

NATURE OF OFFENSE / VIOLATION	FIRST OFFENSE	SECOND OFFENSE	THIRD OFFENSE	FOURTH OFFENSE	FIFTH OFFENSE
16. Removal of company property including records without proper authority.	Warning	3 days suspension	7 days suspension	15 days suspension	Discharge
17. Negligence or carelessness in the course of work performance resulting to damage to company property and/or disruption of normal operation / activity.	7 days suspension	15 days suspension	30 days suspension	Discharge	
18. Wasting material to cover defective or erroneous work.	3 days suspension	7 days suspension	15 days suspension	Discharge	
<b>II. SOCIAL RELATIONSHIP AND BEHAVIOR:</b>					
<b>A. Offenses Against Persons:</b>					
1. Fighting, provoking, instigating or taking part in a fight during working hours within company premises, except in legitimate self defense. (If deadly weapons are used, penalty is Discharge).	7 days suspension	15 days suspension	Discharge		
2. Threatening, intimidating, coercing or interfering with fellow employees insofar as such actions interfere with working relationship.	7 days suspension	15 days suspension	Discharge		
3. Commission of a crime, offense or assault made upon the person of a superior, any member of management or immediate member of their family in connection with the employee's work.	Discharge				

NATURE OF OFFENSE / VIOLATION	FIRST OFFENSE	SECOND OFFENSE	THIRD OFFENSE	FOURTH OFFENSE	FIFTH OFFENSE
-------------------------------	---------------	----------------	---------------	----------------	---------------

4. Intentionally hiding tools, equipment or other properties belonging to his co-employee or co-worker for the purpose of delaying work undertime or prejudice him.	3 days suspension	6 days suspension	15 days suspension	30 days suspension	Discharge
<b>B. Offenses Against Property:</b>					
1. Posting on or removal of any written or printed matter from Company bulletin boards or company property at any time unless specifically authorized by Management; or deliberately defacing or destroying notices put up by the Company.	Written warning	3 days suspension	7 days suspension	15 days suspension	Discharge
2. Stealing from company or from other persons (Theft)**** Pardon by the other person will merely mitigate the penalty.	Discharge but penalty may be reduced to suspension depending upon the circumstances				
3. Using company material, telephone, office supplies & equipment to do unauthorized work.	15 days suspension	30 days suspension	Discharge		
4. Improper or dishonest substitution or attempting to substitute company material or equipment with another of inferior quality or of lesser value.	30 days suspension	Discharge			

NATURE OF OFFENSE / VIOLATION	FIRST OFFENSE	SECOND OFFENSE	THIRD OFFENSE	FOURTH OFFENSE	FIFTH OFFENSE
-------------------------------	---------------	----------------	---------------	----------------	---------------

5. Improper or incorrect use of parts or tools in doing work.	Written Warning	3 days suspension	7 days suspension	15 days suspension	Discharge
<b>C. OFFENSES AGAINST MORALS:</b>					
1. Immoral behavior or conduct within company property or premises.	15 days suspension	Discharge			
2. Acts of lasciviousness (Include sexual harassment)	15 days suspension	Discharge			
3. Using obscene insulting or offensive language or words against co-employees within working areas. (If against a superior, Discharge)	3 days suspension	7 days suspension	15 days suspension	Discharge	
4. Making false and malicious statements against co-employees or company official.	15 days suspension	30 days suspension	Discharge		
5. Gambling or engaging in a lottery or bookmaking under any of the following circumstances:					
a. Inside company premises while off duty.	Written Warning	3 days suspension	7 days suspension	15 days suspension	Discharge
b. Inside the company premises while on duty.	15 days suspension	Discharge			
6. Drinking any alcoholic beverage on company time unless specifically authorized.	Warning	3 days suspension	7 days suspension	15 days suspension	Discharge

NATURE OF OFFENSE / VIOLATION	FIRST OFFENSE	SECOND OFFENSE	THIRD OFFENSE	FOURTH OFFENSE	FIFTH OFFENSE
7. Reporting for work while obviously under the influence of liquor (if disturbing peace and order and/or molesting other employees or similarly scandalous behavior, Discharge)	3 days suspension	7 days suspension	15 days suspension	30 days suspension	Discharge
8. Receiving money or gifts in consideration for a job or any change in working conditions or employment status or any other personal favors by virtue of one's position or influence in the company.	Discharge				
9. Vending, soliciting or collecting contributions for any purpose whatsoever at anytime within the premises unless authorized by Management.	Written Warning	3 days suspension	7 days suspension	15 days suspension	Discharge
10. Falsification of company documents/records or submitting false certification/document for personal convenience.	Discharge				
11. Pretending illness to avoid work or assignment. (Certification of Company Doctor is sufficient to prove the offense).	Written Reprimand	3 days suspension	7 days suspension	15 days suspension	Discharge
12. Creating or causing disturbance in any form inside company premises.	7 days suspension	15 days suspension	Discharge		

NATURE OF OFFENSE / VIOLATION	FIRST OFFENSE	SECOND OFFENSE	THIRD OFFENSE	FOURTH OFFENSE	FIFTH OFFENSE
13. Conviction by final judgment of a crime involving moral turpitude.	Discharge				
14. Taking prohibited drugs inside the company premises whether off duty or on duty.	Discharge				
15. Reporting for work while under the influence of prohibited drugs affecting work and personal behavior.	Discharge				

**NOTE:**

1. The Company may request any employee to submit to a drug test or any special medical examination if the company has sufficient reasons to do so.
2. Prohibited drugs includes but not limited to; Shabu, Marijuana, Cocaine and those that are punishable by law.

III. SECURITY AND COMPANY INTEREST					
1. Disseminating any written or printed information within company premises inimical to the interests of the company or its employees.	15 days suspension	Discharge			
2. Permitting another to use one's ID Card or using another's ID Card for time in and time out.	15 days suspension	Discharge			
3. Refusal to show ID Card at the request of the immediate superior or member of the Security Department on company	3 days	7 days	15 days		

NATURE OF OFFENSE / VIOLATION	FIRST OFFENSE	SECOND OFFENSE	THIRD OFFENSE	FOURTH OFFENSE	FIFTH OFFENSE
premises.	suspension	suspension	suspension	Discharge	
4. Using unauthorized exits and entrances.	7 days suspension	15 days suspension	Discharge		
5. Entering or assisting other persons to enter any restricted area without specific authority or permission.	7 days suspension	15 days suspension	Discharge		
6. Carrying firearms or deadly weapon inside company premises.	Discharge				
7. Causing disturbance inside company premises.	7 days suspension	15 days suspension	Discharge		
8. Giving false testimony or withholding vital information during company conducted investigation.	Discharge				
9. Deliberately giving wrong information which cause confusion, delay or disruption of normal operation or work activity.	15 days suspension	Discharge			
10. Unauthorized opening of Facebook, Twitter, Instagram, Downloading, Printing, and other social media computer-mediated technology during official hours.	Warning	3 days suspension	7 days suspension	15 days suspension	Discharge

NATURE OF OFFENSE / VIOLATION	FIRST OFFENSE	SECOND OFFENSE	THIRD OFFENSE	FOURTH OFFENSE	FIFTH OFFENSE
-------------------------------	---------------	----------------	---------------	----------------	---------------

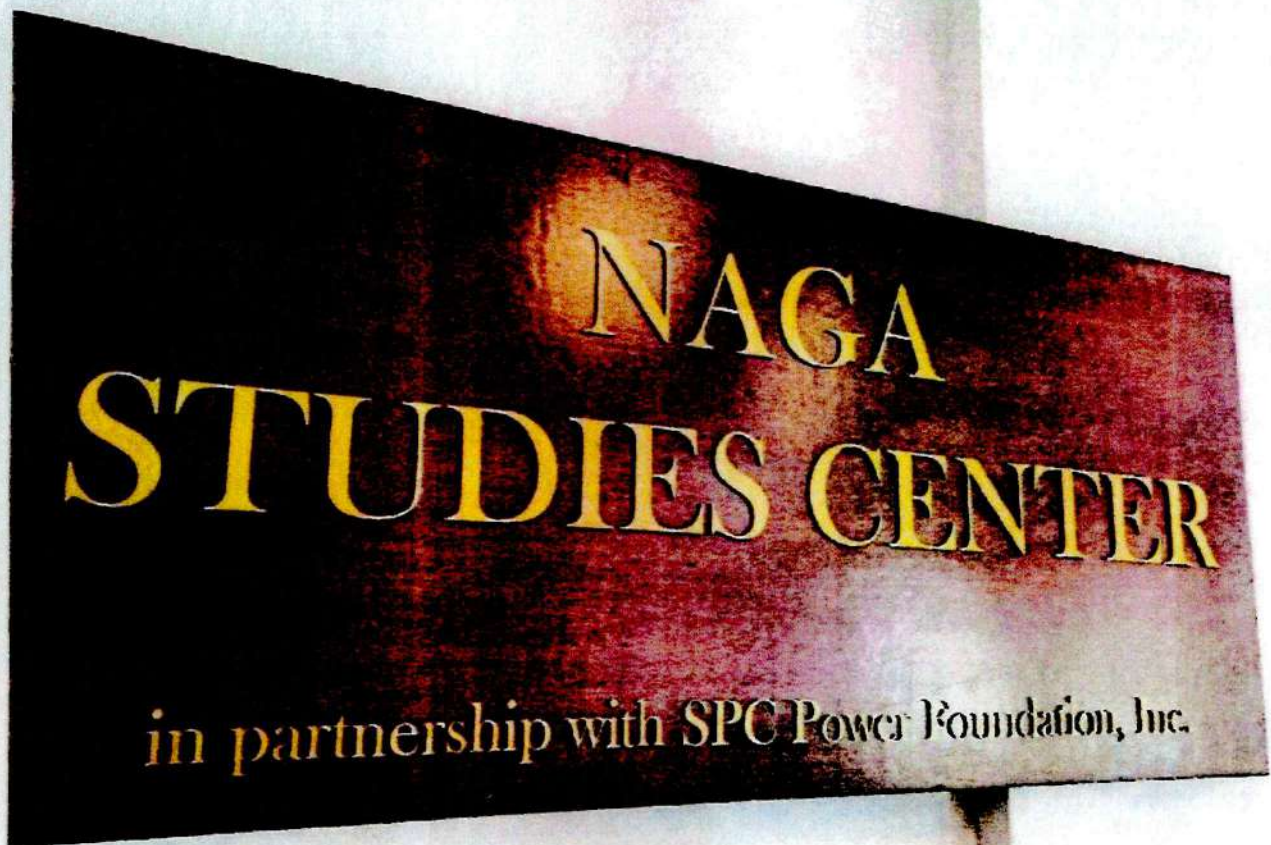
<b>IV. SAFETY</b>					
1. Failure to observe a safety rule or regulation, including traffic safety rules. (Depending on nature of violation or consequence may be outright suspension or discharge).	Written Warning	3 days suspension	7 days suspension	15 days suspension	Discharge
2. Violation of safety (and traffic) rules and regulations resulting in damage to Company property or injury to others (may be immediate discharge depending on extent of damage or seriousness of injury).	15 days suspension	Discharge			
3. Failure to report to the Medical Services for treatment of any industrial accident no matter how minor.	3 days suspension	7 days suspension	15 days suspension	Discharge	
4. Smoking within "NO SMOKING" area. (Immediate discharge if violation results in fire, damaging Company property or operation.)	7 days suspension	15 days suspension	30 days suspension	Discharge	
5. Using or operating company vehicle, machinery or equipment without proper authorization from the Business Unit Manager. (If unauthorized use resulted in damage to equipment or part thereof, the penalty is Discharge)	15 days suspension	Discharge			
6. Disregarding any of the Traffic Signs of the PNP Highway Patrol adopted by the Company as part of its traffic rules and	15 days	30 days			

NATURE OF OFFENSE / VIOLATION	FIRST OFFENSE	SECOND OFFENSE	THIRD OFFENSE	FOURTH OFFENSE	FIFTH OFFENSE
regulations, constituting two (2) or more violations in one single act shall fall under RECKLESS DRIVING.	suspension	suspension			
7. Driving over the specified speed limits for the road per traffic sign posted.	15 days suspension	30 days suspension			
8. Driving while under the influence of liquor. (Penalty is immediate discharge if causing serious damage to company property or injury to other persons).	7 days suspension	15 days suspension	30 days suspension		
9. Driving without proper LTO License for the current year and corresponding company permit (Suspension or discharge if causing accident depending on its extent and seriousness).	Written Warning	3 days suspension	7 days suspension	15 days suspension	30 days suspension

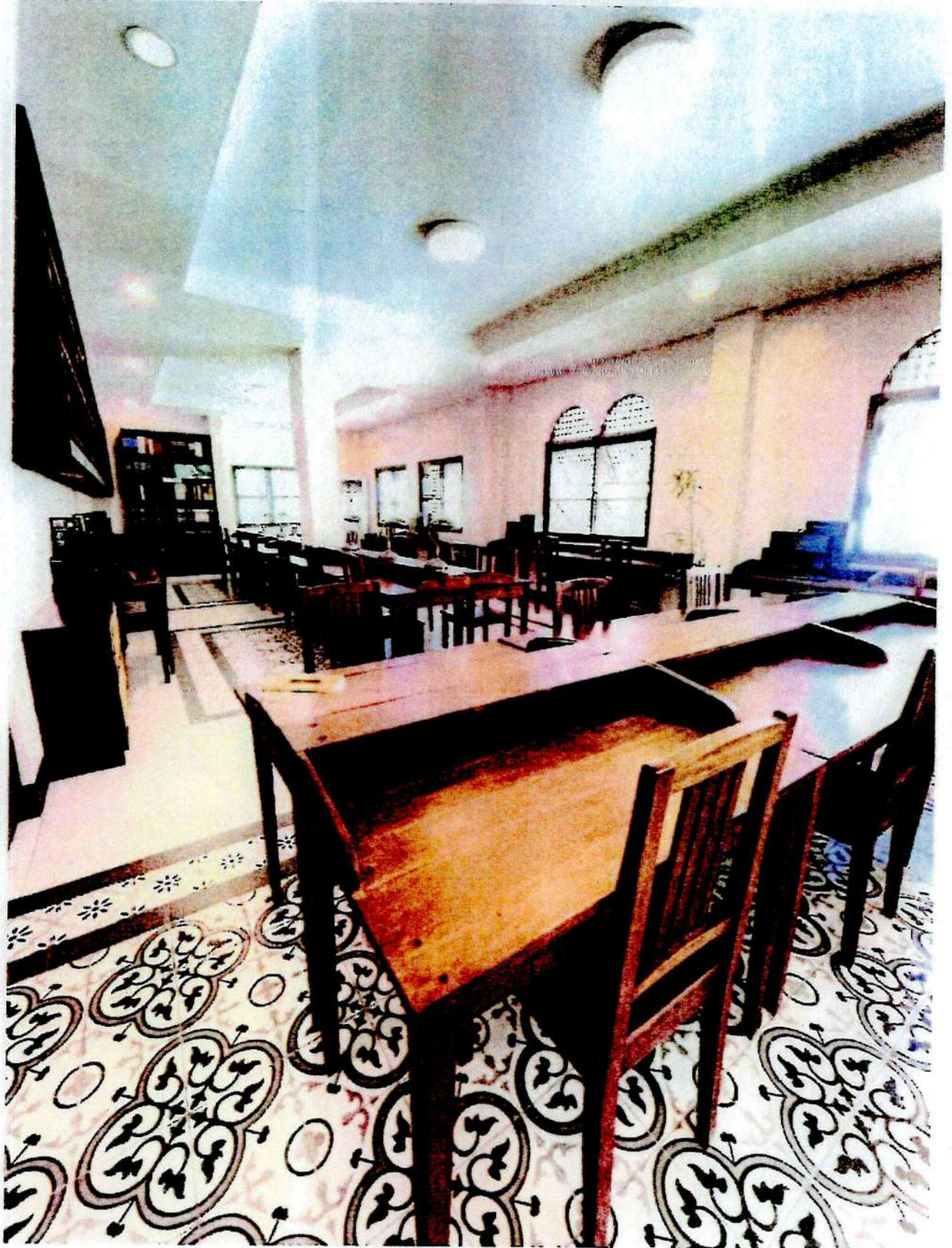
**NOTE:**

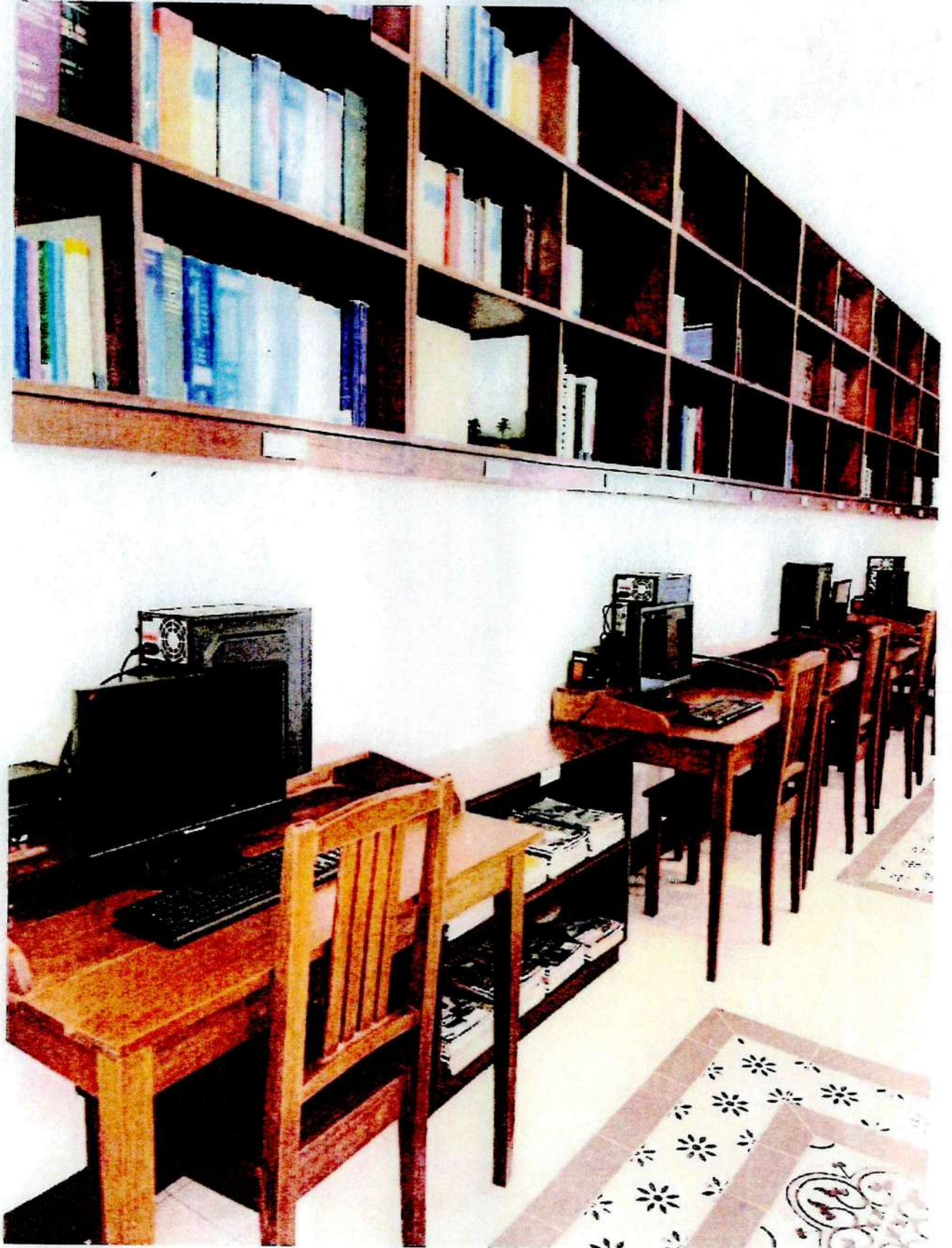
1. In general, acts punishable by dismissal may be reconsidered for only 30 days suspension if mitigating circumstances are attendant such as good service records and length of service of the respondent, etc.
2. All disciplinary actions bordering on attendance will be accumulative only for one (1) calendar year and shall be removed from the records of the employee-respondents after losing their effectivity.

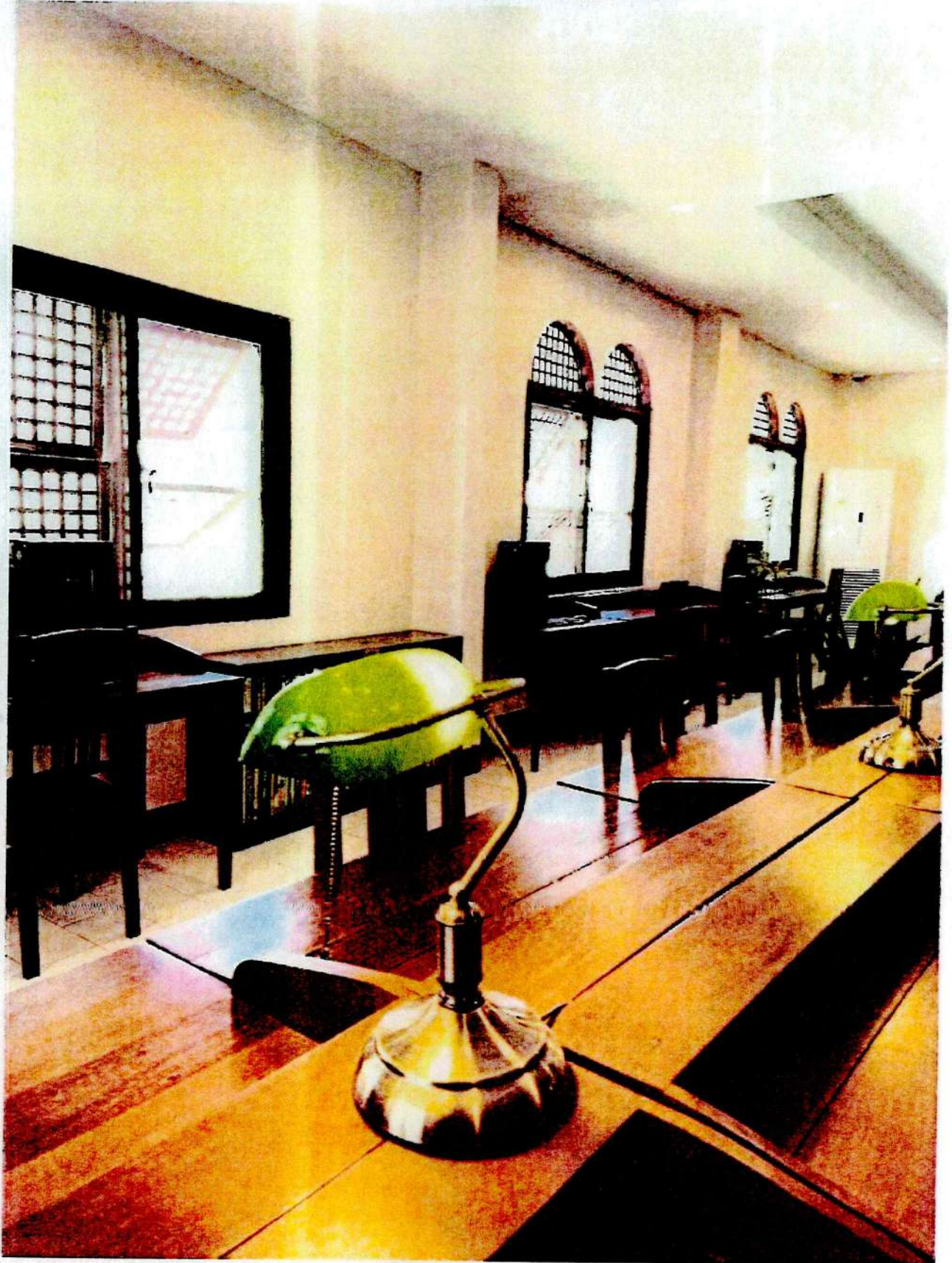
**ANNEX 26**













Thank you po.

Venus Toledo

[Sent from Yahoo Mail for iPhone](#)

## H. Corporate Social Responsibility (April 29, 2024)

### SPC POWER FOUNDATION LIBRARY & COMPUTER LABORATORY

The new location of the SPCF Library & Computer Laboratory is at Museo Naga, City of Naga, Cebu





TAPAL INTEGRATED SCHOOL BRIGADA ESKWELA 2025 (JUNE 9-13)



COASTAL CLEAN UP  
(OCTOBER 2025)



TREE PLANTING  
(SEPTEMBER 2025)



Fire Safety & Earthquake Drill (March 6)



Anniversary Mass and Tree Planting (March 26)



SIPC PDPP, Every Friday Mass 2025



Friday Physical and Mental  
Welness Program: Basketball - SPC  
Powerhouse (March 28)



Every First Monday Mass 2025



Tinuocan Elem School School  
Brigada Eskwela Campus  
Cleaning and Tree Pruning  
(June 10)



Asilo de Molo Monthly Feeding of Elderly 2025



Dingle National High School  
Brigada Eskwela Campus  
Cleaning and Tree Pruning  
(June 11)



Donation of 85pcs DepEd Bronze Medals to Tabugon Elem. School (April 04)



Tabugon National High School (Junior and Senior High)\_Scholarship Grant to Top5 Graduating Students (June 16)



Dingle NHS SSLG Turn-over of School Supplies (June 13)



Tabugon Elem School\_Scholarship Grant to Top5 Graduating Pupils (June 16)



BDPP Fire Fighting Seminar and Fire Drill (April 2026)



Coastal Clean-up and Mangrove Planting (October 17)



## SPC POWER CORPORATION

MINUTES OF THE 2025 ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS  
 DECEMBER 9, 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 M. Villareal</i>	<i>Executive Vice President Member of the Board</i>
<i>Enrison T. Benedicto</i>	<i>Independent Director Member, Corporate Governance Committee Member, Audit Committee</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>Yong Su Jeon</i>	<i>Member, Executive Committee</i>
<i>Kitwon Kim*</i>	<i>Member, Executive Committee Member, Audit Committee Member, Corporate Governance Committee</i>
<i>Sungchul Hong</i>	<i>Member of the Board</i>
<i>Sanghun Lee</i>	<i>Member of the Board</i>
<i>María Luz L. Ceminero</i>	<i>SVP, Legal/Regulatory Affairs SUNGILHUIS UNIVER</i>
<i>Cesar O. Villegas</i>	<i>SVP, Operations and Business Development</i>
<i>Nino Ray D. Aguirre</i>	<i>VP, Finance &amp; Treasurer</i>
<i>Mishelle Anne R. Rubio-Aguinaldo</i>	<i>Assistant Corporate Secretary</i>

#### **I. CALL TO ORDER AND ROLL CALL**

The Chairman Dir. Alfredo L. Henares called the meeting to order at 2:00 p.m. The meeting was held through remote communication using Zoom Video Teleconference in accordance with the By-Laws of the Corporation, SEC guidelines on Board Meetings through Teleconferencing, and Internal Procedures for Board Meeting by Teleconference. Under the instruction and supervision of the Corporate Secretary, Atty. Victor P. Lazatin, the Assistant Corporate Secretary, Atty. Michelle Anne R. Rubio-Aguinaldo, recorded the minutes of the meeting.

The Corporate Secretary proceeded with 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.

Name	Location	Device
Alfredo L. Henares	SPC Head Office, Makati City	Videconferrence system
Dennis T. Villareal	SPC Head Office, Makati City	Videconferrence system
Alberio P. Fenix, Jr.	SPC Head Office, Makati City	Videconferrence system
James Roy N. Villareal	SPC Head Office, Makati City	Videconferrence system
Yong Su Jeon	KPHI Office, Makati City	Videconferrence system
Kilwon Kim	KPHI Office, Makati City	Videconferrence system
Sungchul Hong	KEPCO Headquarters, Korea	Videconferrence system
Sanghun Lee	KPHI Office, Makati City	Videconferrence system
Sergio R. Ortiz-Luis, Jr.	PCCI Office, BGC	Laptop
Francisco L. Viray	Quezon City	Laptop
Emrison F. Benedicto	Office, Cebu City	Desktop Computer

#### **II. CERTIFICATION OF DUE NOTICE AND QUORUM**

The Corporate Secretary certified that the notice of meeting was sent to all directors by electronic mail on November 12, 2025, and with 11 directors present, it was duly certified that there was quorum to transact the business at hand.

#### **III. APPROVAL OF THE MINUTES OF PREVIOUS MEETINGS**

A motion to approve the minutes of meeting held on June 11, 2025 was made and seconded. The Chairman asked if there were comments or objections on the minutes. There being none, the motion was declared unanimously approved by all present.

Resolution: Thus, upon motion duly seconded, without objections, it is resolved that the motion to approve the minutes of the regular meeting held on June 11, 2025, duly seconded, is hereby unanimously approved, subject to the corrections to be made, if any.

#### **IV. MATTERS ARISING FROM THE PREVIOUS MEETING**

There were no matters arising from the previous meeting.

## V. OPERATIONS REPORT AS OF OCTOBER 31, 2025 AND 2024

SVP for Business Development and Commercial Operations reported on the operation performance of all the SPC and SIPC plants early for the period covering January to October, 2025, compared with the same period of 2024.

### Panay Diesel Power Plant (PDPP) 1

The plant availability of 94.7% in 2025 is higher by 9.5% compared with 2024's 85.4%. However, the utilization rate decreased by 38.3% in 2025, from 59.9% in 2024, down to 43.1% in the same period of 2025. This decrease is generally due to the expiration of the plant's ASPA contract with NGCP in September of 2024. As the plant operated solely on merchant mode, serving only the WESM Energy and reserve markets, strategic trading was implemented to manage the capacity, along with all other plants. The reduced utilization resulted in substantial decreases on the net generation, operating hours, and total outage by 71.5%, 71.5%, and 60.9%, respectively, in 2025.

### Panay Diesel Power Plant (PDPP) 3

Similar to PDPP 1's performance, 50MW PDPP 3's 97.2% plant availability in 2025 is significantly higher by 28.2% compared with 2024's 75.8%. The plant's utilization rate was also reduced by 33.5% from 51% in 2024 down to 33.9% in 2025. This reduction is due primarily to the expired ASPA contracts last year. The plant's full participation in the WESM energy and reserve markets, which yielded lower utilization rate, resulted in significant decreases on the net generation, operating hours, and total outage by 54.5%, 51.7% &, and 34.9%, respectively, in 2025.

### Bohol Diesel Power Plant (BDPP)

For the 16.2MW BDPP, the plant availability in 2025 ended slightly higher at 95% compared with 2024's 92.7%. But unlike the plants in Panay, BDPP's utilization rate of 85% in 2025 is significantly higher by 56.3% compared with 2024's 54.4%. However, though the utilization rate has increased, it is notable that both the net generation and the operating hours decreased by 72.5% and 70.3% respectively. This, in effect, resulted in a decrease in the total outage by 21.6%. The reason behind the lesser operating hours is the relatively stable Bohol sub-grid condition due to the newly commissioned Cebu-Bohol interconnection line late last year. Thus, the dispatchable reserve in the province isn't usually utilized.

### Power Barge (PB) 104

For the 29 MW PB104, the plant availability in 2025 also ended very high at 97.9%. That's 12.8% higher than 2024's 85.7%. Similar with BDPP, the utilization rate of PB104 increased in 2025 from 71.3% in 2024 to 88.3% this year. However, due to the stable sub-grid condition in Bohol, both the net generation and the operating hours decreased by as much as 88.7% and 87.5%, respectively. The said reduction in the operating hours resulted in a significant decrease in the total outage by 84% from 40.5 days in 2024 down to only 6.5 days in 2025.

### Overall Plant Performance

The overall availability of the four diesel plants combined in 2025 ended high at 96.7%, or 17.1% higher than 2024's 82.6%. As all plants were without ASPA contract in 2025 and operated solely in merchant mode, serving the WESM Energy and reserve markets only, the overall utilization rate across all plants in 2025 is just lower by 6.4%, where it ended at 55.6% compared with 2024's 59.4%. The overall net generation and operating hours in 2025 were also lowered by 73.8% and 71.5%, respectively. The substantial reduction in the overall operating hours generally relieved the gensets from so much mechanical stress resulting from NGCP's challenging

dispatch order calls, from short-duration start stop runs to prolonged, if not low-load operations. This, in effect, resulted the substantially lower total outage from 45.4 days in 2024 to just 10 days in 2025.

**VI. PRESENTATION OF INTERIM FINANCIAL REPORTS  
(ACTUAL AS OF OCT. 31, 2025 AND PROJECTED FOR THE YEAR ENDING DECEMBER 31, 2025)**

VP Finance Mr. Nino Rey D. Aguirre presented highlights of the parent company interim financial statements of SPC Power Corporation as of and for the ten (10) months ended October 31, 2025, and projected as of for the year ended December 31, 2025.

The parent company's comprehensive income for the ten (10) months ended October 31, 2025 amounts to P1.56 billion pesos, projected to result to P1.66 billion by end of the year, which is higher by 12.4% as compared to the 2024 results of operations as the Group maximized capacity utilization as well as effective cost management in the current year, despite the decrease in dividend income. The gross margin increased by P742.34 million in 2025 from P231.17 million in 2024, primarily due to lower energy costs from reduced energy dispatch as the Group maximized opportunities in the reserve market and WESM. General administrative expenses declined by P12 million in 2025 due to the decrease in taxes and licenses, professional fees and other expenses. Provision for income tax increased as a result of the increase in gross margin and decrease in gross margin and also the decrease in the general and administrative expenses.

The dividend income received as of end of October 2025 amounts to P872.64 million and projected to become P897.98 million by end of this year, which is lower by P250 million or 22.4% as compared to the 2024 balances. On the highlights of the parent company's statement of financial position, total assets at end of year 2025 is projected to P8.65 billion pesos from P7.47 billion at end of 2024, higher by 16%, primarily due to the increase in cash. Total liabilities increased by P1.23 billion due to the dividends payable as a result of the proposed dividends in the next agenda of this meeting, subject to the approval of the board. Current ratio prior to dividend declaration is 15.8:1, which substantially decreased to 3.27:1 after recognition of the dividend payable. The company has no bank loans.

The net income and dividend declaration in June and December 2025 contributed to the decrease in the total stockholders' equity as at year end of December of 2025. Debt to equity ratio is estimated at 22:1 as projected in December 2025.

As of end December 2025, the company's major source of funds comes from the net cash inflows from operating activities amounting to P924 million followed by cash flows from investing activities amounting to P884 million, primarily from cash dividends received during the year. Major application of funds, on the other hand, is due to the cash dividends paid in July 2025. Cash and cash equivalents as of December 2025, amounts to P4.7 billion. Looking into the consolidated total comprehensive income for the period ended October 31, 2025, and projected for the year ending December 31, 2025, the comprehensive income amounts to P1.97 billion, 28.4% is contributed by equity share in the earnings of KSPC and MECO, while 71.6% is contributed by SPC and SIPC, amounting to P1.4 billion. Projected total comprehensive income at end of December 2025, net income contributors, KSPC, amounts to P335 million, lower by P134.5 million or 29% due to lower WESM sales. MECO's share amounts to P335.7 million, lower by 4.8 million or 1%, due to slightly higher operating and maintenance costs in 2025. SPC and SIPC contributed P1.56 billion, P998 million higher as compared to 2024 performance, due largely to the increase in kilowatt-hour capacity sold for Panay and Bohol Diesel Plants' operative cost saving initiatives and due the aforementioned factors had driven the projected total comprehensive income to become P2.23 billion or P664.4 million higher than 2024.

#### VII. DECLARATION OF DIVIDENDS

VP Finance Nino Rey D. Aguina reported that with retained earnings of the parent company and cash balance made available for dividends, the management proposes a declaration of cash dividends amounting to 0.80 pesos per share or 80 centavos per share or a total amount of P1,197.24 million to all stockholders of record as of December 26, 2025, a Friday, payable on or before January 9, 2026.

The Chairman asked whether there were any objections, and there being none, the motion is declared to be unanimously approved by all present.

Resolution: Thus, upon motion duly seconded, without objections, it is resolved that the motion to declare cash dividends in the amount of 0.80 per share or a total amount of P1,197.24 million to all stockholders of record as of December 26, 2025, payable on or before January 9, 2026, duly seconded, is hereby unanimously approved.

#### VIII. APPROPRIATION OF RETAINED EARNINGS

Deferred until further notice.

#### IX. APPROVAL OF PROPOSED 2026 OPEX AND CAPEX BUDGETS

The Proposed 2026 OPEX and CAPEX Budgets were presented by VP for Finance, Mr. Nino Rey Aguina.

The 2026 proposed budget was prepared with the assumption that the PS104 will operate as a merchant plant, maximizing the reserve market for 2026. Revenue projections are based on the assumption that PS104's capacity will be at 28MW, with availability of 95%, lower by 4% compared to last year to provide for planned periodic maintenance system while capacity utilization will be 77%, lower by 4% as compared to 2025. Dispatch is budgeted at 8% in 2026 from 5% projected in 2025. Capacity fee is expected to decline in 2026, with utility market competition and demand. VOM is slightly higher due to higher dispatch, while fuel stays the same as fuel mix is closely monitored. Given these assumptions, SPC 2026 budget is projecting a revenue of P930.7 million for 2026. In order to be able to deliver the projected revenues, Management is proposing for plant operations and maintenance expenses amounting to P408.9 million pesos for 2026 from P248.9 million in 2025, where the increase pertains largely to higher dispatch, hence the rise in fuel, tubes, and consumables. Gross margin of P521.8 million in 2026 decreased by P451.7 million as compared to 2025 from the combination of declining capacity fees, higher dispatch, lower plant availability, and capacity utilization.

General and administrative expenses (G&A) is projected to increase by 43.7% or P89.9 million pesos from 2025 to 2026, primarily due to the interest expense included in the 2026 budget amounting to P82.4 million on the assumption that a bank loan will be availed of to finance the solar projects. Excluding the interest expense assumption, 2026 G&A will have an increase of 3.65%, primarily due to inflationary increment.

Dividend income is projected to amount to P950 million, which will come from affiliates, the details of which will be presented in the next slide. Provision for income tax in 2026 will decrease due to lower taxable income as compared to 2025. Looking into the projected dividends for 2026, as compared to the actual dividends in 2025, the total projected dividend income in 2026 amounts to P950 million as compared to 2025 actual dividends received amounting to P898 million coming from KSPC the P751.2 million and from MECO of P146.8 million. The projected dividends in 2026 will come from KSPC with tentative figures subject to confirmation amounting to P899 million followed by MECO amounting to P150 million.

On the cash flows, the 2025 cash flow is based on the unaudited actual and projected figures as of December 31, 2025, showing cash and cash equivalents amounting to P4.72 billion. On the proposed budget for 2026.

the projected net cash flows from operating activities amounts to P308.6 million. This is coming from cash flows from operating activities before income tax amounting to P1.35 billion, where dividends received transferred to cash flows from investing activities amounting to P950 million. Then cash flows used in investing activities now amounts to P9.24 billion, primarily from projected construction in progress of the solar projects by the end of 2026, and the operating CAPEX of PB194 amounting to P16.8 million, net of dividend income to be received in 2026 amounting to P950 million.

Net cash flow from financing activities is projected at P1.7 billion, composed of projected proceeds from bank loan for solar projects amounting to P2.9 billion, and dividends paid composed of the cash dividends amounting to 80 centavos per share, which was declared just recently to be paid in 2025. We are projecting a net decrease in cash and cash equivalents of P1.2 billion, resulting to a balance of cash and cash equivalents at the end of 2026, amounting to P3.5 billion. Out of this P3.5 billion, management is earmarking P400 million for operating working capital and proposed further to earmark also the P86.5 million for debt service cost in 2026 and the P3 billion for capital expenditures for growth expansion projects. The earmarking of cash for capital expenditures for growth expansion project is to set aside cash allocated to fund these specific purposes.

The report included a summary of projects both approved and for approval and in the pipeline, starting from the carryover approved project on the solar energy for Ubay One Solar Power Plant located in Bohol. We estimate to spend P1.54 billion pesos in 2026 as the land acquisition to be used by this project is moving forward. Further, there are two solar projects that are advancing as Barotac Solar Power Plant received its certificate of authority dated March 13, 2025, and San Dionisio Solar Power Plant, which received the certificate of deemed complete with official receipt dated November 16, 2025, for its certificate of authority processing. Both projects amounts to P4.43 billion. The total amount of the three solar projects is P5.96 billion, which will need funding from internally generated funds to finance the equity side and the remainder from bank financing. Projects in the pipeline are on advanced tabletop evaluation and land price negotiations from among the various projects evaluated. In sum, the proposed 2026 plant operating expenses amounts to P403.9 million, higher by P160.3 million due to the increase in energy dispatch resulting to higher fuel and consumables. General and administrative expenses is projected to increase by P89.9 million from P295.7 million actual and projected in 2025 to P295.5 million in 2026 proposed budget, which includes the P86.5 million budgeted debt service cost interest expense for the solar projects.

The 2026 operating budget amounting to P700.8 million where management also proposes to earmark the P400 million of cash to support the operations. The 2026 proposed capital expenditure to support existing operations amounts to P16.8 million for the ballast tank repairs, repair and replace tools and equipment, and restock critical spares. Management is proposing to include the 2026 budget, the expected 2026 capital expenditures for growth expansion projects amounting to P5.9 billion and the corresponding earmarking of cash amounting to P3.1 billion for these capital expenditures for growth expansion projects. Management is therefore recommending for the proposed 2026 OPEX and CAPEX budgets for SPC amounting to a total of P6.7 billion, where P700.4 million will be for the planned operating expenses, including the earmarking of P400 million in cash for working capital, and the P16.8 million for capital expenditures to support operations, and P5.96 billion for capital expenditures for growth expansion projects, including the earmarking of cash, amounting to P3.1 billion for capital expenditure for growth and expansion projects.

KPHI directors stated for the record that they will be abstaining from voting on this agenda item their position being that the information provided regarding the business development budget under capital expansion is still insufficient. Until complete and adequate materials are made available, KPHI directors are not in a position to express either approval or disapproval of this matter.

The matter was put to a vote and with seven (7) affirmative vote and four (4) absentions, the motion was carried and the 2026 OPEX and CAPEX Budgets were therefore approved.

Resolution: Thus, upon motion duly seconded, the 2026 OPEX and CAPEX budgets are hereby approved.

**X. RESOLUTION FOR YEAR-END DIRECTORS' FEES**

VP Finance Nino Ray D. Aguirre reported that based on the financial condition of the company, management recommends a director's fee of P600,000 for a full year of service or prorate that thereof, and an additional of P200,000 for the chairman, same as the previous year.

Resolution: There being no objections, the motion to approve the payment of year-end Director's fees of P600,000 pesos per director, for a full year of service, or pro rata thereof, to each member of the board of directors, and an additional P200,000 pesos for the chairman, was declared unanimously approved by all.

**XI. OTHER MATTERS**

Included in the agenda folder the list of resolutions approved by the Board by assent or referendum. The previously approved resolutions are presented for confirmation and consolidation to form part of the company's corporate records.

Date	Resolution
June 20, 2025	<p>Majority of the Board of Directors approved and adopted the following resolution by assent/referendum:</p> <p>Authority to apply for and participate in the Fourth Auction Round of the Green Energy Auction Program</p> <p>RESOLVED, that (the Corporation) be authorized to apply for and participate in the Fourth Auction Round of the Green Energy Auction Program (GEAP) and bid the Naratoc Solar Power Plant Project (NSPP) of the Project thereof.</p> <p>RESOLVED, FURTHER, that in connection with the Corporation's participation in the auction, the following are hereby designated as Mr. Cesar O. Villegas, SVP for Business and Commercial Operations, and Allan K. Vargas, AVP for Business Development as Authorized Representative and Alternate Representative, respectively, authorized to sign, execute, and deliver any and all documents and amendments thereto, including but not limited to forms, statements, undertakings, declarations, and other documents necessary or relating to the Corporation's participation in the Auction; receive any and all notices, communication, and information pertaining to the Auction; execute and perform any and all acts necessary or appropriate to participate in the auction and bid the Project, and to sign and execute the ensuing supply contract under the GEAP.</p>
July 07, 2025	<p>Majority of the Board of Directors approved and adopted the following resolution by assent/referendum:</p> <p>Authority to apply for Land Use Conversion/Exemption</p> <p>RESOLVED, as it hereby resolved that the Corporation is authorized to apply for Land Use Conversion/Exemption before the Department of Agrarian Reform (DAR) for the following real properties located at Barangay La Fortuna, Barotac Viejo, Province of Iloilo, Philippines and more particularly described as follows (herein after referred to as the "Subject Properties");</p>

The Subject Properties

NAME OF LANDOWNER	TITLE NO.	LOT NO.	AREA IN THE TITLE (in has)
Neña B. Lumampao	OCT 2017000722	7835-D	4.7995
Rone L. Sangatanan	OCT 2017000731	7835-E	4.7994
Rocy S. Lumampao	OCT 2017000734	7835-F	4.7995
Nora Lumampao Quintilla	OCT 2017000733	7835-G	4.7994
Leo Quintilla	OCT 2017000727	7835-H	4.7994
Ramiro Lumampao	TD # 08-0007-00182	8562-PT	22.8384
Michael Bartolome	TCT No. 090-2014004962	8538	5.6600
Mallory Grace Villaruel	TCT No. 090-2021001017	8537	2.6622
<b>TOTAL</b>			<b>54.2978</b>

RESOLVED LIKEWISE that the Corporation names, authorizes, and appoints ATTY. LORENZO MIGUEL E. ESQUIVEL, ATTY. MA. PATRICIA THERESE C. BONIFACIO, ATTY. NADIA VALERIE M. MURIA, or ATTY. MIGUEL JOSE T. ANGELES, ATTY. JOEL CHRISTIAN G. ROZUL, MS. VALERIE A. SILVA and/or any of its lawyers and for authorized representatives from ROMERO AND PARTNERS LAW FIRM with office address at Penthouse 1 & 3 Manila Luxury Condominium, Pearl Drive corner Geld Loop, Ortigas Center, Pasig City, Philippines, be hereby appointed as the true and lawful attorneys-in-fact of the Corporation, and in its name, place and stead, and for its own use and benefit, to do and perform the following acts and things, namely:

1. To file the Application for Department of Agrarian Reform (DAR) Land Use Conversion/Exemption of the parcel of land with an aggregate area of 54.2978 hectares, covered under the abovementioned Transfer Certificates of Titles located in Barangay La Fortuna, Barotac Viejo, Province of Iloilo, and to process and obtain any and all clearances, requests, and applications before the DAR and any and all other government agencies or offices including but not limited to the Register of Deeds, Assessor's Office, Sangguniang Panglungsod, Sangguniang Bayan, Municipal/City Planning Office, Municipal/City Engineering Office, Department of Human Settlement and Urban Development, National Irrigation Administration ("NIA"), Department of Environment and Natural Resources, Securities and Exchange Commission, and any all other agencies or offices that may be necessary in connection thereto;
2. To sign, verify, execute, acknowledge, and deliver any and all necessary documents and papers in connection with the said Application for DAR Land Use Conversion/Exemption of the Subject Property, and to perform any and all acts and deeds necessary and proper to carry out the foregoing purposes;
3. To represent the corporation in any and all meetings and hearings of the Sangguniang Panglungsod, Sangguniang Bayan, Municipal/City Planning Office, Municipal/City Engineering Office, NIA and all other agencies concerned in connection with the land use conversion/exemption and for the application of the necessary permits/clearances/certifications involving the Subject Property; and

	<p>4. To do such and perform on the Corporation's behalf any and all other act or deed that may be required, consequential or incidental to carry out effectively any and all of the purposes for which this authority is hereby given.</p> <p>RESOLVED FURTHER, that the Corporation hereby gives and grants the above-named representatives, full powers and authority to do and perform all or any act requisite and/or necessary to carry into effect the foregoing authorizes, as fully to all intents and purposes as the Corporation might or could lawfully do, if personally present and acting in person, and HEREBY RATIFYING and CONFIRMING all that the above-named shall be lawfully do or cause to be done by virtue of these presents.</p> <p>RESOLVED FINALLY, that all previous resolutions and authorities relating to the foregoing are hereby considered cancelled and/or revoked.</p>
October 14, 2024	<p>Majority of the Board of Directors approved and adopted the following resolution by assent/referendum:</p> <p><b>Authority to apply for a Solar Energy Operating Contract ("SEOC") with the Department of Energy</b></p> <p>RESOLVED, that the Board of Directors of SPC Power Corporation, ("the Corporation") authorizes, as it does hereby authorize, the Corporation to apply for a Solar Energy Operating Contract ("SEOC") with the Department of Energy for a solar power plant project in Bārotāc Viejo, Iloilo (the "Project") and for its President and CEO or his duly authorized representative/s to negotiate, sign, execute or enter into a SEOC on the Project and perform any and all acts necessary to carry out the SEOC and its requirements;</p> <p>RESOLVED, further that the Board of Directors of the Corporation authorizes, as it hereby authorizes a) the Corporation to apply and file with various government and regulatory agencies, and all necessary and/or relevant letter of intent, registrations, licenses, permits, and approvals as may be applicable to the Corporation in connection with its SEOC application with the Department of Energy for a solar power plant project in Bārotāc Viejo, Iloilo (the "Project"); b) its Executive Vice President, Sr. Vice President for Business Development and Commercial Operations, Sr. Vice President for Legal and Regulatory Affairs, Sr. Vice President for Finance and Administration, Assistant Vice President for Business Development &amp; Project Management, or any of the lawyers and paralegals of the Corporation engaged law offices to sign, execute and deliver the required documents/applications necessary to obtain, secure, negotiate and enter into SEOC with the Department of Energy on behalf of the Corporation in connection with the Project and to perform any and all acts and deeds, that may be required, necessary or appropriate to implement the foregoing resolution;</p> <p>RESOLVED FINALLY, that the Corporation gives and grants unto the said authorized representatives full power and authority to perform all and every act requisite and necessary to carry into effect the foregoing authority, as fully to all intents and purposes as the corporation might or could lawfully do.</p>
September 22, 2025	<p>The Audit Committee unanimously approved the following resolution by assent/referendum:</p> <p><b>Explanation on the findings of SEC-DGA on the Consolidated Audited Financial Statements</b></p>

Whereas, on September 9, 2025, SPC Power Corporation (the Company) received a letter dated September 4, 2025 from the Securities & Exchange Commission ("SEC") which contains comments and findings on the Company's Consolidated Audited Financial Statements ("CAFS"), and further requiring the Company to strictly comply with the instructions and provide an explanation on the said findings within ten (10) calendar days from receipt of the letter, or until September 19, 2025;

Whereas, on September 19, 2025, the Company requested for additional time to submit its reply, and on September 22, 2025, the Company received SEC's letter dated September 19, 2025 allowing an extension until September 29, 2025;

Whereas, on the same date, the Audit Committee convened in coordination with concerned department and the Company's external auditor, SGV & Co., to discuss the comments and findings of the SEC on the Company's CAFS;

NOW THEREFORE, the Audit Committee hereby resolves to approve the explanation as shown in Annex A as well as the proposed actions and corrective measures as shown in Item 1 thereof.

October 2025

Majority of the Board of Directors approved and adopted the following resolution by assent/referendum:

**Approval of the Valuation Report of the ROFR**

WHEREAS, Kepco Philippines Holdings, Inc. ("KPHI"), a shareholder of KEPCO SPC Power Corporation ("KSPC"), has informed SPC Power Corporation (the "Corporation") of its intention to divest and sell all of its interest in KSPC, comprising sixty percent (60%) of the issued and outstanding capital stock of KSPC (the "Share Sale");

WHEREAS, under Section 8.01 of the Amended and Restated Shareholders' Agreement among KPHI, the Corporation, and KSPC (the "KSPC ARSA"), the Corporation, as the Non-Selling Shareholder, is granted a Right of First Refusal ("ROFR") to purchase the shares of KPHI in KSPC that are the subject of the Share Sale;

WHEREAS, in a meeting held on June 11, 2025, the Board of Directors of the Corporation approved the amendment of the KSPC ARSA to allow the assignment of the ROFR by the Corporation to the Villareal Group, or to any of its members or any of their respective affiliates, and to execute the assignment of the ROFR subject to full compliance with the relevant provisions of Republic Act No. 11232 or the Revised Corporation Code of the Philippines ("Revised Corporation Code"), Securities and Exchange Commission ("SEC") Memorandum Circular No. 10, Series of 2019 or the Rules on Material Related Party Transactions for Publicly Listed Companies (the "MRPT Rules"), and the Corporation's Policy on Material Related Party Transactions ("MRPT Policy"), which includes the engagement of an independent external party to determine the fair value of the ROFR;

WHEREAS, in compliance with the MRPT Rules and the MRPT Policy, the Management has engaged FTI Consulting Philippines, Inc. (FTI Consulting) as the independent external evaluator to determine the value of the ROFR;

WHEREAS, FTI Consulting has issued a Valuation Report dated September 10, 2025 ("Valuation Report") determining the value of the ROFR to be nil;

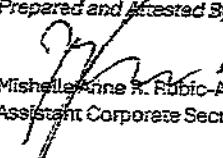
	<p>WHEREAS, the Management has recommended that the Board approve (i) the Valuation Report issued by FFI Consulting, and (ii) the assignment of the ROFR to the Villareal Group or its members and affiliates for a consideration of Five Million Pesos (PhPS,000,000.00), which Management considers fair, reasonable, and in the best interest of the Corporation;</p> <p>WHEREAS, the valuation of the ROFR based on the Valuation Report is below ten percent (10%) of the total assets of the Corporation and accordingly, the assignment of the ROFR to the Villareal Group or its members and affiliates does not constitute a Material Related Party Transaction as defined under the MRPT Rules and the MRPT Policy;</p> <p>NOW, THEREFORE, BE IT RESOLVED, as it is hereby RESOLVED, that the Board of Directors approves the Valuation Report;</p> <p>RESOLVED, that the Board authorizes the Corporation to assign the ROFR to the Villareal Group, or to any of its members or any of their respective affiliates, for the total consideration of Five Million Pesos (PhPS,000,000.00);</p> <p>RESOLVED, that considering the value of the ROFR based on the Valuation Report, the Board confirms that the consideration of Five Million Pesos (PhPS,000,000.00) for the ROFR is fair, reasonable, and in the best interest of the Corporation;</p> <p>RESOLVED, that the Board authorizes Mr. Alfredo L. Manzano or Mr. Cesar A. Villareal to negotiate, sign, execute, deliver, and perform the documents and agreements to implement the foregoing resolutions, including the Assignment Agreement, and any and all amendments, supplements, or ancillary documents thereto, under such terms and conditions as they may deem necessary, proper, or beneficial to the Corporation; and are further authorized to perform such other acts, execute such other documents, and take such other steps as may be necessary or appropriate to fully implement and carry out the intent and purpose of the foregoing resolutions.</p>
<p>October 20, 2025</p>	<p>The Audit Committee unanimously approved the following resolution by consent/referendum:</p> <p><b>Clarification on the Consolidated Audited Financial Statements</b></p> <p>Whereas, on October 10, 2025, SPC Power Corporation ("the Company") received a letter dated October 9, 2025 from the Securities &amp; Exchange Commission ("SEC") requiring further clarification on the Company's Consolidated Audited Financial Statements ("CAFS"), within five (5) calendar days from receipt of the letter, or until October 15, 2025;</p> <p>Whereas, on October 13, 2025, the Company requested for an extension until October 25, 2025 to submit its clarification which the Commission granted in its letter dated October 16, 2025.</p> <p>NOW THEREFORE, after a thorough discussion with the management and the Company's external auditor, SCV &amp; Co, the Audit Committee hereby resolves to approve the clarification as shown in Annex A.</p>

The Board confirmed and affirmed the resolutions.

**XI. ADJOURNMENT**

There being no other matter left to be discussed, the meeting was adjourned.


*Prepared and Attested By:*

  
Michelle Anne R. Rubic-Aguinaldo  
Assistant Corporate Secretary


*Noted By:*

  
Victor P. Lazatin  
Corporate Secretary

*Approved,*

  
**ALFREDO L. HENARES**  
Chairman

  
**ALBERTO P. FENIX, JR.**  
Director

  
**JAMES ROY N. VILLAREAL**  
Director

**SERGIO R. ORTIZ-LUIS, JR.**  
Independent Director

**FRANCISCO L. VIRAY**  
Independent Director

  
**DENNIS T. VILLAREAL**  
Director

**YONG SU JEON**  
Director

**KILWON KIM**  
Director

**SUNGCHUL HONG**  
Director

**SANGHUN LEE**  
Director

**ENRISON T. BENEDICTO**  
Independent Director



**COMPETENCY ASSESSMENT FORM  
(Non-Managerial)  
(November 1, 2023 – October 31, 2024)**

Employee: \_\_\_\_\_ Assessor: \_\_\_\_\_  
Position: \_\_\_\_\_ Assessor Position: \_\_\_\_\_  
Office / Unit: \_\_\_\_\_

**I. INDIVIDUAL COMPETENCY PROFICIENCY ASSESSMENT**

**Instruction:**

*Using the scale below, rate the extent to which the employee manifested the behavior indicators of the required proficiency level for each competency in the performance of job duties and responsibilities throughout the assessment period.*

<b>Rating</b>	<b>Description</b>
Exceeds Expectation <b>(EE)</b>	= Employee manifests ALL behavior indicators of the required proficiency level, as well as SOME or MANY behavior indicators of higher proficiency level/s. Exceeds the job standards in terms of manifesting the behaviors associated with the competency.
Meets Expectation <b>(ME)</b>	= Employee manifests ALL or MOST behavior indicators of the required proficiency level. Consistently meets the job standards in terms of manifesting the behaviors associated with the competency.
Does Not Meet Expectation <b>(DNME)</b>	= Employee only manifests behavior indicators associated with lower proficiency level/s. Does not meet the required job standard in terms of manifesting the competency.

**Additional Inputs in Assessment:**

- Always refer to the behavior indicators of the competency. Focus on the behavior indicators of the required proficiency level of the competency for a particular job or function.
- Prepare documentation of critical incidents to support the rating. Always explain the rating based on specific situations and evidentiary support.
- Be consistently objective, fair, and truthful in your assessment.



<b>COMPETENCY</b>	<b>REQUIRED PROFICIENCY LEVEL</b>	<b>ASSESSMENT (Rating)</b>	<b>DEVELOPMENT INITIATIVES/TARGET COMPLETION DATE</b> <i>(Indicate activities or strategies to develop or sustain the proficiency of employee. Use separate sheet if necessary)</i>
Adaptability	1		
Time Management	1		
Teamwork	2		
Attendance	2		
Safety, Health, & Environment	2		
Problem Solving	1		
Professional / Technical Expertise	2		
Communication	2		
Work Quality	2		
Initiative	2		
Integrity	2		
Accountability	2		
Interpersonal Relations	2		
Reliability	2		
Continuous Improvement	1		



### RATING SCALE

Score	Rate	RATING RANGES		
3	EE	34	to	45
2	ME	20	to	33
0	DNME	0	to	19

**Summary of Ratings:** Count the total number of ratings.

Rating	Total Count	Equivalent Score	Total Rating
Exceeds Expectation		3	
Meets Expectation		2	
Does Not Meet Expectation		0	
<b>Grand Total</b>			

**II. Overall Adjectival Rating:** \_\_\_\_\_

**Please provide feedback on the strengths and weaknesses of the employee based on the assessment.**

1. List down the significant competencies (strengths) of the employee, and provide details:

---

---

---

---

---

2. List down the areas of improvement (weakness) of the employee, and provide details:

---

---

---

---

---



### III. EMPLOYEE COMMENTS & ACKNOWLEDGEMENT

I attest that the assessor has discussed the contents of the Competency Assessment Form with me. I acknowledge that this assessment will be placed in my Personnel File. My comments are as follows:

Agree

Disagree; Reason: \_\_\_\_\_

For Appeal; Reason: \_\_\_\_\_

Acknowledged by:

\_\_\_\_\_  
(Signature Over Printed Name of Employee)

\_\_\_\_\_  
(Date)

### IV. ASSESSOR ACKNOWLEDGEMENT

I attest that I have met and discussed the contents of this Competency Assessment Form with the employee and that this assessment is accurate and true to the best of my knowledge and abilities.

Acknowledged by:

\_\_\_\_\_  
(Signature Over Printed Name of Employee)

\_\_\_\_\_  
(Date)



**COMPETENCY ASSESSMENT FORM**  
**(Managerial)**  
**(November 1, 2023 – October 31, 2024)**

Employee: \_\_\_\_\_ Assessor: \_\_\_\_\_  
Position: \_\_\_\_\_ Assessor Position: \_\_\_\_\_  
Office / Unit: \_\_\_\_\_

**I. INDIVIDUAL COMPETENCY PROFICIENCY ASSESSMENT**

**Instruction:**

*Using below scale, rate the extent to which the employee manifested the behavior indicators of the required proficiency level for each competency in the performance of job duties and responsibilities throughout the assessment period.*

<b>Rating</b>	<b>Description</b>
Exceeds Expectation <b>(EE)</b>	= Employee manifests ALL behavior indicators of the required proficiency level, as well as SOME or MANY behavior indicators of higher proficiency level/s. Exceeds the job standards in terms of manifesting the behaviors associated with the competency.
Meets Expectation <b>(ME)</b>	= Employee manifests ALL or MOST behavior indicators of the required proficiency level. Consistently meets the job standards in terms of manifesting the behaviors associated with the competency.
Does Not Meet Expectation <b>(DNME)</b>	= Employee only manifests behavior indicators associated with lower proficiency level/s. Does not meet the required job standard in terms of manifesting the competency.

**Additional Inputs in Assessment:**

- Always refer to the behavior indicators of the competency. Focus on the behavior indicators of the required proficiency level of the competency for a particular job or function.
- Prepare documentation of critical incidents to support the rating. Always explain the rating based on specific situations and evidentiary support.
- Be consistently objective, fair, and truthful in your assessment.



<b>COMPETENCY</b>	<b>REQUIRED PROFICIENCY LEVEL</b>	<b>ASSESSMENT (Rating)</b>	<b>DEVELOPMENT INITIATIVES/TARGET COMPLETION DATE</b> <i>(Indicate activities or strategies to develop or sustain the proficiency of employee. Use separate sheet if necessary)</i>
Planning	3		
Delegation & Supervision	3		
People Development	3		
Resilience	3		
Team Leadership	3		
Problem Solving	3		
Professional / Technical Expertise	3		
Communication	3		
Work Quality	3		
Initiative	3		
Integrity	3		
Accountability	3		
Interpersonal Relations	3		
Reliability	3		
Continuous Improvement	3		



### RATING SCALE

Score	Rate	RATING RANGES		
3	EE	34	to	45
2	ME	20	to	33
0	DNME	0	to	19

**Summary of Ratings:** Count the total number of ratings.

Rating	Total Count	Equivalent Score	Total Rating
Exceeds Expectation		3	
Meets Expectation		2	
Does Not Meet Expectation		0	
<b>Grand Total</b>			

**II. Overall Adjectival Rating:** \_\_\_\_\_

**Please provide feedback on the strengths and weaknesses of the employee based on the assessment.**

1. List down the significant competencies (strengths) of the employee, and provide details:

---

---

---

---

---

2. List down the areas of improvement (weakness) of the employee, and provide details:

---

---

---

---

---



### III. EMPLOYEE COMMENTS & ACKNOWLEDGEMENT

I attest that the assessor has discussed the contents of the Competency Assessment Form with me. I acknowledge that this assessment will be placed in my Personnel File. My comments are as follows:

Agree

Disagree; Reason: \_\_\_\_\_

For Appeal; Reason: \_\_\_\_\_

Acknowledged by:

\_\_\_\_\_  
(Signature Over Printed Name of Employee)

\_\_\_\_\_  
(Date)

### IV. ASSESSOR ACKNOWLEDGEMENT

I attest that I have met and discussed the contents of this Competency Assessment Form with the employee and that this assessment is accurate and true to the best of my knowledge and abilities.

Acknowledged by:

\_\_\_\_\_  
(Signature Over Printed Name of Employee)

\_\_\_\_\_  
(Date)



**NOTICE OF ANNUAL STOCKHOLDERS' MEETING**  
**OF SPC POWER CORPORATION**

June 11, 2025, 9:00 A.M. via ZOOM

**SPC POWER CORPORATION** will be holding its Annual Stockholders' Meeting on **June 11, 2025, Wednesday, at 9:00 A.M.**, by remote communication<sup>1</sup> as approved by the Board of Directors on April 3, 2025. The virtual meeting will be hosted at the principal office located at 7<sup>th</sup> Floor BDO Towers Paseo, Paseo de Roxas, Makati City. The agenda of the meeting will be as follows:

1. Call to Order and Roll Call
2. Certification of Due Notice and Presence of a Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held on May 30, 2024
4. Chairman's Report
5. Presentation of the Highlights of Audited Financial Statements as of and for the Year Ended December 31, 2024 (Treasurer's Report)
5. Ratification of Directors' Fees for CY 2024
6. Ratification of All Previous Actions of the Directors and Officers of the Corporation
7. Election of Directors (2025-2026)
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

**STOCKHOLDERS OF RECORD AS OF MAY 20, 2025** are entitled to the notice of and to vote in the said meeting. Stockholders intending to vote and participate remotely or in absentia must notify the Corporate Secretary via electronic mail at: [SPCSECGroup@spcpower.com](mailto:SPCSECGroup@spcpower.com) or [info@spcpower.com](mailto:info@spcpower.com), and submit the following requirements: copy of valid government issued ID with full name, signature, and photograph, proxy form, and proof of authority (i.e. Special Power of Attorney, Secretary's Certificate and/or Board Resolution), not later than **June 6, 2025**. Once validated and verified, details of the meeting, voting guidelines, and other relevant information will be sent to the stockholder by electronic mail.

Electronic copies of the Minutes of the 2024 Stockholders' Meeting, Information Statement, Management Report, and SEC Form 17A and other relevant documents are posted at the Company's website ([www.spcpowergroup.com](http://www.spcpowergroup.com)) and at PSE Edge.

The agenda does not include any matter that may give rise to the exercise of appraisal right.

For information and guidance.

Makati City, April 24, 2025.

By:

  
**MISHELLE ANNE R. RUBIO-AGUINALDO**  
Assistant Corporate Secretary

<sup>1</sup> Pursuant to SEC Memorandum Circular No. 6, Series of 2020 and SPC Power Corporation's Internal Procedures for Annual Stockholders' Meeting by Teleconference ("Internal Procedures").



MINUTES OF THE 2025 ANNUAL STOCKHOLDERS' MEETING  
OF  
SPC POWER CORPORATION  
June 11, 2025, 9:00 A.M.  
via ZOOM Video Teleconference

I. REGISTRATION

	<b>Outstanding Shares</b>	<b>Percentage</b>
	1,361,341,878	90.97%
<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>Executive Vice President 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 L. Benedicto</i>	<i>Independent Director Member, Corporate Governance Committee</i>	
<i>Yong Su Jeon</i>	<i>Member, Executive Committee</i>	
<i>Kilwon Kim</i>	<i>Member, Executive Committee Member, Audit Committee Member, Corporate Governance Committee</i>	
<i>Sungchul Hong</i>	<i>Member of the Board</i>	
<i>Sanghun Lee</i>	<i>Member of the Board</i>	

**Others Present:**

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

**Guidelines on Voting Procedure and Participation by Remote Communication is contained in the Information Statement.**

In any matter taken up at a meeting with a quorum duly present, a majority vote of the outstanding capital stock present and represented at the meeting, shall be sufficient, unless otherwise required by law

For the election of directors, the eleven (11) nominees receiving the most number of votes will be elected to the Board of Directors. Cumulative voting will apply.

Voting will be done openly or viva voce, by show of hands, unless a stockholder communicates his or her intention or otherwise propose that voting be done by secret ballot. The Corporate Secretary, in the presence of the external auditor, will then tally the votes, including the votes of stockholders *in absentia*. Thereafter, the Chairman will declare the elected directors.

Voting on motions shall also be done *viva voce* or by raising of hands unless the stockholder opts otherwise. Objections and abstentions must be made orally or through ballots. Votes will be tallied and reported by the Corporate Secretary in the presence of the external auditor.

Stockholders who will participate via remote communication or in *absentia* may submit their votes on agenda items requiring stockholders' action and on the nomination and election of directors, as well as their concerns, through email [info@sppower.com](mailto:info@sppower.com) on or before June 6, 2025\*, or an hour before the conduct of the Annual Stockholders' Meeting.

Stockholders who will participate via remote communication will receive the Zoom meeting invitation and other instructions in their email account, or on their mobile phone or Viber account. They will be admitted by the meeting host/administrator of the meeting and their presence will be recorded. They can participate in the meeting, and raise questions and concerns via live video, audio, and/or chat services on Zoom platform.

*Separate Guidelines were emailed to the stockholders before the meeting.*

*\*June 6, 2025 (Friday) was declared a holiday; as such, the deadline was extended until June 9, 2025 (Monday).*

**II. MEETING PROPER**



**MINUTES OF THE 2025 ANNUAL STOCKHOLDERS' MEETING**  
**SPC POWER CORPORATION**  
**June 11, 2025**  
**9:00 A.M.**  
**via ZOOM Video Teleconference**

**1. Call to Order**

The Chairman called the meeting to order at 9:30 a.m. Pursuant to the Internal Procedures for Annual Stockholders' Meeting by Teleconference, the Chairman directed the Corporate Secretary to verify and state for the record (a) compliance with the notice requirement; (b) total number of shares represented and participating in this meeting, whether in person or by proxy; and (c) the existence of a quorum for this meeting. As the Corporate Secretary was on leave, the Assistant Corporate Secretary acted on his behalf.

**2. Certification of Due Notice and Presence of a Quorum**

The Assistant Corporate Secretary certified that: (1) on May 16, 2025, notice has been given to stockholders of record as of May 20, 2025 in accordance with the By-Laws, the Internal Procedure for Annual Stockholders' Meeting by Teleconference approved by the Board of Directors during its May 7, 2020 regular meeting, and the SEC Memorandum Circular No. 6, Series of 2020, and as further required by SEC Notice dated April 20, 2020, the notice of this meeting was published in the business sections of both the Malaya Business Insight and Manila Standard on April 28 and 29, 2025, both in print and digital format; (2) there are 1,361,341,878 or 90.97% shares represented and participating in this meeting which constitute more than a majority of the total issued and outstanding capital stock; and finally, (3) quorum is present to transact business.

**3. Approval of Minutes of the Previous Annual Stockholders' Meeting of 30 May 2024**

The Chairman proceeded to the reading and approval of the Minutes of the Annual Stockholders' Meeting held on May 30, 2024. A copy of the Minutes is available in the Company's website and was emailed to the stockholders before the meeting.

A motion that the reading of the minutes be dispensed with, and that the minutes be approved, was made and seconded. The Chairman asked if there are objections, but none was raised. Thus, the Corporate Secretary was directed to cast all votes in favor of the motion.

**Resolution:** Upon motion duly seconded, the stockholders present and represented by proxy, resolved that the reading of the Minutes of the Annual Stockholders Meeting held on May 30, 2024 be dispensed with, and that the same be approved.

**Tabulation of votes:**

<i>Total Votes</i>	<i>In Favor</i>	<i>Not in Favor</i>	<i>Abstain</i>
1,361,309,468	1,361,309,468	0	0

#### 4. Chairman's Report

The Chairman presented the Annual Report of SPC Power Corporation and its Subsidiaries (collectively, "the Group") for the year ended December 31, 2024.

The Chairman reported that as energy demand continues to grow, the strategy to maximize the performance of existing assets and find new investment opportunities has paved the way for the Group to achieve stronger financial results in 2024. On this note, the Chairman provided a recap of the operation performance of the Group's power generation plants and investee companies in 2024.

With 4 diesel power plants, composed of 15 units of gensets of various capacities with combined dependable capacity of 110.2MW operated by SPC and SIPC, the Chairman reported that all the plants sustained dependable capacities in 2024 and registered a combined plant availability of 85.3%. Despite the increase in total outage and the expiration of firm and non-firm ASPAs with NGCP caused by the decrease in utilization rate, the combined net generation and operating hours of all plants still increased by 1.9% & 4.8% respectively, due primarily to the heavy energy requirements of NGCP, specifically during the summer months of 2024.

The KEPCO-SPC Power Corporation has 2x100mw CFBC coal-fired power plants, with both units sustaining its rated capacity of 100MW each in 2024. The Chairman further reported that the plants had a combined plant availability increase of 6.6% in 2024, compared with 2023's 86.4%, due primarily to the 50.9% and 18.4% reduction in planned and forced outage works in 2024, respectively. As the total outage was reduced, the combined net generation of both plants increased by 4.8% in 2024 compared with 2023's 1,403.5 GWH, with slightly higher net heat rate by 0.1%.

Finally, the Mactan Electric Co. Inc. (MECO), located in Lapu-lapu City, Cebu performed remarkably strong with a total customer base increase of 4.1%, composed of 110,058 households & 7,870 establishments by the end of 2024. As the franchise area continues to experience economic growth, MECO's peak power demand and energy sales increased substantially by 17% and 16.2% respectively, with the system loss also improving by 1.7%.

The Chairman also gave a recap of the Group's financial highlights of the past year. The Group's consolidated total comprehensive income amounted to P1,562.5 million, reflecting a 28.7% growth over 2023. This performance in 2024 translated to a consistent double-digit return on average equity of 14.0% and earnings per share P0.99. Equity share from the earnings of the investee companies accounted for the largest share in income contributions to the Group at 52%, the power generation at 36% and other sources at 12%.

The Chairman proudly shared that the Group concluded 2024 with a strong balance sheet supported by healthy cash flows. The current ratio was 11.50 to 1, and debt to equity ratio remained low at 0.06 to 1 as of the end of 2024 with no debt from financial institutions.

The Chairman emphasized that the Company remains committed to actively pursuing potential acquisitions and new projects that will strengthen long term sustainability and support its continued growth. This strategic focus ensures that we remain well-positioned to the industry landscape and adapt to the evolving market demands for stronger performance and lasting value. He further added that SPC is currently advancing in the development of its stand-alone battery energy storage projects to support grid power stability and the increasing renewable power capacity in the system.

As to SPC's solar power projects, the Chairman shared that it received a certificate of authority from the Department of Energy to complete its 48mw solar power plant project in Iloilo – marking a significant step towards building SPC's first renewable energy footprint. SPC is further pursuing other solar power projects in various locations across the country.

Overall, SPC is reaffirming its target of additional 500mw of capacity in 2029.

In conclusion, the Chairman thanked the shareholders, staff, management, and fellow board members.

#### 5. Presentation of the Audited Financial Statements as of and for the Year Ended December 31, 2024 (Treasurer's Report)

Vice President Nino Ray D. Aguirre presented the highlights of the consolidated financial report of SPC Power Corporation and its Subsidiaries (collectively, "the Group") for the year ended December 31, 2024.

VP Aguirre reported that the Group registered total comprehensive income of P1.56 billion, an increase of 28.7% than the previous year's P1.21 billion. Although the Group posted a lower gross margin in 2024, the higher equity share in net earnings of associates and the income from discontinued operations resulted to the increase of the bottom line.

He further reported that equity share in the earnings of investee companies comprised the bulk of the group's total consolidated income in 2024, amounting to P810.1 million, higher by 38.0% compared to the previous year due to the combined effect of the significant drop in fuel costs brought by lower coal prices and the increase in WESM revenue. The Power Generation segment which contributed P557.5 million and other sources segment which provided P194.9 million, both delivered higher results in 2024.

VP Aguirre added that consolidated revenues increased by 5.6% reaching P3.03 billion in 2024, up from P2.87 billion in 2023. This growth was primarily driven by a higher volume of kilowatt-hours (kwh) sold in the power generation segment and increased pass-through cost of services.

Meanwhile, the cost of operations rose by 12.0% amounting to P2.4 billion in 2024 compared to P2.1 billion in 2023. This increase, according to VP Aguirre, was largely attributed to rising global fuel prices and higher expenses for consumables and maintenance, resulting from increased energy dispatch. As operating costs outpaced revenue growth, the gross margin declined by 12.7% falling to P653.5 million in 2024, from P748.1 million the previous year.

He also added that general and administrative expenses slightly increased by 2.1% to P268.7 million in 2024, from P263.2 million a year earlier, due to higher taxes and licenses, regulatory fees and net of other expenses.

VP Aguirre further reported that the Group ended 2024 with consolidated assets standing at P11.77 billion, 6.1% lower compared to the P12.5 billion as at end-2023. The decrease was due largely to the decline in the cash and cash equivalents and the carrying value of investment in associates.

Meanwhile, total liabilities decreased by P599.2 million to P624.2 million as at end-2024 due to the payments of dividends and the effective cost saving initiatives over fuel deliveries by the power generation segment.

Stockholders' equity slightly dropped by 1.5% to P11.1 billion, from P11.3 billion in 2023, due mainly to the decrease in the balance of retained earnings.

VP Aguirre affirmed that financial ratios remained very favorable, while receivable turnover stood at 5.71 from 4.27 in the previous year. Book value per share amounts to P7.44 per share after P1 per share or a total amount of P1.5 billion dividends declared and paid in 2024.

On the cash flows, major sources of funds in 2024 are the cash dividends received from investee companies amounting to P1.1 billion, net cash flows from operating activities amounting to P401 million, and the proceeds from the sale of net assets of BLCI amounting to P307 million. Major application of funds include dividends paid in 2024 amounting to P1.7 billion, additional investments to MECO amounting to P200 million, and additions to PPE amounting to P63 million. The Group's ending balance of cash and cash equivalents as of December 31, 2024 amounts to P4.66 billion.

VP Aguirre concluded by thanking the Board of Directors, the management, the entire SPC team and its partners.

The floor was opened for questions and comments from the stockholders but none was raised.

## **6. Ratification of Directors' Fees/Bonus for CY 2023**

A motion that to ratify the payment of directors' fees paid to each director who served the Corporation during the calendar year ending December 31, 2024 in the amount of P600,000.00 for a full year of service or pro rata thereof; an extra payment of P200,000.00 for the Chairman; and additional payment to those directors performing executive functions as well as the officers of the Corporation in the total aggregate amount of P25,600,976.78, was made and seconded. The Chairman asked if there are objections, but none was raised. Thus, the Corporate Secretary was directed to cast all votes in favor of the motion.

**Resolution:** Thus, it is hereby resolved, that the motion to ratify the payment of directors' fees paid to each director who served the Corporation during the calendar year ending December 31, 2024 in the amount of P600,000.00 for a full year of service or pro rata thereof; an extra payment of P200,000.00 for

the Chairman; and additional payment to those directors performing executive functions as well as the officers of the Corporation in the total aggregate amount of ₱25,600,976.78, duly seconded, is hereby approved.

**Tabulation of votes:**

<i>Total Votes</i>	<i>In Favor</i>	<i>Not in Favor</i>	<i>Abstain</i>
1,361,309,468	1,361,309,468	0	0

**7. Ratification of All Previous Actions of the Board of Directors and Officers of the Corporation Since the Last Annual/Regular Meeting**

A motion that the actions taken by the Board of Directors and Officers of the Corporation since the last annual stockholders meeting on May 30, 2024 be ratified and approved, was made and seconded. The Chairman asked if there are objections, but none was raised. Thus, the Corporate Secretary was directed to cast all votes in favor of the motion.

**Resolution:** Thus it is resolved, that the motion to ratify and approve the actions of the Board of Directors and Officers of the Corporation since the last annual stockholders meeting on May 30, 2024, duly seconded, is hereby approved.

**Tabulation of votes:**

<i>Total Votes</i>	<i>In Favor</i>	<i>Not in Favor</i>	<i>Abstain</i>
1,361,309,468	1,361,309,468	0	0

**8. Election of Directors (2025-2026)**

The Chairman of the Corporate Governance Committee (also Nomination Committee), Dir. Sergio L. Ortiz-Luis, briefly discussed the nomination process and the evaluation of the qualifications of the nominees. If found to be qualified, the list of the nominees are submitted to the Board. As required by the Articles of Incorporation and ByLaws, eleven (11) directors shall be elected. For 2025-2026, he announced the nominees as follows:

1. Dennis T. Villareal
2. Alfredo L. Henares
3. Alberto P. Fenix, Jr.
4. James Roy N. Villareal
5. Yong Su Jeon
6. Kilwon Kim
7. Sungchul Hong
8. Sanghun Lee

**Independent Directors:**

1. Enrison T. Bendicto
2. Sergio R. Ortiz-Luis, Jr.
3. Francisco L. Viray

A motion to approve and close the nomination was made and seconded. The Chairman asked for objection, but none was raised. The tally of the votes are found below –

**Tabulation of votes:**

<i>Nominees</i>	<i>In Favor</i>	<i>Not in Favor</i>	<i>Abstain</i>
Dennis T. Villareal	1,361,309,468	0	0
Alfredo L. Henares	1,361,111,568	0	197900
Alberto P. Fenix, Jr.	1,361,111,568	0	197900
James Roy N. Villareal	1,361,111,568	0	197900
Lee, Dal Hun	1,361,111,568	0	197900
Kim, Kitwon	1,361,111,568	0	197900
Bang, Sang Hee	1,361,111,568	0	197900
Lee, Sanghun	1,361,111,568	0	197900
Sergio Ortiz-Luis	1,361,111,568	0	197900
Francisco L. Viray	1,361,309,468	0	0
Enrison T. Bendicto	1,361,309,468	0	0

**Resolution:** Upon motion duly made and seconded, majority of the stockholders present or represented by proxy elected the following persons to serve as Directors for CY 2025-2026 and to act as such until their successors shall have been elected:

1. Dennis T. Villareal
2. Alfredo L. Henares
3. Alberto P. Fenix, Jr.
4. James Roy N. Villareal
5. Yong Su Jeon
6. Kilwon Kim
7. Sungchul Hong
8. Sanghun Lee

Independent Directors:

1. Enrison T. Bendicto
2. Sergio R. Ortiz-Luis, Jr.
3. Francisco L. Viray

The Chairman congratulated the newly-elected members of the Board of Directors.

#### 9. Appointment/Reappointment of External Auditors

A motion to reappoint the auditing firm of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the calendar year 2025 was made and seconded. The Chairman asked if there are objections, but none was raised. Thus, the Corporate Secretary was directed to cast all votes in favor of the motion.

##### Tabulation of votes:

Total Votes	In Favor	Not in Favor	Abstain
1,361,309,468	1,361,309,468	0	0

**Resolution:** Upon motion duly made and seconded, without any objection, the stockholders present or represented by proxy reappointed the auditing firm of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the calendar year 2025.


#### 10. Other Matters

The Chairman inquired if there are other matters left to be taken up, but none was raised.

#### 11. Adjournment

A motion to adjourn was made and seconded. The Chairman asked for objections but none was raised. The meeting was adjourned at 10:00 A.M.

Prepared and Attested By:

  
**MISHELLE ANNE R. RUBIO-AGUINALDO**  
Assistant Corporate Secretary

Noted By:

  
**ALFREDO L. HENARES**  
Chairman



**LIST OF SPC STOCKHOLDERS WITH THEIR STOCKHOLDINGS FOR THE ANNUAL STOCKHOLDERS MEETING  
ON JUNE 11, 2025**

Name of Stockholders	Number of Shares	Percentage (%)
Kepeco Philippines Holdings, Inc.	568,098,822	37.96%
Intrepid Holdings, Inc.	321,905,611	21.51%
JAD Holdings, Inc.	293,201,397	19.59%
KV Holdings, Inc.	74,749,847	4.99%
Rowell Plastic Corporation	38,864,638	2.60%
LDI Power Holdings, Inc.	24,931,036	1.67%
Cancorp, Inc.	21,000,000	1.40%
Mali Ni	10,000,000	0.67%
Dennis T. Villareal	6,425,500	0.43%
Alberto P. Fenix, Jr.	855,933	0.06%
Cesar O. Villegas	330,392	0.02%
Dennis Lawrence N. Villareal	274,196	0.02%
James Roy N. Villareal	274,196	0.02%
Landmark Holdings Corporation	200,000	0.01%
Deutsche Bank AG Manila Branch	77,400	0.01%
SCB OBO BNYM AS AGT CLTS NON TREATY	61,100	0.00%
HSBC-MNL CNC NOM 25/0608	59,400	0.00%
COL Financial	32,410	0.00%
<b>Total</b>	<b>1,361,341,878</b>	<b>90.97%</b>



MINUTES OF THE 2025 ANNUAL STOCKHOLDERS' MEETING  
OF  
SPC POWER CORPORATION  
June 11, 2025, 9:00 A.M.  
via ZOOM Video Teleconference

I. REGISTRATION

	<b>Outstanding Shares</b>	<b>Percentage</b>
	1,361,341,878	90.97%
<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>Executive Vice President 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 L. Benedicto</i>	<i>Independent Director Member, Corporate Governance Committee</i>	
<i>Yong Su Jeon</i>	<i>Member, Executive Committee</i>	
<i>Kilwon Kim</i>	<i>Member, Executive Committee Member, Audit Committee Member, Corporate Governance Committee</i>	
<i>Sungchul Hong</i>	<i>Member of the Board</i>	
<i>Sanghun Lee</i>	<i>Member of the Board</i>	

**Others Present:**

*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*

***Guidelines on Voting Procedure and Participation by Remote Communication is contained in the Information Statement.***

In any matter taken up at a meeting with a quorum duly present, a majority vote of the outstanding capital stock present and represented at the meeting, shall be sufficient, unless otherwise required by law.

For the election of directors, the eleven (11) nominees receiving the most number of votes will be elected to the Board of Directors. Cumulative voting will apply.

Voting will be done openly or *viva voce*, by show of hands, unless a stockholder communicates his or her intention or otherwise propose that voting be done by secret ballot. The Corporate Secretary, in the presence of the external auditor, will then tally the votes, including the votes of stockholders *in absentia*. Thereafter, the Chairman will declare the elected directors.

Voting on motions shall also be done *viva voce* or by raising of hands unless the stockholder opts otherwise. Objections and abstentions must be made orally or through ballots. Votes will be tallied and reported by the Corporate Secretary in the presence of the external auditor.

Stockholders who will participate *via* remote communication or *in absentia* may submit their votes on agenda items requiring stockholders' action and on the nomination and election of directors, as well as their concerns, through email [info@spcpower.com](mailto:info@spcpower.com) on or before June 6, 2025\*, or an hour before the conduct of the Annual Stockholders' Meeting.

Stockholders who will participate *via* remote communication will receive the Zoom meeting invitation and other instructions in their email account, or on their mobile phone or Viber account. They will be admitted by the meeting host/administrator of the meeting and their presence will be recorded. They can participate in the meeting, and raise questions and concerns *via* live video, audio, and/or chat services on Zoom platform.

*Separate Guidelines were emailed to the stockholders before the meeting.*

*\*June 6, 2025 (Friday) was declared a holiday; as such, the deadline was extended until June 9, 2025 (Monday).*

**II. MEETING PROPER**



**MINUTES OF THE 2025 ANNUAL STOCKHOLDERS' MEETING  
SPC POWER CORPORATION**

**June 11, 2025**

**9:00 A.M.**

**via ZOOM Video Teleconference**

**1. Call to Order**

The Chairman called the meeting to order at 9:30 a.m. Pursuant to the Internal Procedures for Annual Stockholders' Meeting by Teleconference, the Chairman directed the Corporate Secretary to verify and state for the record (a) compliance with the notice requirement; (b) total number of shares represented and participating in this meeting, whether in person or by proxy; and (c) the existence of a quorum for this meeting. As the Corporate Secretary was on leave, the Assistant Corporate Secretary acted on his behalf.

**2. Certification of Due Notice and Presence of a Quorum**

The Assistant Corporate Secretary certified that: (1) on May 16, 2025, notice has been given to stockholders of record as of May 20, 2025 in accordance with the By-Laws, the Internal Procedure for Annual Stockholders' Meeting by Teleconference approved by the Board of Directors during its May 7, 2020 regular meeting, and the SEC Memorandum Circular No. 6, Series of 2020, and as further required by SEC Notice dated April 20, 2020, the notice of this meeting was published in the business sections of both the Malaya Business Insight and Manila Standard on April 28 and 29, 2025, both in print and digital format; (2) there are 1,361,341,878 or 90.97% shares represented and participating in this meeting which constitute more than a majority of the total issued and outstanding capital stock; and finally, (3) quorum is present to transact business.

**3. Approval of Minutes of the Previous Annual Stockholders' Meeting of 30 May 2024**

The Chairman proceeded to the reading and approval of the Minutes of the Annual Stockholders' Meeting held on May 30, 2024. A copy of the Minutes is available in the Company's website and was emailed to the stockholders before the meeting.

A motion that the reading of the minutes be dispensed with, and that the minutes be approved, was made and seconded. The Chairman asked if there are objections, but none was raised. Thus, the Corporate Secretary was directed to cast all votes in favor of the motion.

**Resolution:** Upon motion duly seconded, the stockholders present and represented by proxy, resolved that the reading of the Minutes of the Annual Stockholders Meeting held on May 30, 2024 be dispensed with, and that the same be approved.

**Tabulation of votes:**

<i>Total Votes</i>	<i>In Favor</i>	<i>Not in Favor</i>	<i>Abstain</i>
1,361,309,468	1,361,309,468	0	0

#### 4. Chairman's Report

The Chairman presented the Annual Report of SPC Power Corporation and its Subsidiaries (collectively, "the Group") for the year ended December 31, 2024.

The Chairman reported that as energy demand continues to grow, the strategy to maximize the performance of existing assets and find new investment opportunities has paved the way for the Group to achieve stronger financial results in 2024. On this note, the Chairman provided a recap of the operation performance of the Group's power generation plants and investee companies in 2024.

With 4 diesel power plants, composed of 15 units of gensets of various capacities with combined dependable capacity of 110.2MW operated by SPC and SIPC, the Chairman reported that all the plants sustained dependable capacities in 2024 and registered a combined plant availability of 85.3%. Despite the increase in total outage and the expiration of firm and non-firm ASPAs with NGCP caused by the decrease in utilization rate, the combined net generation and operating hours of all plants still increased by 1.9% & 4.8% respectively, due primarily to the heavy energy requirements of NGCP, specifically during the summer months of 2024.

The KEPCO-SPC Power Corporation has 2x100mw CFBC coal-fired power plants, with both units sustaining its rated capacity of 100MW each in 2024. The Chairman further reported that the plants had a combined plant availability increase of 6.6% in 2024, compared with 2023's 86.4%, due primarily to the 50.9% and 18.4% reduction in planned and forced outage works in 2024, respectively. As the total outage was reduced, the combined net generation of both plants increased by 4.8% in 2024 compared with 2023's 1,403.5 GWH, with slightly higher net heat rate by 0.1%.

Finally, the Mactan Electric Co. Inc. (MECO), located in Lapu-lapu City, Cebu performed remarkably strong with a total customer base increase of 4.1%, composed of 110,058 households & 7,870 establishments by the end of 2024. As the franchise area continues to experience economic growth, MECO's peak power demand and energy sales increased substantially by 17% and 16.2% respectively, with the system loss also improving by 1.7%.

The Chairman also gave a recap of the Group's financial highlights of the past year. The Group's consolidated total comprehensive income amounted to P1,562.5 million, reflecting a 28.7% growth over 2023. This performance in 2024 translated to a consistent double-digit return on average equity of 14.0% and earnings per share P0.99. Equity share from the earnings of the investee companies accounted for the largest share in income contributions to the Group at 52%, the power generation at 36% and other sources at 12%.

The Chairman proudly shared that the Group concluded 2024 with a strong balance sheet supported by healthy cash flows. The current ratio was 11.50 to 1, and debt to equity ratio remained low at 0.06 to 1 as of the end of 2024 with no debt from financial institutions.

The Chairman emphasized that the Company remains committed to actively pursuing potential acquisitions and new projects that will strengthen long term sustainability and support its continued growth. This strategic focus ensures that we remain well-positioned to the industry landscape and adapt to the evolving market demands for stronger performance and lasting value. He further added that SPC is currently advancing in the development of its stand-alone battery energy storage projects to support grid power stability and the increasing renewable power capacity in the system.

As to SPC's solar power projects, the Chairman shared that it received a certificate of authority from the Department of Energy to complete its 48mw solar power plant project in Iloilo – marking a significant step towards building SPC's first renewable energy footprint. SPC is further pursuing other solar power projects in various locations across the country.

Overall, SPC is reaffirming its target of additional 500mw of capacity in 2029.

In conclusion, the Chairman thanked the shareholders, staff, management, and fellow board members.

#### 5. Presentation of the Audited Financial Statements as of and for the Year Ended December 31, 2024 (Treasurer's Report)

Vice President Nino Ray D. Aguirre presented the highlights of the consolidated financial report of SPC Power Corporation and its Subsidiaries (collectively, "the Group") for the year ended December 31, 2024.

VP Aguirre reported that the Group registered total comprehensive income of P1.56 billion, an increase of 28.7% than the previous year's P1.21 billion. Although the Group posted a lower gross margin in 2024, the higher equity share in net earnings of associates and the income from discontinued operations resulted to the increase of the bottom line.

He further reported that equity share in the earnings of investee companies comprised the bulk of the group's total consolidated income in 2024, amounting to P810.1 million, higher by 38.0% compared to the previous year due to the combined effect of the significant drop in fuel costs brought by lower coal prices and the increase in WESM revenue. The Power Generation segment which contributed P557.5 million and other sources segment which provided p194.9 million, both delivered higher results in 2024.

VP Aguirre added that consolidated revenues increased by 5.6% reaching P3.03 billion in 2024, up from P2.87 billion in 2023. This growth was primarily driven by a higher volume of kilowatt-hours (kwh) sold in the power generation segment and increased pass-through cost of services.

Meanwhile, the cost of operations rose by 12.0% amounting to P2.4 billion in 2024 compared to P2.1 billion in 2023. This increase, according to VP Aguirre, was largely attributed to rising global fuel prices and higher expenses for consumables and maintenance, resulting from increased energy dispatch. As operating costs outpaced revenue growth, the gross margin declined by 12.7% falling to P653.5 million in 2024, from P748.1 million the previous year.

He also added that general and administrative expenses slightly increased by 2.1% to P268.7 million in 2024, from P263.2 million a year earlier, due to higher taxes and licenses, regulatory fees and net of other expenses.

VP Aguirre further reported that the Group ended 2024 with consolidated assets standing at P11.77 billion, 6.1% lower compared to the P12.5 billion as at end-2023. The decrease was due largely to the decline in the cash and cash equivalents and the carrying value of investment in associates.

Meanwhile, total liabilities decreased by p599.2 million to p624.2 million as at end-2024 due to the payments of dividends and the effective cost saving initiatives over fuel deliveries by the power generation segment.

Stockholders' equity slightly dropped by 1.5% to P11.1 billion, from P11.3 billion in 2023, due mainly to the decrease in the balance of retained earnings.

VP Aguirre affirmed that financial ratios remained very favorable, while receivable turnover stood at 5.71 from 4.27 in the previous year. Book value per share amounts to P7.44 per share after P1 per share or a total amount of P1.5 billion dividends declared and paid in 2024.

On the cash flows, major sources of funds in 2024 are the cash dividends received from investee companies amounting to P1.1 billion, net cash flows from operating activities amounting to P401 million, and the proceeds from the sale of net assets of BLCI amounting to P307 million. Major application of funds include dividends paid in 2024 amounting to P1.7 billion, additional investments to MECO amounting to P200 million, and additions to PPE amounting to P63 million. The Group's ending balance of cash and cash equivalents as of December 31, 2024 amounts to P4.66 billion.

VP Aguirre concluded by thanking the Board of Directors, the management, the entire SPC team and its partners.

The floor was opened for questions and comments from the stockholders but none was raised.

## **6. Ratification of Directors' Fees/Bonus for CY 2023**

A motion that to ratify the payment of directors' fees paid to each director who served the Corporation during the calendar year ending December 31, 2024 in the amount of P600,000.00 for a full year of service or pro rata thereof; an extra payment of P200,000.00 for the Chairman; and additional payment to those directors performing executive functions as well as the officers of the Corporation in the total aggregate amount of P25,600,976.78, was made and seconded. The Chairman asked if there are objections, but none was raised. Thus, the Corporate Secretary was directed to cast all votes in favor of the motion.

**Resolution:** Thus, it is hereby resolved, that the motion to ratify the payment of directors' fees paid to each director who served the Corporation during the calendar year ending December 31, 2024 in the amount of P600,000.00 for a full year of service or pro rata thereof; an extra payment of P200,000.00 for

the Chairman; and additional payment to those directors performing executive functions as well as the officers of the Corporation in the total aggregate amount of ₱25,600,976.78, duly seconded, is hereby approved.

**Tabulation of votes:**

<i>Total Votes</i>	<i>In Favor</i>	<i>Not in Favor</i>	<i>Abstain</i>
1,361,309,468	1,361,309,468	0	0

**7. Ratification of All Previous Actions of the Board of Directors and Officers of the Corporation Since the Last Annual/Regular Meeting**

A motion that the actions taken by the Board of Directors and Officers of the Corporation since the last annual stockholders meeting on May 30, 2024 be ratified and approved, was made and seconded. The Chairman asked if there are objections, but none was raised. Thus, the Corporate Secretary was directed to cast all votes in favor of the motion.

**Resolution:** Thus it is resolved, that the motion to ratify and approve the actions of the Board of Directors and Officers of the Corporation since the last annual stockholders meeting on May 30, 2024, duly seconded, is hereby approved.

**Tabulation of votes:**

<i>Total Votes</i>	<i>In Favor</i>	<i>Not in Favor</i>	<i>Abstain</i>
1,361,309,468	1,361,309,468	0	0

**8. Election of Directors (2025-2026)**

The Chairman of the Corporate Governance Committee (also Nomination Committee), Dir. Sergio L. Ortiz-Luis, briefly discussed the nomination process and the evaluation of the qualifications of the nominees. If found to be qualified, the list of the nominees are submitted to the Board. As required by the Articles of Incorporation and ByLaws, eleven (11) directors shall be elected. For 2025-2026, he announced the nominees as follows:

1. Dennis T. Villareal
2. Alfredo L. Henares
3. Alberto P. Fenix, Jr.
4. James Roy N. Villareal
5. Yong Su Jeon
6. Kitwon Kim
7. Sungchul Hong
8. Sanghun Lee

**Independent Directors:**

1. Enrison T. Benedicto
2. Sergio R. Ortiz-Luis, Jr.
3. Francisco L. Viray

A motion to approve and close the nomination was made and seconded. The Chairman asked for objection, but none was raised. The tally of the votes are found below--

**Tabulation of votes:**

<b>Nominees</b>	<b><i>In Favor</i></b>	<b><i>Not in Favor</i></b>	<b><i>Abstain</i></b>
Dennis T. Villareal	1,361,309,468	0	0
Alfredo L. Henares	1,361,111,568	0	197900
Alberto P. Fenix, Jr.	1,361,111,568	0	197900
James Roy N. Villareal	1,361,111,568	0	197900
Lee, Dal Hun	1,361,111,568	0	197900
Kim, Kilwon	1,361,111,568	0	197900
Bang, Sang Hee	1,361,111,568	0	197900
Lee, Sanghun	1,361,111,568	0	197900
Sergio Ortiz-Luis	1,361,111,568	0	197900
Francisco L. Viray	1,361,309,468	0	0
Enrison T. Benedicto	1,361,309,468	0	0

**Resolution:** Upon motion duly made and seconded, majority of the stockholders present or represented by proxy elected the following persons to serve as Directors for CY 2025-2026 and to act as such until their successors shall have been elected:

1. Dennis T. Villareal
2. Alfredo L. Henares
3. Alberto P. Fenix, Jr.
4. James Roy N. Villareal
5. Yong Su Jeon
6. Kilwon Kim
7. Sungchul Hong
8. Sanghun Lee

Independent Directors:

1. Enrison T. Bendicto
2. Sergio R. Ortiz-Luis, Jr.
3. Francisco L. Viray

The Chairman congratulated the newly-elected members of the Board of Directors.

#### 9. Appointment/Reappointment of External Auditors

A motion to reappoint the auditing firm of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the calendar year 2025 was made and seconded. The Chairman asked if there are objections, but none was raised. Thus, the Corporate Secretary was directed to cast all votes in favor of the motion.

**Tabulation of votes:**

Total Votes	In Favor	Not in Favor	Abstain
1,361,309,468	1,361,309,468	0	0

**Resolution:** Upon motion duly made and seconded, without any objection, the stockholders present or represented by proxy reappointed the auditing firm of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the calendar year 2025.

#### 10. Other Matters

The Chairman inquired if there are other matters left to be taken up, but none was raised.

#### 11. Adjournment

A motion to adjourn was made and seconded. The Chairman asked for objections but none was raised. The meeting was adjourned at 10:00 A.M.

Prepared and Attested By:

  
**MISHELLE ANNE R. RUBIO-AGUINALDO**  
Assistant Corporate Secretary

Noted By:

  
**ALFREDO L. HENARES**  
Chairman



**LIST OF SPC STOCKHOLDERS WITH THEIR STOCKHOLDINGS FOR THE ANNUAL STOCKHOLDERS MEETING  
ON JUNE 11, 2025**

Name of Stockholders	Number of Shares	Percentage (%)
Kepco Philippines Holdings, Inc.	568,098,822	37.96%
Intrepid Holdings, Inc.	321,905,611	21.51%
JAD Holdings, Inc.	293,201,397	19.59%
KV Holdings, Inc.	74,749,847	4.99%
Rowell Plastic Corporation	38,864,638	2.60%
LDI Power Holdings, Inc.	24,931,036	1.67%
Cancorp, Inc.	21,000,000	1.40%
Mali Ni	10,000,000	0.67%
Dennis T. Villareal	6,425,500	0.43%
Alberto P. Fenix, Jr.	855,933	0.06%
Cesar O. Villegas	330,392	0.02%
Dennis Lawrence N. Villareal	274,196	0.02%
James Roy N. Villareal	274,196	0.02%
Landmark Holdings Corporation	200,000	0.01%
Deutsche Bank AG Manila Branch	77,400	0.01%
SCB OBO BNYM AS AGT CLTS NON TREATY	61,100	0.00%
HSBC-MNL CNC NOM 25/0608	59,400	0.00%
COL Financial	32,410	0.00%
<b>Total</b>	1,361,341,878	90.97%