

*For approval at the 2024 annual stockholders' meeting*

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING**

April 24, 2023 at 9:00 AM

Conducted virtually via <http://ayalagroupshareholders.com>

**Stockholders present and represented:** The complete list is attached as Annex A

<b>Total Number of Shares Present and Represented</b>	31,937,233,740
<b>Total Number of Outstanding Shares</b>	39,677,394,773
<b>Percentage of Shares Present vis-à-vis Total Outstanding Shares</b>	80.49%

**Directors Present:**

Delfin L. Lazaro

*Chairman of the Board  
Chairman, Executive Committee*

Cezar P. Consing

*Vice Chairman of the Board  
Vice Chairman, Executive Committee  
Chairman, Sustainability Committee  
Member, Personnel and Compensation Committee*

John Eric T. Francia

*Member, Executive Committee*

Jaime Alfonso Antonio E. Zobel de Ayala

*Member, Executive Committee*

Nicole Goh Phaik Khim

*Member, Audit Committee  
Member, Board Risk Management and Related Party Transactions Committee*

Consuelo D. Garcia (independent director)

*Chairperson, Corporate Governance and Nomination Committee  
Chairperson, Personnel and Compensation Committee  
Member, Audit Committee*

Ma. Aurora Geotina-Garcia (independent director)

*Chairperson, Audit Committee*

Sherisa P. Nuesa (independent director)

*Chairperson, Board Risk Management and Related Party Transactions Committee  
Member, Executive Committee  
Member, Personnel and Compensation Committee  
Member, Corporate Governance and Nomination Committee*

Melinda P. Ocampo (independent director)

*Member, Board Risk Management and Related Party Transactions Committee  
Member, Corporate Governance and Nomination Committee  
Member, Sustainability Committee*

**1. Call to Order**

After the invocation and national anthem, the Chairman, Mr. Delfin L. Lazaro, called the meeting to order at 9:00 AM. He stated that pursuant to the Corporation's By-Laws and after giving the stockholders the opportunity to request for a physical meeting, the annual stockholders' meeting was held in a fully virtual format due to the advancements in technology, which have made virtual meetings the new normal in today's world. Nevertheless,

the Corporation strived to ensure the convenient and full participation by the stockholders in the meeting, particularly with respect to their right to vote and be informed. The Chairman introduced each of his co-presenters, namely: Mr. John Eric T. Francia (CEO and President), Mr. Solomon M. Hermosura (Corporate Secretary), and Mr. Dodjie D. Lagazo (Assistant Corporate Secretary). The Chairman also acknowledged the other members of, and nominees to, the Board, other officers of the Corporation, and representatives of the Corporation’s external auditor, SyCip Gorres Velayo & Co. (“SGV”), who joined the meeting through the live webcast.

## 2. Notice of Meeting

The Secretary, Mr. Hermosura, certified that on March 28, 2023, the Notice of the Annual Stockholders’ Meeting (the “Notice”) and the Definitive Information Statement were distributed to all stockholders by posting on the Corporation’s website and by disclosure through the Philippine Stock Exchange EDGE system. In addition, on April 2, 2023, the Notice was published in the Philippine Daily Inquirer and the Manila Bulletin, and on April 2023, in BusinessWorld and the Philippine Daily Inquirer. Finally, on April 6, 2023, the Notice, together with a link to the Information Statement, was emailed to all stockholders of record as of April 4, 2023 with email addresses on record. Accordingly, the stockholders have been duly notified pursuant to the Corporation’s By-Laws and the rules of the Securities and Exchange Commission.

## 3. Determination of Quorum

The Secretary certified that there was a quorum for the meeting with stockholders owning at least 31,937,233,740 shares representing 80.49% of the 39,677,394,773 total outstanding shares, present through their appointment of the Chairman as proxy or by participating by remote communication or in the live webcast of the meeting or by electronic voting. The mode of attendance of the stockholders deemed present and the respective percentages of the outstanding shares are set forth below:

Mode of Attendance	% of Total Outstanding Shares	Number of Shares
Appointment of the Chairman as proxy	31,722,376,983	79.95%
Voting <i>in absentia</i>	1,391,170	0.00%
Remote Communication	213,465,587	0.53%

Additionally, there were 294 viewers of the live webcast of the meeting.

## 4. Instructions on Rules of Conduct and Procedures for the Meeting

The Chairman stated that as the Corporation valued its engagement with its stockholders, active participation in the meeting was encouraged through the various means to be discussed by the Secretary.

The Secretary explained that the rules of conduct and voting procedures were provided to the stockholders in the DIS together with the Notice and emphasized the following:

- (i) Stockholders present through the live webcast could send their questions or comments to corpsec.acen@acenergy.com.ph.
- (ii) Questions or comments received before 9:30 a.m. would be read by the Assistant Corporate Secretary, and addressed during the Question and Answer period, which would take place after “Other Matters”. Management would reply by email to questions and comments not taken up during the meeting.
- (iii) There were seven (7) resolutions proposed for adoption by the stockholders, each of which would be shown on the screen as the same would be taken up.
- (iv) Stockholders could cast their votes on the proposed resolutions and in the election of directors beginning April 20, 2023 until the end of the meeting through the Corporation’s voting and registration portal, named Voting *in Absentia* & Shareholder’s System, or VIASH System.
- (v) The Corporation tabulated the votes cast as of April 14, 2023, after the end of the proxy validation process, and based on this partial tabulation, votes have been casted by stockholders owning 31,722,376,983 voting shares representing 99.86% of the total voting shares represented in the

meeting, and 79.95% of the total outstanding voting shares. All voting results reported at the meeting would refer to such preliminary tabulation, with the final tabulation of votes, with full details of the affirmative and negative votes and abstentions, to be reflected in the minutes of meeting.

## 5. Approval of the Minutes of the Previous Meeting

The Chairman then proceeded with the approval of the minutes of the annual stockholders' meeting held on April 25, 2022. An electronic copy of the minutes was posted on the website of the Corporation.

The Corporate Secretary presented Resolution No. S-2023-001, as proposed by management, and based on the votes received, reported the approval by the stockholders of the following resolutions:

### **Resolution No. S-2023-001**

**RESOLVED**, to approve the minutes of the annual stockholders' meeting held on 25 April 2022.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the independent validator of the voting results, the votes for the adoption of Resolution No. S-2023-001 providing for the approval of the minutes of the previous meetings were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Number of voted shares	31,723,768,153	0	0
% of Total Outstanding Shares	79.95%	0%	0%

## 6. Annual Report of Management including the 2022 Audited Financial Statements

### Message of the Chairman

The Chairman expressed appreciation for having been elected as director and Chairman in September 2022. He further thanked the Board for entrusting him with continuing the Corporation's transformation, which his predecessor, Fernando Zobel de Ayala, led along with the President and CEO, Mr. Francia, and the ACEN leadership team.

The Chairman congratulated Mr. Zobel de Ayala for having nurtured the Corporation to become one of Ayala's core businesses, and for having empowered the management team to undertake game-changing initiatives that contributed to addressing critical gaps in the industry and more recently, leading the global effort towards clean energy transition.

The Chairman noted that the Corporation was fortunate to have had the foresight to make the strategic shift towards renewables when the space was still in its nascent stages. With the current global energy crisis accelerating the demand for clean energy, ACEN was in a strong position to capture the opportunities and take a leading role in the renewables revolution.

The Chairman shared that the Board was excited for ACEN's growth trajectory. He said that the Board would continue to actively engage the senior leadership in delivering execution excellence and building a strong team to ensure success. At the same time, amidst the scale of expansion, the Board would ensure that prudent risk management is exercised, including maintaining a strong balance sheet.

The Chairman acknowledged the outgoing directors, Ms. Sherisa P. Nuesa, Ms. Consuelo D. Garcia, and Ms. Aurora D. Geotina-Garcia, for their valuable contributions to the Corporation. On behalf of the entire Corporation, the Chairman thanked the outgoing directors for their valuable insights and strong engagement with the Board.

In closing, the Chairman thanked the ACEN management team and all ACEN employees for the excellent work and passion that they have put into the organization. The Chairman also thanked the Corporation's shareholders, business partners, and stakeholders for their continued trust and support.

## Report of the President

The President acknowledged his fellow shareholders and colleagues on the Board and management. The President shared that the reopening of the world in 2022 gave the Corporation the opportunity to prime itself for a post-pandemic economic recovery. He reported that the Corporation ramped up its investments in renewable energy as it anticipated heightened electricity demand. However, the positive moment was quickly challenged by geopolitical events at the beginning of 2022, with the Ukraine war having caused shock waves to the global energy market, which triggered high fossil fuel prices that resulted in energy security issues. The foregoing also exacerbated existing global supply chain challenges that led to the delay in the completion of some of the Corporation's projects. Nonetheless, the Corporation continued to execute on its renewables expansion across its key markets in the Philippines, Australia, Vietnam, India, and Indonesia.

The President further reported as follows:

The Corporation concluded 2022 with over 4,000 MW of net attributable capacity, with 98 percent coming from renewable technologies.

The Philippines continued to be the Corporation's core market, accounting for 40 percent of its generation portfolio. The Corporation promptly responded to invest in new capacity amidst the tightening power supply situation brought about by resurgent electricity demand and the declining Malampaya gas output.

Overseas, Australia was the Corporation's largest market, having comprised 25% of its generation portfolio. This was cemented by the Corporation's acquisition of the Australia development platform, which resulted in its first full ownership of a development and operating platform outside the Philippines. The revaluation gains booked from that transaction drove a significant jump in ACEN's reported net income of ₱13.1 billion. However, EBITDA, which included ACEN's share from non-consolidated associates and joint ventures, declined by 5% to ₱14.3 billion in 2022 due to challenges in Philippine operations on high cost of power owing to net merchant buying at high spot prices. This was, however, offset by the strong growth of the Corporation's international operations driven by new operating capacity in Vietnam and India.

The global energy crisis had accelerated the demand for governments and businesses to adopt a sustainable development strategy, pushing renewable energy to an unprecedented level of importance. The Corporation was excited to play a leading role in this historic shift towards a low-carbon future.

At the end of 2022, the Corporation had around 2,400 MW of capacity under construction, majority of which would be operational within 2023. Of this amount, ~1000MW of renewables was currently being built in the Philippines, which would add much needed capacity in the system and allow ACEN to have surplus energy and expand its customer base.

The Corporation was moving forward with its commitment to achieve Net Zero greenhouse gas emissions by 2050, which fully supported the Corporation's ongoing growth and decarbonization strategy. In December 2022, the Corporation completed its Net Zero roadmap, which included near-term scope 1, 2 and 3 greenhouse gas emissions reduction targets, aligned with the GHG Protocol and the latest climate-science and long-term targets that were consistent with the deep decarbonization of the power sector. ACEN was proudly the first energy company in Southeast Asia to take this critical step towards achieving Net Zero, with a transparent framework for monitoring progress.

ACEN recognized that to reach Net Zero, it would need to rely on both emissions reduction and neutralization of residual emissions. As part of its transition plan, ACEN aimed to deliver reduction-led decarbonization by 2040, with an interim target for 2030, and a Net Zero status by 2050. This 2050 goal was in line with the broader Ayala group net zero target, while ACEN would continue to explore opportunities to further accelerate these targets in the future.

While the Corporation was strongly committed to transitioning out of coal-fired generation, it believed that such transition had to be done in a responsible way. In an emerging market such as the Philippines where coal plants are still inevitable until the next few decades, the Corporation had to take into account the tightness in power supply and the economic relevance of thermal plants in the near to medium term. With this in mind, the Corporation

implemented a just energy transition by adopting the principles of the energy transition mechanism (“ETM”), a framework promoted by the Asian Development Bank, as a responsible divestment of our thermal assets and transition to cleaner technology.

The Corporation completed the full divestment of the South Luzon Thermal Energy Corporation (“SLTEC”) coal plant using the ETM framework, the first of its kind in the world. This landmark transaction would enable the early retirement and transition to a clean technology of the 246 MW coal plant in Batangas by 2040. This would reduce SLTEC’s operating life of up to 50 years by half and avoid up to 50 million metric tons of carbon emissions. This transaction, which ensured an effective workforce evolution, community resilience, and collaboration with stakeholders, generated ₱7.2 billion in proceeds, which would be reinvested into renewable energy projects.

Having been at the forefront of energy transition enabled ACEN to be a natural participant of sustainable finance. The Corporation issued its maiden peso-denominated Green Bonds amounting to ₱10 billion, which would finance over 500 MW of solar projects in the Philippines.

Despite stepping up its funding initiatives, the Corporation was able to maintain healthy leverage ratios. ACEN ended the year with a net DE ratio of 0.2, which provided ample capacity to fund new investments.

The global energy crisis triggered an urgent need for secure, reliable, and affordable electricity supply. The Corporation saw this as an opportune time to turbocharge its growth and help address today’s capacity challenges. In August 2022, the Corporation announced, “ACEN 2030”, its bold aspiration to reach 20 GW of attributable renewables capacity by 2030, representing a 25% compounded annual growth rate up to the end of the decade.

The Philippines would remain as ACEN’s core market, with Australia remaining as the second largest market. In addition, the Corporation would continue to grow its presence in Vietnam, Indonesia, and India. Solar and wind would remain as the Corporation’s core energy technologies, complemented by investments in new technologies such as battery energy storage, floating solar, and offshore wind. As the Corporation had done over the past decade, this ambitious goal would be implemented by leveraging strategic partnerships with global and regional developers, multinational energy firms as well as local business groups, developers, and landowners.

ACEN 2030 was an aggressive goal, but with the strong commitment and support of a highly energized organization, strong balance sheet, robust pipeline of projects, and solid partnerships, the Corporation believed that it had all the fundamentals in place to succeed. Going forward, while the Corporation continues to see a challenging market domestically amid the tight power supply situation and elevated fossil fuel prices, the significant addition to its renewables operating capacity by the middle of 2023 would help augment the country’s energy supply as well as bolster ACEN’s financial performance.

The President acknowledged the Corporation’s former Chairman, Mr. Fernando Zobel de Ayala, and Vice Chairman, Jaime Augusto Zobel de Ayala, who stepped down from the Board in 2022. Fernando and Jaime’s stewardship inspired the management team to constantly aim high, taking prudent risks with a long-term view for success, and they guided the Corporation with a constancy of purpose, balancing the economics with tangible and lasting impact on society and the environment. On behalf of all his colleagues, the President thanked Fernando and Jaime for having consistently championed ACEN throughout the years. Their remarkable stewardship had laid the foundation as the management team steers ACEN into the next phase of growth and transformation.

The President also welcomed the new board leadership led by the Chairman, Delfin L. Lazaro, and Vice Chairman, Cezar P. Consing.

The President closed his report by thanking the Board for its guidance, the ACEN management team and all its employees for their engagement and rigor, and the Corporation’s business partners, shareholders, and stakeholders for their continued trust and support.

The President then introduced a video presentation which highlighted the concepts of the groundbreaking Energy Transition Mechanism.

Upon the request of the Chairman, the Secretary presented the following Resolution No. S-2023-002, and reported the stockholders’ approval of the same in accordance with the voting results:

**Resolution No. S-2023-002**

**RESOLVED**, to note the Corporation’s Annual Report consisting of the Chairman’s Message, the President’s Report, and the audio-visual presentation to the stockholders, and to approve the consolidated financial statements of the Corporation and its subsidiaries, and parent company financial statements of the Corporation, as of 31 December 2022, as audited by the Corporation’s external auditor, SyCip Gorres Velayo & Co.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes for the noting of the annual report and the approval of the 2022 consolidated audited financial statements of the Corporation and its subsidiaries together with the approval of Resolution No. S-2023-002 were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Number of voted shares	31,723,768,153	0	0
% of Total Outstanding Shares	79.95%	0%	0%

**7. Ratification of the Acts of the Board of Directors and Officers**

The Corporate Secretary, upon the Chairman's request, explained that stockholders' ratification was being sought for all the acts and resolutions of the Board, the Executive Committee, and other Board Committees exercising powers delegated by the Board, which were adopted from 25 April 2022 until 23 April 2023, as well as for all the acts of the Corporation's officers performed to implement the resolutions of the Board or its Committees, or in connection with the Corporation's general conduct of its business. The acts and resolutions of the Board were reflected in the minutes of the meetings and included the following:

- (i) election of new directors and appointment of new officers and Chairman of the Board
- (ii) appointment of signatories,
- (iii) treasury transactions,
- (iv) investments, and
- (v) acts and resolutions covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

The Corporate Secretary reported that the following Resolution No. S-2023-003 had been approved by the stockholders:

**Resolution No. S-2023-003**

**RESOLVED**, to ratify each and every act and resolution from 25 April 2022 to 23 April 2023 (the “Period”) of the Board of Directors (the “Board”), the Executive Committee and other Board committees exercising powers delegated by the Board, and each and every act, during the Period, of the officers of the Corporation performed in accordance with the resolutions of the Board, the Executive Committee, and other Board committees as well as with the By-laws of the Corporation.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes for the ratification of the acts of the Board of Directors and officers of the Corporation, and for the adoption of Resolution No. S-2023-003 were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Number of voted shares	31,713,768,153	10,000,000	0
% of Total Outstanding Shares	79.93%	0.03%	%

## **8. Amendment to Articles of Incorporation**

At the request of the Chairman, the President presented the proposed amendment to the Articles of Incorporation of the Corporation to create preferred shares *via* reclassification of 100 million unissued common shares with a par value of Php 1.00 per share into 100 million preferred shares with a par value of Php 1.00 per share. The President also detailed the proposed features of the preferred shares.

The President explained that the proposed amendment was meant, among others, to diversify the Corporation's sources of funding and to enable access to a wider base of institutional and retail investors. The additional source of funding would enable the Corporation to increase its asset base and build more power plants that could generate more revenues for the Corporation, which would ultimately benefit the stockholders.

The President stated that since the preferred shares to be issued would not exceed 35% of the resulting total issued and outstanding capital stock of the Corporation, stockholders should not have any pre-emptive rights with respect to the issuance of the preferred shares, in accordance with the second paragraph of Article Seventh of the Articles of Incorporation. In accordance with the Revised Corporation Code, a stockholder who would vote against this proposed amendment could exercise his or her right of appraisal, the manner of which was detailed in the Corporation's Information Statement.

The Secretary presented Resolution No. S-2023-004, as proposed by management, and based on the votes received, reported the approval by the stockholders of the following resolution:

**Resolution No. S-2023-004**

**RESOLVED**, as approved by the Board of Directors under Resolution No. B-2023-0307-020, to approve the amendment of the Seventh Article of the Articles of Incorporation to reclassify 100 million unissued common shares with a par value of Php1.00 per share to 100 million preferred shares with a par value of Php1.00 per share (the “Preferred Shares”), such that the amended portions of the Articles of Incorporation shall read as follows:

**AMENDED ARTICLES OF INCORPORATION  
OF  
ACEN CORPORATION  
(formerly AC Energy Corporation)**

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SEVENTH: That the authorized capital stock of said Corporation is FORTY-EIGHT BILLION FOUR HUNDRED MILLION PESOS (Php48,400,000,000.00) Philippine Currency, divided into:

1. FORTY-EIGHT BILLION THREE HUNDRED MILLION (48,300,000,000) common shares with a par value of One Peso (P1.00) per share, and
2. ONE HUNDRED MILLION (100,000,000) preferred shares with a par value of One Peso (Php1.00) per share, provided that the preferred shares shall have the following features:
  - (i) May be issued from time to time in one or more series and/or tranches and under such terms and conditions for each series and/or tranche as determined by the Board of Directors, with authority expressly granted to the Board of Directors, subject to the provisions of this Article Seventh, to establish and designate series and/or tranches and to fix the number of shares to be included in each series and/or tranche and the relative rights, preferences and limitations of the shares of each such series and/or tranche. To the extent not set forth in this Article Seventh, the terms of each such series shall be specified in the resolution adopted by the Board of Directors pursuant to the authority hereinbefore granted providing for the issuance of such shares. A certificate containing such terms and conditions shall be filed with the Securities and Exchange Commission and made publicly available;
  - (ii) May be offered and issued in PHP or in USD as may be determined by the Board of Directors and subject to regulatory requirements;
  - (iii) With issue value to be determined by the Board of Directors at the time of issuance;
  - (iv) With dividend rate to be determined by the Board of Directors at the time of issuance;
  - (v) Cumulative in payment of current and unpaid back dividends;
  - (vi) Non-voting (except for matters mandatorily required by law);
  - (vii) Non-participating in (i) any other further cash, property or stock dividends beyond that specifically determined at the time of issuance, and (ii) distribution of corporate assets beyond the issue price specifically determined at the time of issuance;
  - (viii) Non-convertible to common shares;
  - (ix) With preference over holders of common shares in the distribution of corporate assets and in the payment of dividends at the rate specified at the time of issuance;
  - (x) With no preemptive rights to any issue of shares, whether common or preferred shares;
  - (xi) Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of issuance; and



- (xii) Re-issuable under such terms that the Board of Directors may approve at the time of reissuance.

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**RESOLVED, FINALLY**, to approve and authorize the registration under the Securities Regulation Code with the Securities and Exchange Commission and listing with the Philippine Stock Exchange of such Preferred Shares, and to authorize any two (2) of the “Class A” Attorneys-in-Fact of the Corporation to sign and execute any and all documents, and to perform any and all acts, as may be necessary or required to implement the registration and/or listing of the Preferred Shares.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes for the adoption of Resolution No. S-2023-004 providing for the amendment of the Seventh Article of the Articles of Incorporation of the Corporation were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Number of voted shares	31,045,270,216	678,497,937	0
% of Total Outstanding Shares	78.24%	1.71%	0%

#### **9. Offering/Issuance, and/or Private Placement, and Listing of up to 25 Million Preferred Shares**

The President recalled that the Board, during its meeting on 7 March 2023, approved the establishment of a 50 million preferred shares shelf program, subject to regulatory approvals. The President further shared that the Board also approved, as the first tranche of such preferred shares, the issuance of up to 25 million preferred shares (in Philippine Peso or US Dollars), in one or several series, and the listing of such preferred shares with the Philippine Stock Exchange, including the re-issuance and re-listing of such preferred shares following their redemption in accordance with the terms thereof.

The President also explained that since the shares to be issued would not exceed 35% of the resulting total issued and outstanding capital stock of the Corporation, stockholders should not have any preemptive rights with respect to the proposed issuance.

Upon the request of the Chairman, the Secretary presented the following Resolution No. 2023-005, and reported the stockholders’ approval of the same in accordance with the voting results:

#### **Resolution No. S-2023-005**

**RESOLVED**, as approved by the Board of Directors under Resolution No. B-2023-0307-021, to approve the issuance of up to twenty-five (25) million preferred shares (the “First Tranche Preferred Shares”), whether in one (1) or various series, and on such terms as will be jointly determined by the President and Chief Finance Officer of the Corporation, including a re-issuance of such First Tranche Preferred Shares following their redemption if provided for under the terms thereof; and

**RESOLVED, FINALLY**, to approve and authorize the registration under the Securities Regulation Code with the Securities and Exchange Commission (“SEC”) and listing with the Philippine Stock Exchange (“PSE”) of such First Tranche Preferred Shares, including the filing of respective applications for registration/exemption and listing with the SEC and the PSE for any re-issued shares, and to authorize any two (2) of the “Class A” Attorneys-in-Fact of the Corporation to sign and execute any and all documents, and to perform any and all acts, as may be necessary or required to implement the registration and/or listing of the First Tranche Preferred Shares and any re-issuance thereof.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes for the issuance of up to 25 million preferred shares, and registration under the SRC and listing with the PSE of the shares to be issued therefor, including a re-issuance and re-listing of such preferred shares following their redemption, together with the approval of Resolution No. S-2023-005 were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Number of voted shares	31,047,287,078	607,329,875	69,151,200
% of Total Outstanding Shares	78.25%	1.53%	0.17%

#### 10. Election of Directors (Including Independent Directors)

The Secretary explained that in accordance with the requirements of the Corporation's By-Laws, the Manual of Corporate Governance, and the Rules of the SEC, the following stockholders were duly nominated to the Board for the ensuing term: Jose Rene Gregory D. Almendras, Cezar P. Consing, Jaime Alfonso E. Zobel de Ayala, John Eric T. Francia, Delfin L. Lazaro, Nicole Goh Phaik Khim, Dean L. Travers, Jesse O. Ang, Maria Lourdes Heras-de Leon, Garry K. Lester, and Melinda L. Ocampo.

Mssrs. Ang, and Lester, and Mdmes. Heras-de Leon and Ocampo had been nominated as Independent Directors.

The Corporate Governance and Nomination Committee of the Board had ascertained that the eleven (11) nominees, including the four (4) nominees for Independent Directors, are qualified to serve as Directors of the Corporation, and that all nominees had given their consent to their nominations.

The Chairman requested the Corporate Secretary to disclose the results of the election.

The Corporate Secretary reported that based on the tabulation of votes, each of the eleven (11) nominees had garnered at least 31,624,503,425 votes. Given this, he certified that each nominee had received enough votes for election to the Board and that the following Resolution No. S-2023-006 for the election of the eleven (11) nominees to the Board had been approved:

#### **Resolution No. S-2023-006**

**RESOLVED**, to elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

Jose Rene Gregory D. Almendras  
 Cezar P. Consing  
 Jaime Alfonso E. Zobel de Ayala  
 John Eric T. Francia  
 Delfin L. Lazaro  
 Nicole Goh Phaik Khim  
 Dean L. Travers  
 Jesse O. Ang (*Independent Director*)  
 Maria Lourdes Heras-de Leon (*Independent Director*)  
 Garry K. Lester (*Independent Director*)  
 Melinda L. Ocampo (*Independent Director*)

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the final votes received by the nominees based on the total cumulative votes received were as follows:

<b>Director</b>	<b>No. of votes received</b>	<b>% of Total Outstanding Shares</b>
Jose Rene Gregory D. Almendras	31,706,185,232	79.91%
Cezar P. Consing	31,662,537,264	79.80%
Jaime Alfonso E. Zobel de Ayala	31,694,911,243	79.88%
John Eric T. Francia	31,681,746,038	79.85%

Delfin L. Lazaro	31,667,513,313	79.81%
Dean L. Travers	31,625,893,595	79.71%
Nicole Goh Phaik Khim	31,707,411,221	79.91%
Jesse O. Ang	31,723,768,653	79.95%
Maria Lourdes Heras-de Leon	31,713,768,653	79.93%
Garry K. Lester	31,723,768,653	79.95%
Melinda L. Ocampo	31,723,312,565	79.95%

The Chairman recognized the contributions of the outgoing independent directors to the Corporation, and on behalf of management and the Corporation, extended appreciation and best wishes to each of Mmes. Nuesa, Garcia, and Geotina-Garcia.

The Chairman welcomed the new independent directors, Msrs. Ang and Lester, and Mdme. Heras-de Leon to the Board.

## 11. Election of External Auditor and Fixing of Its Remuneration

The Secretary informed the stockholders that the Audit Committee, in the performance of its oversight function, had evaluated the performance of the Corporation’s external auditor, SGV, for the past year and found it satisfactory. Therefore, the Committee and the Board had agreed to endorse the election of SGV as the Corporation’s external auditor for the current fiscal year for an audit fee of Pesos: Two Million Five Hundred Thousand (Php2,500,000.00), exclusive of value-added tax and out of pocket expenses.

The Secretary presented the following Resolution No. S-2023-007 for the election of the Corporation’s external auditor and fixing of its remuneration and reported that there were enough votes received for the approval of said resolution:

### Resolution No. S-2023-007

**RESOLVED**, as endorsed by the Board of Directors, to appoint SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year ending 31 December 2023 for an audit fee of Two Million Five Hundred Thousand Pesos (Php2,500,000.00), exclusive of value-added tax and out-of-pocket expenses.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes on the election of SGV as external auditor of the Corporation, the approval of its audit fee and the adoption of Resolution No. S-2023-007 were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Number of voted shares	31,627,356,220	96,408,933	3,000
% of Total Outstanding Shares	79.71%	0.24%	0.00%

## 12. Other Matters

After confirming with the Secretary that there were no other matters that required consideration by the stockholders, the Chairman requested the Assistant Corporate Secretary, Mr. Lagazo, to read aloud the questions and comments together with the names of the stockholders who sent them.

Nimfa Perez (stockholder): *“Why is there a planned preferred share issuance?”*

President: “Issuing preferred shares allows us to diversify our funding mix, and also improves our capital structure and our leverage ratios in preparation for future financing initiatives to meet our rapid growth trajectory.

We've seen that Philippine investors, both institutional and retail, now have appetite for preferred share investments, so we are tapping into this pool of liquidity to fund our growth. We think now is a good time to offer preferred shares to give new investors steady, predictable, and competitive returns, versus other instruments in the market.

Please note that these preferred shares are nondilutive, given that they are non-voting.”

Jennifer Lim (stockholder): *“You are expanding aggressively overseas. Does this mean ACEN will focus less on the Philippines?”*

President: “International expansion is part of our strategy to accelerate growth and diversify our portfolio, but the Philippines is our home market and will continue to be our core market.

To achieve the government’s target of 35% renewables share of output by 2030, we estimate that around 18 GW of new renewables capacity will need to be built in the Philippines in the next eight years. As such, out of the 20 GW that ACEN is targeting to build by 2030, we expect around 8 GW or 40% to be in the Philippines. In fact, we have added around 1,100 MW of new renewables capacity in the country just in the last two years.

We remain supportive and appreciative of the government’s policies, particularly the Green Energy Auction and the Green Energy Option programs that are now in effect in the market.”

Ludee Polido (stockholder): *“ACEN has been growing its presence in Australia. Which countries are you expanding to next?”*

President: “We’ve recently announced a deal wherein we participated in a consortium to build the 600 MW Monsoon Wind project in Lao PDR. It’s a cross-border deal, as the project will be supplying electricity to EVN in Vietnam. It is expected to be the largest renewable energy platform for regional connectivity and decarbonization in Southeast Asia.

We’ve also previously announced a deal in the United States, where we signed a partnership with PivotGen, with the aim of repowering existing wind farms in the US. They were introduced to us by UPC, already an existing partner. We recently acquired a portfolio there of 8 wind farms worth 136 MW. It’s still very early days for us and we are still waiting for regulatory approval, but we are excited to see what other prospects remain for us in this market.”

### **13. Adjournment**

The Chairman thanked the stockholders for joining the meeting and announced that the Corporation will be posting a link to the recorded webcast of the meeting on its website, and that stockholders could raise issues, clarifications, and concerns on the meeting within two (2) weeks from posting of the link by sending an e-mail to [corpsec.acen@acenergy.com.ph](mailto:corpsec.acen@acenergy.com.ph)

There having been no other comments or questions from the stockholders, the Chairman adjourned the meeting.

**SOLOMON M. HERMOSURA**  
*Corporate Secretary*

**DODJIE D. LAGAZO**  
*Assistant Corporate Secretary*

**ALAN T. ASCALON**  
*Assistant Corporate Secretary*

ATTESTED BY:

**DELFIN L. LAZARO**  
Chairman of the Board of Directors and of the Meeting

**ANNEX “A”  
ATTENDANCE OF STOCKHOLDERS**

**Stockholder**

<i><b>By Proxy</b></i>	<b>No. of Shares</b>
AC Energy and Infrastructure Corporation	22,910,721,773
SCB - Various Non-Resident Foreign Corporation (account no. SCBK1000050 with the Philippine Depository Trust Corp. [PDTC])	1,230,429,591
SCB - OBO PLU-PRULINK EQUITY FUND (SCBK1000000 with the Philippine Depository Trust Corp. [PDTC])	95,869,200
Deutsche Bank AG Manila Branch	231,095
Citi - CITIOMNIFOR	157,689,222
Citi - CITIMNILOC	38,654,000
Citi - CITIFAOSUNLIFE	144,629,090
HSBC - MNL CNC NOM 23/0445 - HSBC 10 account	7,126,657,111
HSBC - MNL CNC NOM 23/0445 - HSBC 20 account	17,495,901
<b>Sub-Total</b>	<b>31,722,376,983</b>
<i><b>By voting in absentia</b></i>	
████████████████████	3,000
Alan T. Ascalon	1,386,501
████████████████████	1,669
<b>Sub-Total</b>	<b>1,391,170</b>

***By Remote Communication***

Delfin L. Lazaro	1,001
Jaime Alfonso E. Zobel de Ayala	107,040
Cezar P. Consing	1
John Eric T. Francia	113,461,717
Jose Rene Gregory D. Almendras	950,451
Nicole Goh Phaik Khim	1
Dean L. Travers	1
Consuelo D. Garcia	1,900
Ma. Aurora Geotina-Garcia	1
Sherisa P. Nuesa	2,856,880
Melinda L. Ocampo	24,001
Dodjie D. Lagazo	8,880,948
Maria Corazon G. Dizon	45,133,279
Solomon M. Hermosura	500,000
Jesse A. Ang	1
Maria Lourdes Heras-de Leon	1
Garry Lester	1
████████████████████	40,810,763
████████████████████	730,000
████████████████████	1,000
████████████████████	700
████████████████████	5,900
<b>Sub-Total</b>	<b>213,465,587</b>