER CORPORATION:

MANUAL ON CORPORATE GOVERNANCE

The Board of Directors and Management of SPC Power Corporation hereby commit themselves to the principles and guidelines contained in this Manual, and acknowledged that the same shall guide the attainment of its corporate goals.

1. OBJECTIVE

This Manual shall institutionalize the principles of good corporate governance in the entire organization.

The Board of Directors and Management, employees and shareholders, believe that corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness thereof within the organization.

2. COMPLIANCE SYSTEM

2.1 Compliance Officer

2.1.1 To insure adherence to corporate principles and best practices, the Board shall designate a Compliance Officer who shall hold the position of Senior Vice President or an equivalent position with adequate stature and authority in the corporation. The Compliance officer shall not be a member of the Board of Directors and should attend an annual training on corporate governance. He is primarily liable to the corporation and its shareholders and not to the Chairman or President of the company.

2.1.2 The Compliance Officer shall perform the following duties:

- o Monitor compliance with the provisions and requirements of the rules and regulations of regulatory agencies and this Manual;
- o Identify, monitor and control compliance risks;
- o Collaborates with other departments to properly address compliance issues, which may be subject to investigation;
- o Ensures the integrity and accuracy of all documentary submissions to regulations;
- o Appear before the Securities and Exchange Commission (SEC) and other regulatory government agencies upon summon on matters that need to be clarified;

- o Determine violation/s of the rules and regulations of regulatory agencies and the corporate governance Manual and recommend penalty/ies for such violation/s, subject to review and approval of the Board. Violations of other required internal process/controls and the code of ethics shall be dealt with in accordance with the prevailing internal rules and regulations;
 - o Ensures proper onboarding of new Directors (i.e., orientation on the company's business, charter, articles of incorporation and by-laws among others);
 - o Issue certification every January 30th of the year on the extent of the Corporation's compliance with this Manual for the completed year, explaining the reason/s for such deviation, if any;
- 2.1.3 The appointment of the Compliance Officer shall be immediately disclosed to the Securities and Exchange Commission under SEC Form 17-C. All correspondence relative to his functions as such shall be addressed to the said Officer.

2.2 Plan of Compliance

2.2.1 Board of Directors

Compliance with the principles of good corporate governance shall start with the Board of Directors. Corollary to setting the policies for the accomplishment of the corporate objectives, it shall provide an independent check on Management.

2.2.1.1 General Responsibility

It shall be the Board's responsibility to foster the long-term success of the Corporation and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation and its stockholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.

The Board shall formulate the corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor management's performance.

2.2.1.2 Specific Duties and Functions

To ensure a high standard of best practice for the Corporation and its stockholders, the Board shall conduct itself with honesty and integrity in the performance of, among others, the following duties and functions:

- o Install a process of selection to ensure a mix of competent directors and officers who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies. Appoint competent, professional, honest, and highly motivated management officers. Adopt an effective succession planning program for Management;
- o Provide sound strategic policies and guidelines to the corporation on major capital expenditures. Establish programs that can sustain its long term viability and strength. Periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets, and Management's overall performance;
- o Ensure that the Corporation complies with all relevant laws, regulations and codes of best business practices;
- o Identify the Corporation's major and other stockholders and formulate a clear policy on communicating or relating with them through an effective investor relations program. If feasible, the Corporation's President or Treasurer/Chief Financial Officer shall exercise oversight responsibility over the investor relations program;
- o Identify the sectors in the community where the corporation operates or are directly affected by its operations, and formulate a clear policy of accurate, timely, and effective communication with them;
- o Adopt a system of internal checks and balances. A regular review of the effectiveness of such system should be conducted to ensure the integrity of the decision-making and reporting processes at all times. There should be a continuing review of the corporation's internal control system in order to maintain its adequacy and effectiveness;
- o Identify key risk areas and key performance indicators and monitor these factors with due diligence to enable the corporation to anticipate and prepare for possible threats to its operational and financial viability;
- o Properly discharge Board functions by meeting regularly. Independent views during the Board meetings shall be given due consideration and all such meetings shall be duly recorded;
- o Keep Board authority within the powers of the institution as prescribed in the Articles of Incorporation, By-Laws and in existing laws, rules and regulations;
- o Provide sound strategic policies and guidelines to the corporation on major capital expenditures. Establish programs that can sustain its long-term viability and strength. Periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets and Management's overall performance;

- o Formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions between and among the Corporation and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationships by members of the Board;
- o Constitute an Audit Committee and such other committees it deems necessary to assist the Board in the performance of its duties and responsibilities;
- o Establish and maintain an alternative dispute resolution system in the corporation that can amicably settle conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including the regulatory authorities;
- o Appoint a Compliance Officer who shall have a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation, and
- o Establish a policy on the training of directors, including an orientation program for first-time directors and relevant annual continuing training for all directors.

2.2.1.3 Specific Duties and Responsibilities of a Director

A director's office is one of trust and confidence. A director shall act in the best interest of the corporation in a manner characterized by transparency, accountability, and fairness. He shall also exercise leadership, prudence, and integrity in directing the corporation towards sustained progress.

A director shall have the following duties and responsibilities:

- o To conduct fair business transactions with the Corporation and to ensure that personal interest does not bias Board decisions and does not conflict with the interests of the corporation;
- o To devote time and attention necessary to properly discharge his duties and responsibilities;
- o To act judiciously on matters brought before the Board, thoroughly evaluating the issues involved before making any decision;
- o To exercise independent judgment;
- o To have a working knowledge of the statutory and regulatory

requirements affecting the Corporation, including the contents of its Articles of Incorporation and By-Laws, the requirements of the Commission and, where applicable, the requirements of other regulatory agencies having jurisdiction over the corporation, and keep abreast with industry developments and business trends;

- o To observe and safeguard confidentiality of non-public information acquired by reason of his position as a director; and
- o To ensure the continuing soundness, effectiveness and adequacy of the Corporation's internal control environment.

2.2.1.4 Composition of the Board

The Board shall be composed of such number of directors as indicated in the Articles of Incorporation. The Board should be composed of a majority of non-executive Directors. There should at least be three independent directors elected to the Board or such number as to constitute at least one-third of the members of the Board whichever is higher. The directors elected in the annual meeting of the stockholders shall serve a one-year term and until their successors are elected and qualified. Any vacancy in the Board occurring for any reason other than by removal of a Director by the stockholders or by expiration of term may be filled by vote of at least a majority of the remaining Directors if still constituting a quorum. A Director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office.

2.2.1.5 Qualifications for Directorship

- o Must own at least one (1) share of stock of the Corporation;
- o Must have a college education or equivalent academic degree;
- o Must have practical understanding of the business of the corporation or previous business experience;
- o Must be at least twenty one (21) years old;
- o Must possess integrity and probity; and
- o Must have attended a seminar on corporate governance conducted by a duly recognized private or government entity or must have issued an undertaking to attend such a seminar as soon as practicable.

2.2.1.6 Grounds for Disqualification from Directorship

Any of the following shall be a ground for the permanent disqualification of a director:

- o Any person finally convicted by final judgment or order of a competent judicial or administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;
- o Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the Commission or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in sub-paragraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities;

The disqualification shall also apply if such person is currently the subject of an order of the Commission or any court or administrative body denying, revoking, or suspending any registration, license or permit issued to him under the Corporation Code, Securities Regulation Code or any other law administered by the Commission or Bangko Sentral ng Pilipinas (BSP), or any rule or regulation issued by the Commission or the BSP, or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;

- o Any person convicted by final judgment or order by a court, or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;
- o Any person who has been adjudged by final judgment or order of the Commission, or a court, or competent administrative body to have willfully violated, willfully aided, abetted, counseled, induced or procured the violation of any provision of the Securities Regulation Code, the Corporation Code, or any other law administered by the

Commission or the BSP, or any rule, regulation or order of the Commission or the BSP;

- o Any person earlier elected as independent director who becomes an officer employee or consultant of the same corporation;
- o Any person judicially declared to be insolvent;
- o Any person guilty of final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts violations or misconduct listed in the foregoing paragraphs; and
- o Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment.

Any of the following shall be a ground for the temporary disqualification of a director:

- o Refusal to comply with the disclosure requirements of the Securities Regulation Code and its Implementing Rules and Regulations. The disqualification shall be in effect as long as the refusal persists;
- o Absence in more than fifty (50) percent of all regular and special meetings of the Board during his incumbency, or any twelve (12) month period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. This disqualification applies for purposes of the succeeding election;
- o Dismissal or termination from directorship in another listed corporation for cause. This disqualifications shall be in effect until he has cleared himself of any involvement in the alleged irregularity;
- o An independent director whose beneficial equity ownership in the corporation or its subsidiaries or affiliates exceeds two percent (2%) of the subscribed capital stock is temporarily disqualified until his beneficial equity ownership reverts to the two (2%) limit; and
- o Conviction that has not yet become final referred to in the grounds for the permanent disqualification of directors.

A temporary disqualified director shall within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.

2.2.1.7 The Independent Director

2.2.1.7.1 An Independent Director is a critical component of the board to ensure full compliance to the principles of corporate governance in the Board. There should at least be 3 independent directors elected to the Board or such number as to constitute at least one-third of the members of its Board, whichever is higher.

The Board's independent directors should serve for a maximum cumulative term of nine years. In the instance the company wants to retain an independent director who has served for nine years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting.

2.2.1.7.2 Qualifications of an Independent Director

1. Is not a director or officer of the corporation or any of its related corporations or any of its substantial shareholders (other than as an independent Director of any of the foregoing);
2. Is not a stockholder with shares of stock sufficient to elect one seat in the board of directors of the corporation, or any of its related corporations or of its majority corporate shareholders;
3. Is not a relative of any director, officer or substantial shareholder of the corporation or any of its relevant corporations or any of its substantial shareholders. For this purpose, "relatives" includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
4. Is not acting as a nominee or representative of any director or substantial shareholder of the corporation or any of its related corporation or any of its substantial shareholders, pursuant to a deed of trust or under any contract or arrangement;
5. Has not been employed in any executive capacity by the corporation or any of its related corporations or any of its substantial shareholders within the last three (3) years;
6. Is not retained or, within the last three (3) years, has not been retained as a professional adviser by the corporation or by any of its related corporations or any of its substantial shareholders, either personally or through his firm;
7. Has not engaged and does not engage in any transaction with the corporation or any of its related corporations or any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a corporation which he is a director or

substantial shareholder, other than transactions which are conducted at arm's length and are immaterial;

To qualify for nomination as an Independent Director, a person must possess all of the qualifications and have none of the disqualifications for directorship in the Company as set forth in Section 2.2.1.5 and Section 2.2.1.6, respectively, and must meet the independence criteria enumerated above and such other criteria provided under applicable law or regulation or determined by the Board of Directors or the Nomination committee.

2.2.1.8 Multiple Board Seats

The Board may consider the adoption of guidelines on the number of directorships that its members can hold in stock and non-stock corporations. The optimum number shall take into consideration the capacity of a director to diligently and efficiently perform his duties and responsibilities.

The Chief Executive Officer ("CEO") and other executive directors may be covered by lower indicative limit for membership in other boards. A similar limit may apply to independent or non-executive directors who, at the same time, serve as full-time executives in other corporations. In any case, the capacity of the directors to diligently and efficiently perform their duties and responsibilities to the boards they serve should not be compromised.

2.2.1.9 Internal Control Responsibilities of the Board

The control environment of the corporation consists of (a) the Board which ensures that the corporation is properly and effectively managed and supervised; (b) a Management that actively manages and operates the corporation in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the corporation's governance, operations, and information systems, including the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations, the safeguarding of assets, and compliance with laws, rules, regulations, and contracts.

The minimum internal control mechanisms for the performance of the Board's oversight responsibility include:

- o Definition of the duties and responsibilities of the CEO who is ultimately accountable for the corporation's organizational and operational controls;
- o Selection of the person who possesses the ability, integrity, and expertise essential to the position of CEO;
- o Evaluation of proposed senior management appointments;

- o Selection and appointment of qualified and competent management officers, and
- o Review of the corporation's human resource policies, conflict of interest situations, compensation program for employees, and management succession plan.

2.2.1.10 Board Meetings

The Board shall schedule and hold regular meetings in accordance with its By-laws and convene for special meetings when business exigencies so require. The notice and agenda of the meeting shall be furnished to the Directors at least five working days in advance prior to each meeting, every such meeting must be duly minuted.

The members of the Board shall attend its regular and special meetings in person or through teleconferencing conducted in accordance with the rules and regulations of the Commission.

Independent directors shall always attend Board meetings. Unless otherwise provided in the By Laws, their absence shall not affect the quorum requirement. However, to promote transparency, the Board may require the presence of at least one independent director in all its meetings.

To monitor the directors' compliance with the attendance requirements, the corporation shall submit to the Commission, on or before January 30 of the following year, a sworn certification about the director's record of attendance in Board meetings.

2.2.1.11 Remuneration of Directors and Officers

The levels of remuneration of the corporation shall be sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance.

The corporation may establish formal and transparent procedures for the development of a policy on executive remuneration or determination of remuneration levels for individual directors and officers depending on the particular needs of the corporation. No director shall participate in deciding on his remuneration. Directors shall not receive any compensation unless such compensation is granted by a vote of the stockholders representing at least a majority of the outstanding capital stock of the corporation.

The corporation's annual reports and information and proxy statements shall include a clear, concise and understandable disclosure of all fixed and variable compensation paid, directly or indirectly, to its directors and

management officers during the preceding fiscal year.

2.2.2 Board Committees

To aid in complying with the principles of good corporate governance, the Board shall constitute the following committees:

2.2.2.1 Audit committee

2.2.2.1.1 An audit committee shall be composed of at least three (3) appropriately qualified non-executive directors, the majority of whom, including the Chairman, should be independent director. The Chairman of the audit committee should not be the Chairman of the Board or of any other committees. All members of the committee must have relevant background, knowledge, skills and/or experience in areas of accounting, auditing and finance..

2.2.2.1.2 Duties and Responsibilities

- o Check all financial reports against its compliance with the pertinent accounting standards, including requirements, laws, rules and regulations.
- o Assist the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations.
- o Perform oversight/overview financial management functions, specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management. This function shall include regular receipt from Management of information on risk exposures and risk management activities.
- o Pre-approve all audit plans.
- o Perform direct interface functions with the internal and external auditors. Perform oversight functions over the Corporation's internal and external auditors. It shall ensure that the internal and external auditors not independent from each other, and that both auditors are given unrestricted access to all records, properties and personnel to enable to perform their respective audit functions.
- o Develop a transparent financial management system that will ensure the integrity of internal control activities throughout the Corporation.
- o The Audit Committee shall meet with the External Auditor and the Internal Auditor without the presence of the Corporation's

management at least annually.

- o The Audit Committee shall ensure that a review of the effectiveness of the Corporation's material internal controls, including financial, operational and compliance controls, and risk management, is conducted at least annually. Such review can be carried out by the internal and/or external auditors.
- o Review the annual financial statements before their submission to the Board, with particular focus on the following matters:
 - a. Any change/s in accounting policies and practices
 - b. Major judgmental areas
 - c. Significant adjustments resulting from the audit
 - d. Going concern assumptions
 - e. Compliance with accounting standards
 - f. Compliance with tax, legal, and regulatory requirements
- o Review the annual internal audit plan to ensure its conformity with the objectives of the corporation. The plan shall include the audit scope, resources and budget necessary to implement it.
- o Prior to the commencement of the audit, discuss with the external auditor the nature, scope and expenses of the audit.
- o Organize an internal audit department, and consider the appointment of an independent internal auditor and the terms and conditions of its engagement and removal.
- o Review the reports submitted by the internal and external auditors.
- o Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to the corporation's overall consultancy expenses. The committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, shall be disclosed in the corporation's annual report.
- o Establish and identify the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities. He shall report directly to the Audit Committee.
- o Shall perform the functions of a Board Risk Oversight Committee and

Related Party Transactions Committee as defined in the Code of Corporate Governance for Publicly Listed companies.

The Audit Committee shall ensure that, in the performance of the work of Internal Auditor, he shall be free from interference by outside parties.

2.2.2.2 Corporate Governance Committee

2.2.2.2.1 A corporate governance committee shall be composed of at least three members, all of whom should be independent directors, including the Chairman.

The corporate governance committee should be tasked to assist the Board in the performance of its corporate governance responsibilities. It is tasked with ensuring compliance with and proper observance of corporate governance principles and practices.

2.2.2.2.2 Duties and Responsibilities

- o Oversees the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the corporation's size, complexity and business strategy, as well as its business and regulatory environments;
- o Oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance;
- o Ensures that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
- o Recommends continuing education/training programs for directors, assignment of tasks/projects to board members and senior officers, and remuneration packages for corporate and individual performance;
- o Adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance;
- o Proposes and plans relevant trainings for the members of the Board;
- o Perform the functions of a Nomination and Remuneration Committee.

2.2.2.3 Executive Committee

2.2.2.3.1 An executive committee shall be composed of at least five (5) members of the Board who shall directly manage business operations in between meetings of the board of directors.

2.2.2.3.2 The executive committee may act by majority vote of all its members on such specific matters within the competence of the Board, as may be delegated to it in the By-laws or majority vote of the Board except with respect to:

- (1) Approval of any action for which shareholders' approval is also required;
- (2) The filling up of vacancies in the board;
- (3) The amendment or repeal of by-laws or the adoption of new by-laws;
- (4) The amendment or repeal of any resolution of the Board; and
- (5) Declaration / distribution of cash dividend to the shareholders.

2.2.2.4 Charters

- (a) Each Board Committee shall have a Charter which shall define and govern, among other matters, its purposes, composition, membership qualifications and disqualifications, duties and responsibilities, conduct of meetings, and procedures for escalation to the Board decisions of such Board Committee.
- (b) The respective Charters of the Board Committees shall be approved by the Board and shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by the Board.

2.2.3 The Chairman and Chief Executive Officer

The roles of Chairman and CEO shall, as much as practicable, be separate to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board. A clear delineation of functions shall be made between the Chairman and CEO upon their election.

If the position of Chairman and CEO are unified, the Board shall implement the proper checks and balances to ensure that the Board gets the benefit of independent view and perspectives.

2.2.3.1 The duties and responsibilities of the Chairman in relation to the

Board include:

- (a) Ensure that meetings of the Board are held in accordance with the By-Laws or as the Chairman may deem necessary;
- (b) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, Management, and the directors;
- (c) Provide leadership for the Board and ensure that the board works effectively and performs its duties responsibly; and
- (d) Maintain qualitative and timely lines of communication and information between the Board and Management.

2.2.3.2 The duties and responsibilities of the chief executive officer:

- (a) Provide leadership for Management in developing and implementing business strategies, plans and budgets to the extent approved by the Board.
- (b) Ensure that operational, financial and internal controls are adequate and effective to ensure reliability and integrity of financial and operational information, effectiveness and efficiency of operations, safeguarding of assets and compliance with laws, rules, regulations and contracts.
- (c) Provide the Board with a balanced and understandable account of the Company's performance, financial condition, results of operations and prospects on a regular basis.

2.2.4 The Corporate Secretary

2.2.4.1 The Corporate Secretary should be a separate individual from the Compliance officer. He should not be a member of the Board of Directors and should annually attend training on corporate governance.

The Corporate Secretary is primarily responsible to the corporation and its shareholders, and not to the Chairman or President of the Company,

2.2.4.2 QUALIFICATIONS

- (a) The Corporate Secretary is an officer of the Corporation who shall possess high integrity.
- (b) The Corporate Secretary shall be loyal to the mission, vision and specific business objectives of the corporate entity.

- (c) The Corporate Secretary shall be a Filipino citizen and a resident of the Philippines.
- (d) Considering his varied functions and duties, he must possess administrative and interpersonal skills.
- (e) If the Corporate Secretary is not the general counsel, he must be familiar with basic laws, rules and regulations governing corporations. He must also have some financial and accounting skills.

2.2.4.3 Duties and Responsibilities

- (a) Gather and analyze all documents, records and other information essential to the conduct of his duties and responsibilities to the Corporation.
- (b) Assist the Board in making business judgment in good faith and in the performance of their responsibilities and obligations.
- (c) Attend all Board meetings and maintain records thereof. Be responsible for the safekeeping and preservation of the integrity of the minutes of the meetings of the Board and its committees, as well as other official records of the Corporation.
- (d) Submit to the Commission, at the end of every fiscal year, an annual certification as to the attendance of the directors during Board meetings.
- (e) Work fairly and objectively with the Board, Management and stockholders.
- (f) Have a working knowledge of the operations of the corporation.
- (g) Inform the members of the Board, in accordance with the By-Laws, of the agenda of their meetings at least five working days in advance and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval.
- (h) Attend all Board meetings, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent him from doing so.
- (i) Ensure that all Board procedures, rules and regulations are strictly followed by the members.
- (j) Oversees the drafting of the by-laws and ensures that they conform with regulatory requirements; and

- (k) Performs such other duties and responsibilities as may be provided by the SEC.

2.2.5 External Auditor

2.2.5.1 Selection / Appointment / Resignation / Dismissal

- (a) The Board, after consultation with the Audit committee, shall recommend to the stockholders an external auditor duly accredited by the Commission who shall undertake an independent audit of the corporation, and shall provide an objective assurance on the manner by which the financial statements shall be prepared and presented to the stockholders.
- (b) If the external auditor believes that any statement made in an annual report, information statement or any report filed with the Commission or any regulatory body during the period of his engagement is incorrect or incomplete, he shall give his comments or views on the matter in said reports.
- (c) An external auditor shall enable the Corporation to attain an environment of good corporate governance as reflected in the financial records and reports of the Corporation. An external auditor shall be selected and appointed by the stockholders upon recommendation of the Audit Committee.
- (d) The reason/s for the resignation, dismissal or cessation from service, and the date thereof, of an external auditor shall be reported in the Corporation's annual and current reports. Such report shall include a discussion of any disagreement with the former external auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.
- (e) The external auditor of the Corporation shall not at the same time provide the services of an internal auditor. The Corporation shall ensure that other non-audit work shall be not in conflict with the functions of the external auditor.
- (f) The Corporation's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier.

2.2.6 Internal Auditor

2.2.6.1 Internal Audit Functions

- (a) The Corporation shall have in place an independent internal audit function which shall be performed by an Internal Auditor or a group of Internal Auditors, through which its Board, senior management, and stockholders shall be provided with reasonable assurance that its

key organizational and procedural controls are effective, appropriate, and complied with.

- (b) The Internal Auditor shall report to the audit Committee.
- (c) The scope and particulars of a system of effective organizational and procedural controls shall be based on the following factors: the nature and complexity of business and the business culture; the volume, size and complexity of transactions; the degree of risk; the degree of centralization and delegation of authority; the extent and effectiveness of information technology; and the extent of regulatory compliance.
- (d) The minimum internal control mechanisms for operational management shall center on the CEO, being ultimately accountable for the corporation's organizational and procedural controls.
- (e) The internal auditor shall be free from interference by outside parties.
- (f) The internal auditor shall submit to the Audit Committee and Management an annual report on the internal audit department's activities, responsibilities, and performance relative to the audit plans and strategies approved by the Audit committee. The annual report shall include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and Management.
- (g) On the basis of the approved audit plans, internal audit examination shall cover, at the minimum, the evaluation of the adequacy and effectiveness of controls that cover the corporation's governance, operations and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and regulations.
- (h) The internal auditor shall certify that he conducts his activities in accordance with the International Standards on the Professional Practice of Internal Auditing. If he does not, he shall disclose to the Board and Management the reasons why he has not fully complied with the said standards.

3. COMMUNICATION PROCESS

- 3.1 This manual shall be available for inspection by any stockholder of the Corporation at reasonable hours on business days.
- 3.2 All directors, executives, division and department heads are tasked to ensure the thorough dissemination of this Manual to all employees and related third parties, and to likewise enjoin compliance therewith in the process.

- 3.3 An adequate number of printed copies of this Manual must be reproduced under the supervision of HRD, with a minimum of at least one (1) hard copy of the Manual per department.

4. TRAINING PROCESS

- 4.1 If necessary, funds shall be allocated by the CFO or its equivalent officer for the purpose of conducting an orientation program or workshop to operationalize this Manual.
- 4.2 The Corporation shall implement the appropriate communication and training program for the Directors, Officers, Executives and Employees, including corporate governance education program for the Board to ensure the effective implementation of this Manual.

5. REPORTORIAL OR DISCLOSURE SYSTEM OF THE CORPORATE GOVERNANCE POLICIES

- 5.1 The reports or disclosures required under this Manual shall be prepared and submitted to the Commission by the responsible committee or officer through the Corporation's Compliance Officer.
- 5.2 All material information, i.e., anything that can potentially affect share price, shall be publicly disclosed. Such information shall include earnings results, acquisition or disposal of assets, board changes, related party transactions, shareholdings of directors and changes in ownership.
- 5.3 Other information that shall always be disclosed includes remuneration (including stock options) of all directors and senior management, corporate strategy, and off balance sheet transactions.
- 5.4 All disclosed information shall be released via the approved stock exchange procedures for corporate (company) announcements as well as through the annual report.
- 5.5 The Board shall commit at all times to fully disclose material information dealings. It shall cause the filing of all required information for the interest of the stockholders.

6. SHAREHOLDERS' BENEFIT

The Corporation recognizes that the most cogent proof of good corporate governance is that which is visible to the eyes of its investors. Therefore, the following provisions are issued for the guidance of all internal and external parties concerned, as a governance covenant between the Corporation and all its investors:

- 6.1 Rights of Investors/Minority Interests

The Board shall be committed to respect the following rights of the stockholders:

6.1.1 Voting Right

6.1.1.1. Stockholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code.

6.1.1.2 Cumulative voting shall be used in the election of directors.

6.1.1.3 A director shall not be removed without cause if it will deny minority stockholders representation in the Board.

6.1.2 Pre-emptive Right

All stockholders shall have pre-emptive rights, unless the same is denied in the Articles of Incorporation or an amendment thereto. They shall have the right to subscribe to the capital stock of the Corporation. The Articles of Incorporation shall lay down the specific rights and powers of stockholders with respect to the particular shares they hold, all of which shall be protected by law so long as they shall not be in conflict with the Corporation Code.

6.1.3 Power of Inspection

All stockholders shall be allowed to inspect corporate books and records including minutes of Board meetings and stock registries in accordance with the Corporation code and shall be furnished with the annual reports, including financial statements, without cost or restrictions.

6.1.4 Right to Information

6.1.4.1 The Stockholders shall be provided, upon request, with periodic reports which will disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the Corporation's shares, dealings with the Corporation, relationships among directors and key officers, and the aggregate compensation of directors and officers.

6.1.4.2 The minority stockholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.

6.1.4.3 The minority stockholders shall have access to any and all information relating to matters for which the management is accountable, and to those relating to matters which the management is required to include in such information and, if not included, entitle the

minority stockholders to propose inclusion thereof in the agenda of stockholders' meeting, being within the definition of "legitimate purposes".

6.1.5 Rights to Dividends

6.1.5.1 Stockholders shall have the right to receive dividends subject to the discretion of the Board.

6.1.5.2 The Corporation shall be compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid-in capital stock, except: a) when justified by definite corporate expansion projects or programs approved by the Board or b) when the Corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or c) when it can be clearly shown that such retention is necessary under special circumstances prevailing in the Corporation, such as when there is a need for special reserve for probable contingencies.

6.1.6 Appraisal Right

The stockholders shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines, under any of the following circumstances:

- o In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- o In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporate Code; and
- o In case of merger or consolidation.

6.1.7 The Board shall be transparent and fair in the conduct of the annual and special stockholders' meetings of the corporation. The stockholders shall be encouraged to personally attend such meetings. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the Corporation's By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy shall be resolved in the stockholder's favor.

6.1.8 It shall be the duty of the directors to promote stockholders' rights, remove impediments to the exercise of stockholders' rights and allow

possibilities to seek redress for violation of their rights. They shall encourage the exercise of stockholders' voting rights and the solution of collective action to problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to stockholders participating in meetings and /or voting in person. The directors shall pave the way for the electronic filing and distribution of stockholder information necessary to make informed decisions, subject to legal constraints.

7. MONITORING AND ASSESSMENT

- 7.1 Each Committee shall report regularly to the Board of Directors.
- 7.2 The Compliance Officer shall establish an evaluation system to determine and measure compliance with this Manual. Any violation thereof shall subject the responsible officer or employee to the penalty provided under Part 8 of this Manual.
- 7.3 The establishment of such evaluation system, including the features thereof, shall be disclosed in the Corporation's annual report (SEC Form 17-A) or in such form of report that is applicable to the Corporation. The adoption of such performance evaluation system must be covered by a Board approval.
- 7.4 This manual shall be subject to quarterly review, unless the frequency of review is amended by the Board.
- 7.5 All business processes and practices being performed within any department or business unit of SPC Power Corporation that are not consistent with any portion of this Manual shall be revoked unless upgraded to the compliant extent.

8. PENALTIES FOR NON-COMPLIANCE WITH THE MANUAL

- 8.1 To strictly observe and implement the provisions of this Manual, the following penalties shall be imposed, after notice and hearing, on the Corporation's directors, staff, subsidiaries and affiliates and their respective directors, officers and staff in case of violation of any of the provisions of this Manual:
 - o In case of first violation, the subject person shall be reprimanded.
 - o Suspension from office shall be imposed in case of second violation. The duration of the suspension shall depend on the gravity of the violation.
 - o For a third violation, the maximum penalty for removal from office shall be imposed.

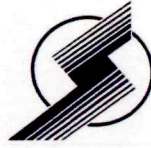
- 8.2 The commission of a third violation of this Manual by any member of the Board of the Corporation or its subsidiaries and affiliates shall be a sufficient cause for removal from directorship.
- 8.3 The Compliance Officer shall be responsible for determining violation/s, after notice and hearing, shall recommend to the Chairman of the Board the imposable penalty for such violation, subject to further review and approval of the Board.

Reynante C. del Rosario
Compliance Officer

~~ALFREDO L. HENARES~~
Chairman of the Board

APPROVED ON JUNE 11, 2025

ANNEX C-1



MINUTES OF THE 2024 ANNUAL STOCKHOLDERS' MEETING
OF
SPC POWER CORPORATION
April 3, 2025, 2:00 P.M.
via ZOOM Video Teleconference

ATTENDANCE

<i>Alfredo L. Henares</i>	<i>Chairman of the Board Chairman, Executive Committee Member, Audit Committee</i>
<i>Dennis T. Villareal</i>	<i>President and CEO Member, Executive Committee Member, Corporate Governance Committee</i>
<i>Alberto P. Fenix, Jr.</i>	<i>Executive Director Member, Executive Committee</i>
<i>James Roy N. Villareal</i>	<i>Member of the Board</i>
<i>Sergio R. Ortiz-Luis, Jr.</i>	<i>Independent Director Chairman, Corporate Governance Committee Member, Audit Committee</i>
<i>Francisco L. Viray</i>	<i>Independent Director Chairman, Audit Committee Member, Corporate Governance Committee</i>
<i>Enrison T. Benedicto</i>	<i>Independent Director Member, Corporate Governance Committee</i>
<i>Kilwon Kim</i>	<i>Member, Executive Committee Member, Audit Committee Member, Corporate Governance Committee</i>
<i>Sanghun Lee</i>	<i>Member of the Board</i>
<i>Others Present:</i>	
<i>Yong Su Jeon</i>	<i>Nominee</i>
<i>Sunchul Hong</i>	<i>Nominee</i>
<i>Victor P. Lazatin</i>	<i>Corporate Secretary</i>

APPROVED ON JUNE 11, 2025

Maria Luz L. Caminero

*SVP, Legal/Regulatory Affairs
Compliance Officer*

Cesar O. Villegas

SVP, Operations and Business Development

Nino Ray D. Aguirre

*Treasurer
VP Finance*

Mishelle Anne R. Rubio-Aguinaldo

Assistant Corporate Secretary



**MINUTES OF THE 2023 ANNUAL STOCKHOLDERS' MEETING
SPC POWER CORPORATION
April 3, 2025, 2:00 P.M.
via ZOOM Video Teleconference**

I. CALL TO ORDER AND ROLL CALL

The Chairman called the meeting to order at 2:00PM and requested the Corporate Secretary to commence the roll call. Pursuant to the *Internal Procedures for Board Meeting by Teleconference*, directors were requested to state for the record their full name, location, and device being used to access the meeting.

Alfredo L. Henares	Makati Head Office, laptop
Dennis T. Villareal	Makati Head Office, laptop
Alberto P. Fenix, Jr.	SPC Boardroom, Makati Head Office, laptop
James Roy N. Villareal	Makati Head Office, laptop
Kilwon Kim	KPHI Makati Office, company computer
Sanghun Lee	KPHI Makati Office, company computer
Enrison Benedicto	Cebu City, desktop computer
Sergio Ortiz-Luis	Pasay City, laptop
Francisco L. Viray	Quezon City, laptop

II. CERTIFICATION OF DUE NOTICE AND QUORUM

The notice for this meeting was transmitted by electronic mail on February 24, 2025 and March 23, 2025. Thus, with nine (9) directors present, there was quorum to transact business.

III. APPROVAL OF THE MINUTES OF PREVIOUS (DECEMBER 10, 2024) MEETING

A motion was made to approve the minutes of December 10, 2024 regular meeting. The Chairman asked if there were any objections, and there being none, the motion was declared unanimously approved.

APPROVED ON JUNE 11, 2025

Thus, it is resolved that the motion to approve the minutes of the regular meeting held on December 10, 2024, duly seconded, is hereby approved.

IV. MATTERS ARISING FROM THE PREVIOUS MEETING

There are no matters arising from the previous meeting.

V. NOMINATION AND ELECTION TO FILL THE VACANCIES IN THE BOARD OF DIRECTORS

Director Sergio Ortiz-Luis Jr., Chairman of the Corporate Governance and Nomination Committee, informed the Board of Directors that the Committee received the letters of nomination of Mr. Yong Su Jeon and Mr. Sungchul Hong to fill the vacancies previously occupied by Directors Dalhun Lee and Sanghee Bang, respectively and that, upon evaluation, the nominees are qualified for the directorship. Thus, on behalf of the Committee, Dir. Ortiz-Luis, Jr. nominated Mr. Yong Su Jeon and Mr. Sungchul Hong as members of the Board of Directors and to hold office as such for the unexpired term. He also nominated Mr. Yong Su Jeon as a member of the Executive Committee term to fill the vacancy left by Mr. Dalhun Lee and to serve as such for the remainder of the term. A motion to close the nominations was made and duly seconded. The Chairman asked for objections and there being none, the nomination was unanimously declared closed. The Chairman directed the Corporate Secretary to cast all votes in favor of the nominees.

Thus, resolved that Mr. Yong Su Jeon and Mr. Sungchul Hong are hereby elected as members of the Board of Directors. Mr. Yong Su Jeon is also elected as a member of the Executive Committee and to serve as such for the remainder of the term.

VI. OPERATIONS REPORT FOR THE YEAR ENDED DECEMBER 31, 2024 VERSUS 2023

SVP Cesar O. Villegas reported on the operation performance of all the SPC and SIPC plants particularly for the period covering January to December 2024 as compared with the same period of 2023.

15MW PANAY DIESEL POWER PLANT 1

The plant availability of 88.4% in 2024 is higher by 16.7% compared with 2023's 75.8% due mainly to the completed rewinding works on the stator of Unit 3 alternator on December 2023. The same is the major reason for the 52.2% reduction in the total outage in 2024. This improves the overall reliability of the plant, which enabled the 6.1% increase on utilization rate and the 97.1% and 111.3% increase on the net generation and operating hours, respectively.

50MW PANAY DIESEL POWER PLANT 3

The plant availability ended lower by 14.7% in 2024 due to substantial increase on the total outage during the period which basically resulted the 18.9% lower utilization rate. On September 19, 2024, both the PDPP-1 and PDPP-3 terminated its non-firm ASPA with NGCP pursuant to the latter's advice. Hence, effective September 20, PDPP-1 and PDPP-3 started operating as merchant plants serving only WESM's energy and reserve markets. This termination contributed to the lower utilization rate, which resulted the lower net generation with lower operating hours. The 201.6% increase in the total outage resulted from the various equipment breakdowns due to frequent short duration dispatches of the plant among other causes.

16.2MW BOHOL DIESEL POWER PLANT

The plant availability in 2024 ended slightly higher at 93.9% compared with 2023's 92.7%. The expiration of the plant's ASPA contract on April 25, 2024 generally cost the 26.3% decrease on its utilization rate compared with last year's 83%. The same caused the 21.8% decrease on the net generation coupled with 15.6% decrease in operating hours. Since the expiration of the ASPA contract, BDPP has been operating as full-time merchant plant serving WESM's energy and reserve markets only.

2GMW POWER BARGE 104

The plant availability in 2024 ended 2.7% lower in 2024 compared with 2023's 91.3%. As the ASPA contract of PB 104 expired on September 25, 2024, the plant's utilization rate decreased by 10.7%. However, in spite of this, the plant was dispatched more often specifically to address the congestion on the Leyte-Bohol line until after the Cebu-Bohol line was commissioned in July. This explains the 6.1% and 12.9% increase on the net generation and operating hours, respectively. The 28.5% increase on plant outage is consequent to the various equipment breakdown incidents resulting from extended operating period during the summer months.

OVERALL PLANT PORTFOLIO

The overall availability of the 4 diesel plants combined ended lower by 5.51% compared with 2023's 90.24%. While the overall utilization rate of all plants was lower by 14.6% from 2023's 71.3% due mostly to the ASPA contracts, the plants in Bohol and Panay were compelled to operate longer, thus resulted slightly higher overall net generation and the operating hours by .6% and 4.8%, respectively. The extended operation of some units that caused various breakdowns resulted the 60.9% increase on the combined total outage in 2024.

The Board did not raise any question about the report.

VII. APPROVAL OF THE AUDITED FINANCIAL STATEMENTS FOR YEAR ENDED DECEMBER 31, 2024

On March 19, 2025, SGV C Co. presented to the Audit Committee the results of their audit of the financial statements of the Group as of and for the year ended December 31, 2024. For the benefit of the other members of the Board, VP Nino Ray Aguirre presented the highlights of the audited financial statements.

On the consolidated statement of comprehensive income for 2024, revenues increased by 5.6% from PHP2.87 billion in 2023 to PHP3.03 billion in 2024. The higher increase in cost of service at 12% as compared to 2023 resulted to a decline in the gross profit by 12.7%. Gross profit ratio in 2024 is at 21.5% of sales lower by 4.5% from the previous year.

Looking closely to the consolidated cost of services, fuel cost increased by PHP149 million from PHP1.77 billion in 2023 to PHP1.92 billion in 2024, due to higher prices of fuel mix in 2024. Lubricants and chemicals also increased by PHP7.7 million in 2024 from PHP52.1 million to PHP59.4 million in current year. Revenues, excluding fuel and consumables are almost at the same level in both years. Cost of operations, excluding fuel and consumables, increased by PHP98.6 million, primarily due to the increase in purchased power, spares materials and supplies, as well as the transmission charges in 2024 compared to the previous year. General and administrative expenses slightly increased by 2.1% from PHP263.2 million to PHP268.7 million in current year due primarily to the capital gains tax payments in relation to the sale of BLCI shares held by SPC and SLCI, net of the decreases in other general and administrative expenses.

Equity share from earnings of investees grew to PHP810.1 million in 2024 as compared to PHP587.2 million in the previous year. KSPC's 2023 financials were affected largely by the planned outages attributable to the gradient preventive maintenance in last year in September to October 23, which lasted for 35 days on each

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unit. MECO's contribution and the equity share from investing continues to rise to PHP340.5 million in 2024 from PHP294.9 million in 2023, primarily due to higher energy sold.

The Group's consolidated total comprehensive income in 2024 amounts to PHP1.6 billion higher by PHP348 million as compared to last year. Return on average equity is 13.92% in 2024 and earnings per share amounts to 0.99 centavos per share higher by 26.9% from the 0.78 centavos in last year.

Looking into the net income contribution by business segment in 2024, investing companies contributed PHP810.1 million or 52% followed by the power generation segment, which contributed PHP556.3 million or 36%. The power distribution segment presented as discontinued operations in 2024 includes the gain on sale of BLCI shares amounting to PHP194.9 million in 2024 or 12% closing the total of 100%.

Moving on to the consolidated financial position, the consolidated total assets of the company amounts to PHP11.8 billion. The decline of PHP766 million or 6% from the previous year is primarily due to the following: decreasing trade and other receivables due to lower dispatch towards the end of the year on inventories also in investments and associates and then in PPE and goodwill are due to de-consolidation of BLCI from the company's balance sheet.

Total liability slightly decreased to PHP624.2 million in 2024 from PHP1.22 billion in last year due to the decreases in trade and other fee payables and customer deposits pertaining to BLCI. The company has no bank loans.

The stockholders' equity decreased by PHP166.7 million primarily due to the total comprehensive income of the year net of the cash dividends declared and the equity attributable to non-controlling interest which pertains to BLCI.

The company's sound financial position shows the current ratio of 11.50:1.00. Where on each peso per liability there is a corresponding PHP11.50 per assets. Debt to equity ratio is 0.6:1.00 and book value per share is PHP7.44 per share.

On the major sources and application of funds, the Company's net cash flows generated from operating activities amounts to PHP400.6 million pesos in 2024, with cash dividends actually received of PHP1.1 billion. Cash dividends already paid amount to PHP1.67 billion in 2024, and proceeds from sale of BLCI shares amounting to PHP307.2 million. Additional investments in MECO amounting to PHP200 million proportionate to existing equity interest and purchases of equipment for the energy generating plants for operational efficiency amounting to PHP62.7 million. Cash and cash equivalents as of December 31, 2024 amounts to PHP4.66 billion.

When the report was concluded, the Chairman asked the Board for questions but none was raised. Director Francisco L. Viray, Chairman of the Audit Committee, informed the Board that during the Audit Committee meeting held on March 19, 2025, SGV C Co. reported that they have substantially completed the audit and today, the Committee received the updated AFS with the unqualified opinion from SGV. Thus, on behalf of the Audit Committee, Director Viray moved to approve the release of the audited financial statements of the Group for the year ended December 31, 2024.

The Chairman asked for objections and there being none, declared that the motion was unanimously approved by all present. Thus, it is resolved that the motion to approve the release of the audited financial statements of the group for the year ended December 31, 2024, duly seconded is hereby approved.

VIII. DELEGATION OF APPROVAL OF SEC FORM 17-Q (FOR QUARTER ENDED MARCH 31, 2025) TO THE EXECUTIVE COMMITTEE

VP Nino Ray Aguirre informed the Board that in anticipation of the 2025 Annual Stockholders' Meeting, the Securities C Exchange Commission requires the submission of the Group's Information Statement together

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with the First Quarter 2025 Report not later than the first week of May, subject to adjustments as needed. Given that the First Quarter 2025 Report is still being finalized, the Board is requested to delegate approval of the First Quarter 2025 Report to the Executive Committee.

Director Alberto P. Fenix, Jr, moved to delegate the approval of SEC 17-Q (First Quarter 2025 Report) to the Executive Committee. The motion was seconded and the Chairman asked for objections. There being none, the Chairman declared that the motion was unanimously approved by all present. Thus, it is resolved that the motion to delegate the approval of SEC 170Q (First Quarter 2025 Report) to the Executive Committee, duly seconded, is hereby approved.

IX. OTHER MATTERS

(A) Annual Stockholders' Meeting

The Board discussed the schedule of the annual stockholders' meeting and without objection, resolved that the motion to hold the Annual Stockholders' Meeting of SPC Power Corporation on June 11, 2025 at 9:00AM via ZOOM Video Teleconference to be hosted at the Corporation's principal office located at 7F BDO Towers, Paseo, Paseo de Roxas, Makati City, duly seconded, is hereby approved.

(B) Administrative Matters

VP Nino Ray Aguirre discussed the proposed resolutions appended to the agenda folder and requested for the designation of signatories for the sale of our SPC Power Corporation's vehicles: the 2023 Toyota Landcruiser, the 2008 Toyota Camry, and the 2017 Toyota Innova as well as the approval to open a bank account and avail of the latter's cash management services. The Chairman asked for objections and there being none, declared that the motion to approve and adopt the proposed resolutions is unanimously approved.

Resolution B.1

Whereas, the following service vehicle units are registered in the name of the Corporation: (1) 2023 Toyota Landcruiser LC300 3.3 V6 ZX with Plate No. NIJ 3723; (2) 2008 Toyota Camry 2.4V Sedan with Plate No. YFX 765; and (3) 2017 Toyota Innova 2.8 E DS with Plate No. GAC 2050;

Whereas, by virtue of the depreciated value and increase in maintenance cost of the vehicles, the said service vehicles may be disposed of and sold to an interested buyer;

Now therefore, that the Board of Directors hereby resolves to authorize the sale of the assigned service vehicles as described above;

Resolved further, that the Board of Directors authorizes NINO RAY D. AGUIRRE to negotiate the sale subject to the following terms and conditions: (1) the purchase price shall not be lower than the current book value; (2) other terms shall not be prejudicial to the Corporation;

Resolved further, that NINO RAY D. AGUIRRE is authorized to sign, execute, and deliver the sale instrument and other document related and incidental to the sale for the purpose of transferring the registration of the unit from the seller to the buyer;

Resolved furthermore, that any person designated by Nino Ray D. Aguirre is hereby authorized to process and facilitate the transfer and to transact with the concerned government agencies such as the Bureau of Internal Revenue for the payment of taxes and securing the e-CAR and the Land Transportation Office for the purpose of cancelling and transferring the registration from the Corporation to the new owner;

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Resolved finally, that NINO RAY D. AGUIRRE is granted full power and authority to execute any and all papers necessary, including official or government-issued forms, and to delegate and appoint persons to execute and implement the sale, transfer, and registration in accordance with the purpose of this resolution.

Resolution B.2

RESOLVED, that the designated signatories for all regular Peso and US Dollar bank accounts of the Corporation in (1) the Land Bank of the Philippines Makati Avenue Bel-Air Branch (former UCPB Main Office Branch) and in any other Land Bank of the Philippines branch located in Metro Manila, Cebu, Iloilo, Tagbilaran and anywhere in the Philippines; and (2) in all branches of Banco de Oro (BDO), Philippine National Bank (PNB), Metropolitan Bank and Trust Company (Metrobank), Bank of the Philippine Islands (BPI), and Rizal Commercial Banking Corporation (RCBC), Security Bank, First Consolidated Bank, Inc., Chinabank, and Development Bank of the Philippines found within Metro Manila, Cebu, Iloilo, Tagbilaran and anywhere in the Philippines, shall hereafter consist of two (2) classes as follows:

Class A	Specimen Signature
Dennis T. Villareal	
Alfredo L. Henares	
James Roy N. Villareal	
Class B	Specimen Signature
Alberto P. Fenix, JR.	
Niño Ray D. Aguirre	

RESOLVED FURTHER, that the signatories required for check issuances/withdrawals under/against the said accounts shall be as follows:

For the Peso Accounts

- Any two (2) of the Class "A" signatories (No limit)
- Any one (1) signatory from Class "A" and any one (1) signatory from Class "B" (for any single payment not exceeding P500,000.00)
- Any two (2) signatories from Class "B" (for any single payment not exceeding P100,000.00).

For the US Dollar Accounts

- Any two (2) of the Class "A" signatories (No limit)
- Any one (1) signatory from Class "A" and any one (1) signatory from Class "B" (for any single payment not exceeding US\$3,000.00)
- Any two (2) signatories from Class "B" (for any single payment not exceeding US\$1,500.00)

RESOLVED FURTHER, that the Peso account shall have and maintain a maximum deposit of Five Million Pesos (P5,000,000.00) and that such account can only be replenished or can only receive payment from the Corporation's regular Peso account.

RESOLVED FURTHER, that the US Dollar account shall have and maintain a maximum deposit of US\$ Fifteen Thousand (US\$ 15,000.00) and that such account can only be replenished or can only receive payment from the Corporation's regular US Dollar account.

RESOLVED FINALLY, that the foregoing resolutions repeal/amend any and all previous resolutions on the subject matter that are inconsistent therewith or contrary thereto.

X. ADJOURNMENT

There being no other matter to be discussed, upon motion duly seconded, the meeting was adjourned.

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Prepared and Attested By:

Mishelle Anne R. Rubio-Aguinaldo
Assistant Corporate Secretary

Noted By:

Victor P. Lazatin
Corporate Secretary

Approved,

ALFREDO L. HENARES
Chairman

DENNIS T. VILLAREAL
Director

ALBERTO P. FENIX, JR.
Director

YONG SU JEON
Director

JAMES ROY N. VILLAREAL
Director

KILWON KIM
Director

SERGIO R. ORTIZ-LUIS, JR.
Independent Director

SUNGCHUL HONG
Director

FRANCISCO L. VIRAY
Independent Director

SANGHUN LEE
Director

ENRISON T. BENEDICTO
Independent Director