

COVER SHEET

0	6	9	-	0	3	9	2	7	4

S.E.C. Registration Number

[illegible]

(Company's Full Name)

3	5	T	H		F	L	O	O	R		A	Y	A	L	A		T	R	I	A	N	G	L	E					
G	A	R	D	E	N	S		T	O	W	E	R		2		P	A	S	E	O		D	E		R	O	X	A	S
C	O	R			M	A	K	A	T	I		A	V	E		M	A	K	A	T	I		C	I	T	Y			

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

C	A	N	D	Y		D	A	C	A	N	A	Y	-	D	A	TUON

Contact Person			

7	7	3	0	6	3	0	0		

Company Telephone Number

1 2 3 1

Month Day
Calendar Year

		S	E	C			F	O	R	M		
				2	0	-	I	S				

FORM TYPE

Month _____ Day _____
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

LCU

Document I. D.

Cashier

STAMPS

STAMPS

Remarks = Pls. Use black ink for scanning purposes

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of **ACEN CORPORATION** (hereafter, the "Corporation") will be conducted by remote communication via <https://conveneagm.com/ph/ACEN2026ASM> on **Wednesday, 22 April 2026, at 9:00 o'clock in the morning** with the following:

A G E N D A¹

1. Call to Order
2. Certification of Notice and Quorum
3. Matters for Approval of the Stockholders
 - a. Minutes of Previous Meeting
 - b. Ratification of the Acts of the Board of Directors and Management
 - c. Election of Directors (Including Independent Directors)
 - d. Increase in Non-Executive Directors' Annual Retainer Fee
 - e. Appointment of External Auditor and Fixing of its Remuneration
 - f. Approval of the 2025 Audited Financial Statements, including Noting of Annual Report
4. Consideration of such other business as may properly come before the Annual Meeting
5. Presentation of Management and Open Forum
6. Adjournment

The deadline for the nomination of directors is **16 March 2026**.

Pursuant to the Corporation's by-laws, the Annual Stockholders' Meeting will be conducted in a fully virtual format. Stockholders may attend the meeting only by remote communication and by voting *in absentia*, electronically, or by proxy.

Only stockholders of record as of **27 March 2026** are entitled to notice of, and to vote at, this meeting. Stockholders intending to participate by remote communication should notify the Corporation on or before **10 April 2026**. Stockholders may likewise register online via the ConveneAGM platform starting **26 March 2026**. Voting may be in *absentia*, electronically, or by proxy, subject to validation procedures. The procedures for participation in the meeting through remote communication and for casting of votes *in absentia* will be set forth in the Information Statement².

Duly accomplished proxies should be submitted on or before 5:00 PM of **10 April 2026** to the Office of the Corporate Secretary at the 35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City, or by email to corporatesecretary@acenrenewables.com. Proxy validation is scheduled on **14 April 2026**, starting at 9:00 AM.

Stockholders as of the record date owning at least 5% of the total outstanding capital stock of the Corporation may submit proposals on items for inclusion in the agenda on or before **1 April 2026**³.

All email communications should be sent to corporatesecretary@acenrenewables.com on or before the designated deadlines.

Makati City, 04 March 2026.


MARIA FRANCHETTE M. ACOSTA
Corporate Secretary 

¹ Please refer to Page 2 for the explanation of each of the Agenda items.

² Please refer to the Requirements and Procedure for the Electronic Voting in Absentia and Participation by Remote Communication attached to the Information Statement for complete details.

³ The inclusion of the proposed agenda items shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Corporation's internal guidelines.

EXPLANATION OF AGENDA ITEMS

1. **Call to Order.** The Chairman will formally call the meeting to order at approximately 9:00 a.m.
2. **Certification of Notice and Quorum.** The Corporate Secretary will certify that written notice of the meeting was duly sent to the stockholders and that a quorum is present for the transaction of business. Pursuant to Sections 5, 6, and 7 of the Corporation's By-Laws and Sections 57 and 23 of the Revised Corporation Code, which allow attendance via remote communication and voting *in absentia*, the Corporation has established a designated online web address:

<https://conveneagm.com/ph/ACEN2026ASM>

which stockholders may access to register and vote electronically *in absentia* on matters for resolution at the meeting. A stockholder participating by remote communication or voting *in absentia*—electronically or by proxy—shall be deemed present for quorum purposes. Please refer to the Requirements and Procedure for the Electronic Voting in Absentia and Participation by Remote Communication attached to the Information Statement for complete details.

3. **Matters for Stockholders' Approval:**

- a. *Approval of Minutes of the Previous Meeting*

The minutes of the Annual Stockholders' Meeting held on 23 April 2025 are available on the Corporation's website: https://www.acenrenewables.com/storage/2025/04/ACEN-Minutes-of-2025-Annual-Stockholders-Meeting-for-approval-at-2026-ASM_Redacted.pdf and shall be presented for stockholders' approval.

- b. *Ratification of the Acts of the Board of Directors and Officers*

The actions of the Board and its committees taken and the acts of the officers to implement the resolutions of the Board or its committees or made in the general conduct of business since the annual stockholders' meeting on 23 April 2025 until 21 April 2026 shall be presented for stockholders' ratification. The acts and resolutions of the Board of Directors and its Committees were reflected in the minutes of the meetings. These include approval of contracts and agreements, projects and investments, treasury matters and acts and resolutions covered by disclosures to the Securities and Exchange Commission (SEC), the Philippine Stock Exchange (PSE) and applicable regulatory agencies. The acts of Management were those taken to implement the resolutions of the Board or its Committees or taken in the general conduct of business.

- c. *Election of Directors (Including Independent Directors)*

In accordance with the By-Laws, the Manual of Corporate Governance, and SEC Rules, any stockholder, including minority stockholders, may submit to the Corporate Governance and Nomination Committee the names of nominees to the Board of Directors. The Corporate Governance and Nomination Committee, in the exercise of its assigned task, will determine whether the nominees to fill in the eleven (11) Board seats, including nominees for independent directors, have all the qualifications and none of the disqualifications to sit as members of the Board of Directors of the Corporation before submitting the nominees for election by the stockholders. Eleven (11) nominees for directors have been evaluated by the Corporate Governance and Nomination Committee and determined to possess the qualifications and competencies required for effective Board performance, and none of the disqualifications to serve as members of the Board. The nominees' profiles will be provided in Annex "A" of the Information Statement.

- d. *Increase in Non-Executive Directors' Annual Retainer Fee*

Given ACEN's growing business across multiple jurisdictions, Non-Executive Directors now have broader responsibilities including closer oversight of strategy and execution, controls and audit, and enterprise risk management over the Philippines and other key markets such as Australia, Vietnam, Indonesia, and India.

As endorsed by the Personnel and Compensation Committee, the stockholders will be requested to approve the increase of the Non-Executive Directors' Annual Retainer Fees, as follows:

	Current Annual Retainer Fee	Proposed Annual Retainer Fee
Chairman of the Board	₱2,000,000.00	₱3,000,000.00
Chairman of the Audit Committee	₱1,500,000.00	₱2,500,000.00
Other Non-Executive Directors	₱1,000,000.00	₱1,500,000.00

e. *Election of External Auditor and Fixing of its Remuneration*

The Audit Committee will endorse the election of the external auditor for the ensuing fiscal year and the proposed remuneration to the stockholders. The external auditor provides independent assurance on the fairness and accuracy of the Corporation's financial statements. The external auditor's profile will be provided in the Information Statement and on the Corporation's website for examination by the stockholders.

f. *Approval of the 2025 Audited Financial Statements and Noting of Annual Report*

The Audited Financial Statements as of 31 December 2025, as approved by the Board upon the recommendation of the Audit Committee, will be attached in the Information to be sent electronically to stockholders at least twenty-one (21) days prior to the meeting and posted on the Corporation's website: www.acenrenewables.com. The Corporation's Annual and Sustainability reports for 2025—integrated into a single report titled the Integrated Report—will include the "Message from the Chairman" and the "Report of the President." An electronic copy of the 2025 Integrated Report will be posted on the Corporation's website.

4. **Consideration of such other Business as may properly come before the Meeting.** Stockholders may submit questions or comments prior to or during the meeting by sending an email to corporatesecretary@acenrenewables.com. The Chairman will take up agenda items duly received from stockholders on or before **1 April 2026**, in accordance with applicable laws, rules, and regulations of the SEC, and the Corporation's internal guidelines.
5. **Presentation of Management and Open Forum.** The President and Chief Executive Officer, Mr. John Eric T. Francia, will report on the Corporation's 2025 performance and the management outlook for 2026. The Corporation's performance is also embodied in the Integrated Report, which will be posted on the Corporation's website, www.acenrenewables.com.

The Chairman will then open the floor for stockholders' comments and questions.

* * *

**REQUIREMENTS AND PROCEDURE FOR THE ELECTRONIC VOTING IN ABSENTIA
AND PARTICIPATION BY REMOTE COMMUNICATION
IN THE 2026 ANNUAL STOCKHOLDERS' MEETING OF
ACEN CORPORATION¹**

Electronic voting *in absentia* and participation by remote communication shall be allowed only through complete registration and successful validation in ConveneAGM² ("**Voting System**").

A. Electronic Voting *in Absentia*

1. Stockholders as of record date, 27 March 2026, may vote electronically *in absentia* on the agenda items after completing registration and successful validation in the Voting System. Only votes cast by duly validated stockholders will be included in the preliminary and final vote tallies.
2. Stockholders with an email address on record will receive an email containing a link to the Voting System. To register, stockholders should follow the instructions in that email.
3. Stockholders who did not receive an email link may go to <https://conveneagm.com/ph/ACEN2026ASM> to create an account and register in the Voting System. Stockholders should complete the online registration form and submit it for validation, together with the required documents listed in Item 5. Once the registration is validated, the digital ballot will be available for stockholders to cast their votes.
4. All registered accounts are subject to the validation requirements in Item 5. The deadline for registration to vote *in absentia* is **10 April 2026**. The Voting System will be open for registration from **26 March 2026** through the end of the meeting.
5. The registration and/or validation requirements are as follows:

Category	Requirements
Individual Stockholders	▪ Scanned copy of a valid government-issued ID with photo and personal details (preferably with residential address), in JPG/PNG/PDF, max 12MB ▪ Valid and active contact number
Broker Accounts	▪ Broker's certification showing the number of shareholdings, in JPG/PNG/PDF, max 12MB ▪ Scanned copy of a valid government-issued ID with photo and personal details (preferably with residential address), in JPG/PNG/PDF, max 12MB ▪ Valid and active contact number
Corporate Stockholders	▪ Secretary's Certificate authorizing the representative to act for the corporation, in JPG/PNG/PDF, max 12MB ▪ Scanned copy of the representative's valid government-issued ID with photo and personal details (preferably with residential address), in JPG/PNG/PDF, max 12MB ▪ Valid and active contact number of the representative

Important Note: If a stockholder's registration details are incomplete or inconsistent with the requirements listed in item 5 above, the registration may be rejected, and the stockholder will not

¹ In accordance with Section 7 (2) Article II of the Company's Bylaws allowing stockholders to vote *in absentia* and to participate annual stockholders' meeting by remote communication.

² ConveneAGM is a third-party service provider engaged by the Company to facilitate stockholders' voting *in absentia* and participation by remote communication through electronic means.

be able to vote electronically *in absentia*. However, such stockholder may still vote by submitting a valid proxy on or before **10 April 2026**.

6. The Company will complete the validation process within three (3) business days from the stockholder's complete registration. The Voting System dashboard will show the registration status.
7. Once validated, the stockholder will receive an email confirming successful registration. Registered stockholders may vote *in absentia* until the end of the meeting.
8. All agenda items in the notice of meeting will appear in the digital ballot in the Voting System. Registered stockholders may vote on each item as follows:

Voting Item	How Stockholders May Vote
Items other than the Election of Directors	Stockholders may vote For, Against, or Abstain. The vote applies to all shares of the registered Stockholder. Stockholders may:
Election of Directors	▪ vote for all nominees; ▪ vote for none of the nominees; or ▪ vote for some nominees only, using any number of shares they choose, provided that the total votes cast does not exceed the Stockholder's number of shares × number of directors to be elected.

9. Votes cast electronically *in absentia* have the same effect as votes cast by proxy. Stockholders may cancel or change their votes until the end of the voting period.
10. The Office of the Corporate Secretary will tabulate all electronic and proxy votes, and an independent external firm engaged by the Company will validate the results.

B. Participation by Remote Communication

1. Stockholders who intend to participate by remote communication should notify the Company by email on or before **10 April 2026**. Together with the notification, stockholders should submit the validation requirements set out in Item 5, Section A of these Guidelines.
2. After successful validation, stockholders will receive an email from ConveneAGM with instructions to sign up for the meeting livestream. Validated stockholders who attend the meeting remotely will be included in the determination of quorum, together with stockholders who voted *in absentia* and by proxy. Access to the meeting livestream will be available on the stockholder's dashboard in the Voting System on the meeting date, as stated in the Company's notice of meeting.
3. Stockholders may submit questions or remarks before or during the meeting via email to corporatesecretary@acenrenewables.com.
4. A link to the recorded webcast of the meeting will be posted on the Company's website after the meeting. Stockholders will have two (2) weeks from posting to raise any issues, clarifications, or concerns regarding the meeting by email to corporatesecretary@acenrenewables.com.

For clarifications, stockholders may contact the Office of the Corporate Secretary by email at corporatesecretary@acenrenewables.com.

* * *

**PROXY AND VOTING INSTRUCTION
ACEN CORPORATION
2026 ANNUAL STOCKHOLDERS' MEETING**

A. IDENTIFICATION

This Proxy, when properly executed, will be voted in the manner herein directed by the stockholder in connection with the Annual Stockholders' Meeting of **ACEN CORPORATION** ("Corporation") to be held on 22 April 2026 at 9:00 o'clock in the morning.

B. INSTRUCTIONS

The undersigned stockholder of the Corporation hereby appoints the Chairman of the meeting of the stockholders, as attorney-in-fact and proxy, to represent and vote all shares registered in his/her/its name at the annual meeting of the stockholders of the Corporation on 22 April 2026 and at any of the adjournments thereof for the purpose of acting on the matters stated below.

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

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

1. Approval of minutes of the previous meeting

Resolution No. S-01-2026:

RESOLVED, to approve the minutes of the annual stockholders' meeting held on 23 April 2025.

☐ For ☐ Against ☐ Abstain

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

Resolution No. S-02-2026:

RESOLVED, to ratify each and every act and resolution, from 23 April 2025 to 21 April 2026 ("Period"), of the Board of Directors ("Board") and the Executive Committee and other Board committees exercising powers delegated by the Board, and each and every act of the officers of the Corporation, during the Period, 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.

☐ For ☐ Against ☐ Abstain

3. Election of Directors

	Number of Votes
Cezar P. Consing	
Gerardo C. Ablaza, Jr.	
John Eric T. Francia	
Jaime Alfonso Antonio E. Zobel de Ayala	
Jaime Z. Urquijo	
Nicole Goh Phaik Khim	
Dean L. Travers	
Jesse O. Ang (Independent Director)	
Ma. Lourdes Heras-de Leon (Independent Director)	
Christopher Paul Beshouri (Independent Director)	
David John Nicol (Independent Director)	

Resolution No. S-03-2026:

RESOLVED, to elect the following as directors of the Corporation to serve beginning 22 April 2026 until their successors are elected and qualified:

Cezar P. Consing
Gerardo C. Ablaza, Jr.
John Eric T. Francia
Jaime Alfonso Antonio E. Zobel de Ayala
Jaime Z. Urquijo
Nicole Goh Phaik Khim
Dean L. Travers
Jesse O. Ang (*independent director*)
Ma. Lourdes Heras-de Leon (*independent director*)
Christopher Paul Beshouri (*independent director*)
David John Nicol (*independent director*)

4. **Increase in Non-Executive Directors' Annual Retainer Fee**

Resolution No. S-04-2026:

RESOLVED, as endorsed by the Personnel and Compensation Committee, to approve the increase of the Non-Executive Directors' Annual Retainer Fee, as follows:

	Current Fee	Proposed Fee
Annual Retainer of the Chairman of the Board of Directors	₱2 million	₱3 million
Annual Retainer of the Chairman of the Audit Committee	₱1.5 million	₱2.5 million
Annual Retainer of Other Non-Executive Directors	₱1 million	₱1.5 million

☐ For ☐ Against ☐ Abstain

5. **Appointment of External Auditor and Fixing of its Remuneration**

Resolution No. S-05-2026:

RESOLVED, as endorsed by the Board of Directors, to approve the appointment of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year ending 31 December 2026 for an audit fee of ₱7,707,000.00, exclusive of value-added tax and out-of-pocket expenses.

☐ For ☐ Against ☐ Abstain

6. **Approval of the Audited Financial Statements and Noting of the Annual Report**

Resolution No. S-06-2026:

RESOLVED, to approve the Consolidated Audited Financial Statements of the Corporation and its subsidiaries, and Parent Company's Financial Statements as of 31 December 2025, as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co., and 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.

☐ For ☐ Against ☐ Abstain

7. **Other Matters**

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

Duly accomplished proxies should be submitted on or before 5:00 PM of **10 April 2026** to the Office of the Corporate Secretary at the 35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City, or by email to corporatesecretary@acenrenewables.com.

For corporate stockholders, please attach a Secretary's Certificate (or equivalent board/authorized resolution) confirming the authority of the signatory/ies to appoint the proxy and sign this form.

C. REVOCABILITY OF PROXY

The Proxy and Voting Instruction may be revoked by the stockholder executing the same at any time by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting. The Proxy and Voting Instruction is also considered revoked if the stockholder registers and votes on the Corporation's secured online voting system before or during the Annual Stockholders' Meeting of the Corporation on 22 April 2026. Shares represented by an unrevoked Proxy will be voted as the stockholder authorizes.

D. PERSON MAKING THE SOLICITATION

The Corporation is not soliciting proxies.

E. INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

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

NOTARIZATION OF THIS PROXY IS NOT REQUIRED.

SIGNATURE OF STOCKHOLDER / AUTHORIZED
SIGNATORY OVER PRINTED NAME

NUMBER OF SHARES

DATE

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

Information Statement
of
ACEN CORPORATION
(the "Company", "Corporation", or "ACEN")

Pursuant to Section 20 of the Securities Regulation Code
(the "Code" or "SRC")

1. Check the appropriate box:

☐ Preliminary Information Statement
☒ **Definitive Information Statement**

2. Name of registrant as specified in its charter:
ACEN CORPORATION
3. Province, country or other jurisdiction of incorporation or organization:
Makati City, Philippines
4. SEC Identification Number:
39274
5. BIR Tax Identification Code:
000-506-020-000
6. Address of principal office:
**35F, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner
Makati Avenue, Makati City 1226**
7. Registrant's telephone number:
(632) 7730 6300
8. Date, time and place of the meeting of stockholders:
- Date **22 April 2026**
 Time **9:00 A.M.**
 Place **To be conducted virtually through
 <https://conveneagm.com/ph/ACEN2026ASM>**
9. Approximate date on which the Information Statement is first to be sent or given to stockholders:
25 March 2026

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA:

a. Shares of stock as of 28 February 2026

Title of Each Class	Par value	No. of shares	Amount
Common Shares	Php1.00	39,951,435,064	₱39,951,435,064.00
Preferred Shares - Series A	Php1.00	8,341,500	₱8,341,500.00
Preferred Shares - Series B	Php1.00	16,658,500	₱16,658,500.00
Treasury Shares	Php1.00	14,500,000	₱14,500,000.00
Total Issued Shares		39,990,935,064	

b. Debt securities as of 28 February 2026 -

₱10.00 billion in bonds registered with the Philippine SEC and listed in PDEX.

11. Are any or all of registrant's securities listed in a stock exchange?

x Yes _____ No

As of 28 February 2026, a total of 39,951,435,064 common shares, 8,341,500 preferred A (ACENA) shares, 16,658,500 preferred B (ACENB) shares are listed in the Philippine Stock Exchange ("PSE"). A total of 14,500,000 common shares are held in treasury by the Company.

* * *

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of stockholders (hereafter, the “annual stockholders’ meeting” or “meeting”)

a.

Date : 22 April 2026
Time : 9:00 A.M.
Place : To be conducted in full virtual format:
: <https://conveneagm.com/ph/ACEN2026ASM>
Mailing Address of the principal office : 35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City

b.

Approximate date when the Information : 25 March 2026
Statement is first to be sent to stockholders

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

Item 2. Dissenter’s right of appraisal

Under Section 80, Title X of the Revised Corporation Code of the Philippines (“Revised Corporation Code”), a stockholder shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

- a. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- b. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
- c. In case of merger or consolidation; and
- d. In case of investment of corporate funds for any purpose other than the primary purpose of the Corporation.

Section 81 of the Revised Corporation Code provides:

Section 81. How Right is Exercised. - The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair market value of shares held within thirty (30) days from the date on which the vote was taken: Provided, That the failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder’s shares, or the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within sixty (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom, shall be named by the stockholder, another by the corporation, and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: Provided, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: Provided further, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the share to the corporation.

No matters or actions that may give rise to a possible exercise by stockholders of their appraisal rights will be taken up at the meeting.

Item 3. Interest of certain persons in or opposition to matters to be acted upon

None of the Directors or Executive Officers of the Company has any personal involvement or interest, either direct or indirect, in the matters to be acted upon.

No Director has informed the Company of his opposition to any matter to be acted upon.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting securities and principal holders thereof

a. Number of shares outstanding as of 28 February 2026:

Common Shares	39,951,435,064
Preferred Shares Series A (ACENA)	8,341,500
Preferred Shares Series B (ACENB)	16,658,500

Number of votes per share:

One (1) vote per share for common shares.

One (1) vote per share for Preferred Shares Series A and Preferred Shares Series B on matters where holders of non-voting shares are entitled to vote under Section 6 of the Revised Corporation Code.

- b. All stockholders of record as of 27 March 2026 (**Record Date**) are entitled to notice and to vote at the annual stockholders' meeting.

1. Manner of voting

Sections 6 to 8 of Article II of the Company's By-Laws provide:

6. QUORUM. - Except in cases where the applicable law requires a greater number, the owners of a majority of the shares issued and outstanding participating either in person, by proxy, through remote communication or *in absentia*, electronically or otherwise, shall, constitute a quorum for the transaction of business at any meeting of the stockholders, including for the election of directors.

7. VOTE - At every meeting of the stockholders of the Company, every stockholder entitled to vote shall be entitled to one vote for each share of stock standing in his name on the books of the Company; provided that the share has not been declared as delinquent. In the case of election of directors, every stockholder entitled to vote shall be entitled to accumulate his votes in accordance with the provision of law in such case made and provided.

Any stockholder entitled to vote may vote in person, through remote communication, in absentia, or be represented by proxy at any regular or special stockholders' meetings, subject to compliance with rules and regulations as may be issued by the Securities and Exchange Commission (**SEC**) from time to time.

8. PROXIES. - Proxies shall be in writing and signed by the stockholder and in accordance with the existing laws, rules and regulations of the Securities and Exchange Commission. Duly accomplished proxies must be submitted to the office of the Corporate Secretary not later than seven (7) business days prior to the date of the stockholders' meeting. Validation of proxies shall be conducted at least five (5) business days prior to the date of the stockholders' meeting.

On 10 November 2025, the Board of Directors (**Board**) of the Company, in the exercise of its authority under the by-laws, delegated authority to the Chairman to approve the manner of holding the 2026 annual stockholders' meeting, including logistics and other arrangements, as may be

relevant and necessary, to be determined at a later date and to be communicated to the stockholders through the Notice of Meeting and Definitive Information Statement.

On 6 February 2026, the Chairman approved the holding of the annual stockholders' meeting for the year 2026 in a fully virtual format, including all the necessary and related arrangements thereto, subject to applicable rules and regulations of the SEC.

Stockholders may vote on matters for resolution at the meeting by appointing the Chairman of the Meeting as their proxy or electronically *in absentia* using the online web address, <https://conveneagm.com/ph/ACEN2026ASM>, subject to validation procedures. A stockholder voting electronically *in absentia* as well as a stockholder who participates by remote communication shall be deemed present for purposes of quorum.

The stockholders have cumulative voting rights in the election of the Company's directors. Each stockholder may vote the number of shares of stock standing in his or her own name in the books of the Company as of the record date of the meeting. A stockholder may:

- a. vote such number of shares for as many persons as there are directors to be elected;
 - b. cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of the shares owned; or
 - c. distribute them on the same principle among as many candidates as may be seen fit.
- The total number of votes cast shall not exceed the number of shares owned by the stockholders as shown in the books of the Company multiplied by the whole number of directors to be elected.

The eleven (11) nominees for directors receiving the highest number of votes shall be declared elected.

For the other items on the Agenda, each stockholder shall be entitled to one (1) vote per common share. Such items will require the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting. Each proposed resolution will be displayed on the screen as it is taken up at the meeting.

The Office of the Corporate Secretary will tabulate all votes received, and an independent third party, Sycip Gorres Velayo & Co. (**SGV**), will validate the results. The Corporate Secretary will report the voting results during the meeting.

c. Foreign Ownership

As of 28 February 2026, the Company has 8,956,372,860 outstanding shares owned by foreigners or 24.40% of the total outstanding capital stock, as follows:

Security	Shares Owned by Filipinos	Shares Owned by Foreigners	Total
Common	30,995,290,804 (77.58%)	8,956,144,260 (22.42%)	39,951,435,064
Series A Preferred Shares	8,269,370 (99.14%)	72,130 (0.86%)	8,341,500
Series B Preferred Shares	16,502,030 (99.06%)	156,470 (0.94%)	16,658,500
Total	31,020,062,204 (77.60%)	8,956,372,860 (22.40%)	39,976,435,064

d. Security ownership of certain record and beneficial owners and management

- (i) Security ownership of certain record and beneficial owners (of more than 5%) as of 28 February 2026**

Class of voting shares	Name and address of record owner and relationship with Issuer	Name of beneficial owner and relationship with record owner	Citizenship	No. of shares held	Percent of outstanding voting shares
Common	AC Energy and Infrastructure Corporation ("ACEIC") 35 th Floor, Ayala Triangle Gardens Tower 2, Paseo De Roxas corner Makati City Stockholder and Parent Company	ACEIC is fully owned by Ayala Corporation. Its beneficial owners are the following, being members of the Board of Directors of ACEIC: Jaime Augusto Zobel de Ayala, Cezar P. Consing, John Eric T. Francia and Jaime Z. Urquijo. all with addresses at 35 th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City ACEIC has appointed Jaime Augusto Zobel de Ayala, or in his absence, Cezar P. Consing, as proxy to vote on ACEIC's behalf.	Filipino	23,297,588,489 (direct) 114,050,588 (indirect)	58.60%
Common	Arran Investment Pte Ltd Singapore	Investor of the Company. Arran's indirect shares are lodged under PCD Nominee Corp. Arran is a Singaporean company that is ultimately controlled by the Government of Singapore that provides investment services.	Singaporean	0 (Direct) 6,689,521,680 (Indirect)	16.74%
Common	PCD Nominee Corporation 29/F BDO Equitable Tower, 8751 Paseo de Roxas, Makati City Stockholder	PCD is a private institution which holds shares on behalf of various trading participants.	Filipino Various Accounts	7,097,002,049	17.76%

Common	PCD Nominee Corporation 29/F BDO Equitable Tower, 8751 Paseo de Roxas, Makati City Stockholder	PCD is a private institution which holds shares on behalf of various trading participants.	Non-Filipino Various Accounts	8,937,244,807 ¹	22.36%

(ii) Security ownership of directors and management as of 28 February 2026

None of the directors and officers individually owns five (5) per cent or more of the Company's outstanding capital stock. The table below shows the securities owned by the directors and officers of the Company as of 28 February 2026:

A. Directors:

Class of Outstanding Shares	Name of Beneficial Owner	Citizenship	Amount of Beneficial Ownership	Nature of Beneficial Ownership	% of Total Outstanding Shares
Common	Cezar P. Consing	Filipino	1 551,842	Direct Indirect	0%
Common	Gerardo C. Ablaza, Jr.	Filipino	0 3,878,513	Direct Indirect	0.01%
Common	John Eric T. Francia	Filipino	0 157,440,828	Direct Indirect	0.39%
Common	Jaime Alfonso Antonio E. Zobel de Ayala	Filipino	1 110,910	Direct Indirect	0%
Common	Jaime Z. Urquijo	Filipino	0 3,960 ²	Direct Indirect	0%
Common	Nicole Goh Phaik Khim	Malaysian	0 1	Direct Indirect	0%
Common	Dean L. Travers	Australian	0 1	Direct Indirect	0%
Common	Jesse O. Ang	Filipino	1 0	Direct Indirect	0%
Common	Maria Lourdes Heras-de Leon	Filipino	1 0	Direct Indirect	0%
Common	Christopher Paul Beshouri	American	1 0	Direct Indirect	0%
Common	David John Nicol	Australian	1,000 260,000	Direct Indirect	0%

B. Officers

Title of Class of Outstanding Shares	Name of Beneficial Owner	Position	Citizenship	Amount of Beneficial Ownership	Nature of Beneficial Ownership	% of Total Outstanding Shares

¹ Includes Arran's 6,689,521,680 common shares.

² Per SEC Form 23-B filed by Mr. Jaime Z. Urquijo dated 12 March 2026.

Common	John Eric T. Francia	President and CEO	Filipino	0 157,440,828	Direct Indirect	0.39%
Common	John Philip S. Orbeta	Group Chief Administrative Officer, Group Chief Human Resources Officer, and Group Chief Risk Officer	Filipino	1 46,681,230	Direct Indirect	0.12%
Common	Jonathan P. Back	Group Chief Finance Officer and Group Chief Strategy Officer	British	0 29,403,127	Direct Indirect	0.07%
Common	Patrice R. Clause	Group Chief Investment Officer	Luxembourgeoise	0 61,208,453	Direct Indirect	0.15%
Common	Jose Maria Eduardo P. Zabaleta	Group Chief Operating Officer & Group Chief Development Officer	Filipino	0 29,925,339	Direct Indirect	0.07%
Common	Ma. Cecilia T. Cruzabra	Group Treasurer	Filipino	141,474 3,207,887	Direct Indirect	0%
Common	Maria Franchette M. Acosta	Corporate Secretary	Filipino	0 0	Direct Indirect	0%
Common	Dodjie D. Lagazo	Group General Counsel, Group Compliance Officer, and Assistant Corporate Secretary	Filipino	0 22,519,752	Direct Indirect	0.06%
Common	Alan T. Ascalon	Data Privacy Officer	Filipino	560,173 2,729,219	Direct Indirect	0.01%
Common	Kyla Kamille U. Samson	Group Controller	Filipino	0 687,781	Direct Indirect	0%
Common	Mae Christine L. Go	Group Chief Audit Executive	Filipino	0 2,799	Direct Indirect	0%

C. CEO and Four Most Highly Compensated

Class of Outstanding Shares	Name of Beneficial Owner	Position	Citizenship	Amount of Beneficial Ownership	Nature of Beneficial Ownership	% of Total Outstanding Shares
Common	John Eric T. Francia	President and CEO	Filipino	0 157,440,828	Direct Indirect	0.39%
Common	John Philip S. Orbeta	Group Chief Administrative Officer, Group Chief Human	Filipino	1 46,681,230	Direct Indirect	0.12%

		Resources Officer, and Group Chief Risk Officer				
Common	Patrice R. Clausse	Group Chief Investment Officer	Luxembo- urgeoise	0 61,208,453	Direct Indirect	0.15%
Common	Jose Maria Eduardo P. Zabaleta	Group Chief Operating Officer & Group Chief Development Officer	Filipino	0 29,925,339	Direct Indirect	0.07%
Common	Jonathan P. Back	Group Chief Finance Officer and Group Chief Strategy Officer	British	0 29,403,127	Direct Indirect	0.07%

No director or member of the Company's management owns five percent (5%) or more of the Company's outstanding capital stock.

(iii) **Voting trust holders of 5% or more**

The Company knows of no person holding more than five percent (5%) of common shares under a voting trust or similar agreement.

(v) **Changes in control**

No change of control in the Company has occurred.

Item 5. Directors and executive officers

Article IV, Section 5, of the Company's By-laws provides:

Meetings - (a) The Board of Directors shall designate the days that it shall hold regular meetings, which shall be at least six (6) times a year, at such time and place as the Board of Directors may prescribe (b) The Board of Directors shall meet as soon as practicable after the annual meeting of stockholders for the purposes of organization, election of officers and the transaction of other business.

The Board held eight (8) board meetings for the year 2025. The attendance of the directors at the meetings of the Board held in 2025 is as follows:

Directors	No. of Meetings Attended/Held	Attendance Percentage
Cezar P. Consing	8/8	100%
Gerardo C. Ablaza, Jr.	8/8	100%
John Eric T. Francia	8/8	100%
Jaime Alfonso Antonio E. Zobel de Ayala	8/8	100%
Jaime Z. Urquijo	8/8	100%
Nicole Goh Phaik Khim	7/8	87%
Dean L. Travers	8/8	100%
Jesse O. Ang	8/8	100%
Maria Lourdes Heras - de Leon	8/8	100%
Christopher Paul Beshouri ³	7/7	100%
David John Nicol ⁴	7/7	100%

³ Mr. Beshouri was elected Director of the Company on 23 April 2025.

⁴ Mr. Nicol was elected Director of the Company on 23 April 2025.

All the directors were also present during the annual stockholders' meeting on 23 April 2025. The non-executive directors held a separate meeting on 10 November 2025.

The Board has established committees to assist in exercising its authority to monitor the performance of the Company's business. The committees, as outlined below, provide organized, focused means for the Board to achieve specific goals and address issues, including corporate governance matters.

The Company's Board committees and their members are as follows:

Executive Committee

- a. Cezar P. Consing – Chairperson
- b. Gerardo C. Ablaza, Jr. – Member
- c. John Eric T. Francia – Member
- d. Jaime Z. Urquijo – Member
- e. Jesse O. Ang – Member, Lead Independent Director

Audit Committee

- a. David John Nicol – Chairperson, Independent Director
- b. Jesse O. Ang – Member, Lead Independent Director
- c. Nicole Goh Phaik Khim – Member, Non-executive Director

Board Risk Management and Related Party Transactions Committee

- a. Christopher Paul Beshouri – Chairperson, Independent Director
- b. David John Nicol – Member, Independent Director
- c. Nicole Goh Phaik Khim – Member, Non-executive Director

Corporate Governance and Nomination Committee

- a. Maria Lourdes Heras-de Leon – Chairperson, Independent Director
- b. David John Nicol – Member, Independent Director
- c. Christopher Paul Beshouri – Member, Independent Director

Sustainability Committee

- a. Jaime Z. Urquijo – Chairperson
- b. Maria Lourdes Heras-de Leon – Member, Independent Director
- c. Christopher Paul Beshouri – Member, Independent Director

Personnel and Compensation Committee

- a. Jesse O. Ang – Chairperson, Lead Independent Director
- b. Maria Lourdes Heras-de Leon – Member, Independent Director
- c. Cezar P. Consing – Member

The attendance of the directors at the committee meetings held in 2025 is as follows:

Executive Committee	No. of Meetings Attended/Held	Attendance Percentage
Cezar P. Consing	6/6	100%
Gerardo C. Ablaza, Jr.	6/6	100%
John Eric T. Francia	6/6	100%
Jaime Z. Urquijo	6/6	100%
Jesse O. Ang	6/6	100%

Audit Committee	No. of Meetings Attended/Held	Attendance Percentage
David John Nicol	7/7 ⁵	100%
Jesse O. Ang	7/7 ⁶	100%
Nicole Goh Phaik Khim	8/8	100%
Melinda L. Ocampo	1/1 ⁷	100%
Garry K. Lester	1/1 ⁸	100%
Board Risk Management and Related Party Transactions Committee	No. of Meetings Attended/Held	Attendance Percentage
Christopher Paul Beshouri	2/2 ⁹	100%
David John Nicol	2/2 ¹⁰	100%
Nicole Goh Phaik Khim	5/5	100%
Melinda L. Ocampo	3/3 ¹¹	100%
Garry K. Lester	3/3 ¹²	100%
Corporate Governance and Nomination Committee	No. of Meetings Attended/Held	Attendance Percentage
Maria Lourdes Heras-de Leon	3/3	100%
David John Nicol	2/2 ¹³	100%
Christopher Paul Beshouri	2/2 ¹⁴	100%
Melinda L. Ocampo	1/1 ¹⁵	100%
Garry K. Lester	1/1 ¹⁶	100%
Sustainability Committee	No. of Meetings Attended/Held	Attendance Percentage
Jaime Z. Urquijo	3/3	100%
Maria Lourdes Heras-de Leon	3/3	100%
Christopher Paul Beshouri	1/1 ¹⁷	100%
Melinda L. Ocampo	1/1 ¹⁸	100%
Personnel and Compensation Committee	No. of Meetings Attended/Held	Attendance Percentage
Jesse O. Ang	1/1	100%
Maria Lourdes Heras-de Leon	1/1	100%
Cezar P. Consing	1/1	100%

The Board undergoes a formal annual assessment process, in which each director completes an evaluation questionnaire to provide insights into the effectiveness of the Board, its Committees, the Chairman, and the directors.

The assessment criteria or metrics include:

- a. Board Composition
- b. Board Roles, Functions and Processes
- c. Information Management
- d. Representation of Shareholders and Environment, Social and Governance Factors
- e. Managing Strategy and the Company's Performance

⁵ Mr. Nicol was appointed member of the Audit Committee on 23 April 2025.

⁶ Mr. Ang was appointed member of the Audit Committee on 23 April 2025.

⁷ Ms. Ocampo's term as member of the Audit Committee ended on 23 April 2025.

⁸ Mr. Lester's term as member of the Audit Committee ended on 23 April 2025.

⁹ Mr. Beshouri was appointed member of the BRMRPT Committee on 23 April 2025.

¹⁰ Mr. Nicol was appointed member of the BRMRPT Committee on 23 April 2025.

¹¹ Ms. Ocampo's term as member of BRMRPT Committee ended on 23 April 2025.

¹² Mr. Lester's term as member of BRMRPT Committee ended on 23 April 2025.

¹³ Mr. Nicol was appointed member of the CGN Committee on 23 April 2025.

¹⁴ Mr. Beshouri was appointed member of the CGN Committee on 23 April 2025.

¹⁵ Ms. Ocampo's term as member of CGN Committee ended on 23 April 2025.

¹⁶ Mr. Lester's term as member of CGN Committee ended on 23 April 2025.

¹⁷ Mr. Beshouri was appointed member of the Sustainability Committee on 23 April 2025.

¹⁸ Ms. Ocampo's term as member of Sustainability Committee ended on 23 April 2025.

- f. Senior Executives' Performance Management and Succession Planning
- g. Directors' Development and Management
- h. Risk Management and Internal Controls
- i. Overall Perception

The results are presented to the Board at the meeting immediately following the assessment process. The Board and director performance assessments are conducted by an independent third-party consultant every three (3) years, in accordance with corporate governance best practices for publicly listed companies under the ASEAN Corporate Governance Scorecard. ACEN last engaged an external board assessment for the 2023 performance, and, based on that cadence, the next cycle would have been for the 2026 performance.

However, to align with the external board assessment cycle of the other Ayala Group PLCs, ACEN will conduct the next external board assessment one (1) year earlier. This approach strengthens group-wide governance alignment, enhances overall cost efficiency, and positions the Company ahead of the recommended three-year cycle, supporting stronger governance outcomes and stakeholder confidence.

In 2024, Aon Singapore Pte. Ltd. conducted the Board evaluation for ACEN's 2023 performance through: (1) an evaluation questionnaire completed by each director; and (2) interviews with the President & CEO, the Lead Independent Director, and the Corporate Secretary.

For the 2025 assessment cycle, the Company engaged Teneo, a global CEO advisory firm, to conduct the external performance assessment of the Board, Board Committees, and individual directors.

a. Information required of directors and executive officers

i. Directors and executive officers

The following persons have been nominated to the Board for election at the annual stockholders' meeting and have accepted their respective nominations:

Nominees	Citizenship	Age	Date of First Election to the Board	Number of Listed Companies Where the Nominee Serves as a Director
Cezar P. Consing	Filipino	66	19 April 2021	5
Gerardo C. Ablaza, Jr.	Filipino	72	17 September 2019 ¹⁹	3
John Eric T. Francia	Filipino	54	9 May 2019	2
Jaime Alfonso Antonio E. Zobel de Ayala	Filipino	35	8 September 2022	3
Jaime Z. Urquijo	Filipino	37	24 April 2024	3
Nicole Goh Phaik Khim	Malaysian	42	18 March 2021	1
Dean L. Travers	Australian	57	25 April 2022	1
Jesse O. Ang	Filipino	66	24 April 2023	2
Maria Lourdes Heras - de Leon	Filipino	71	24 April 2023	1
Christopher Paul Beshouri	American	63	23 April 2025	1
David John Nicol	Australian	66	23 April 2025	1

Except for Ms. Nicole Goh Phaik Khim and Mr. Dean L. Travers, who were nominated by Arran Investment Pte Ltd., Messrs. Cezar P. Consing, Gerardo C. Ablaza, Jr., John Eric T. Francia, Jaime Alfonso Antonio E. Zobel de Ayala, and Jaime Z. Urquijo were formally nominated as regular directors to the Corporate Governance and Nomination Committee of the Board by ACEIC.

Ms. Maria Lourdes Heras-de Leon, Mr. Jesse O. Ang, Mr. Christopher Paul Beshouri, and Mr. David John Nicol are all being nominated as independent directors in accordance with Securities Regulation Code (**SRC**) Rule 38 (*Requirements on Nomination and Election of Independent Directors*).

On 4 February 2026, the Corporate Governance and Nomination Committee evaluated the qualifications of all nominees in accordance with the Company's By-Laws. However, stockholders may submit nominees for directors until 16 March 2026, in accordance with the Company's By-Laws. Only nominees whose names appear on the final list of candidates are eligible for election as directors. No nominations will be accepted on the floor during the annual stockholders' meeting.

The Board of Directors of the Company is responsible for the overall management and direction of the Company. The Board meets quarterly, or as often as required, to review and monitor the Company's financial position and operations and to decide on such other matters as may be required by law to be decided by the Board. The Company's directors are elected at the annual stockholders' meeting to hold office for one year until their respective successors have been elected and qualified. Mr. Cezar P. Consing, Chairman of the Board of the Company, owns 0.00% of the Company's outstanding capital stock. No director holds more than two percent (2%) of the Company's outstanding capital stock.

A summary of the qualifications of the incumbent directors, who are also nominees for directors for election at the stockholders' meeting, and of the incumbent officers is set forth in **Annex "A"**. The certifications on the qualifications of the nominees for independent directors are attached herewith as **Annex "A-1"**, **"A-2"**, **"A-3"** and **"A-4"**.

¹⁹ Mr. Ablaza was director of ACEN from 17 September 2019 up to 18 March 2021, and was elected again on 24 April 2024.

The officers of the Company are elected annually by the Board during its organizational meeting, usually held immediately after its annual meeting.

ii. Significant employees

The Company considers all its employees to be significant partners and contributors to the business.

iii. Family relationships

Mr. Jaime Alfonso Antonio E. Zobel de Ayala and Mr. Jaime Z. Urquijo are cousins. Aside from the aforementioned, there are no known family relationships between the current members of the Board and the key officers.

iv. Involvement in certain legal proceedings

Except as disclosed herein, in the Information Statements of the Company's subsidiaries or affiliates that are themselves public companies, or in the Company's other public disclosures, there have been no material legal proceedings, bankruptcy petitions, convictions by final judgment, orders, judgments, or decrees, or any violations of securities or commodities laws within the past five (5) years to which the Company, any of its subsidiaries or affiliates, or any of its directors or executive officers is a party, or to which any of its material properties is subject, before any court or administrative agency.

v. Trainings and Continuing Education Programs for the Directors and Key Officers

The Company recognizes the value of providing relevant training to its directors and key officers. Accordingly, it allocates an annual budget to support their participation in continuing professional development programs and related courses, conferences, and seminars.

In 2025, the Company's directors and key officers attended an in-person seminar on Corporate Governance for at least four (4) hours. The details are as follows:

Title: Ayala Integrated Corporate Governance Risk Management and Sustainability Summit 2025

Topic: Purposeful Governance: The Pathway towards Progress and Prosperity for All

Date: 4 November 2025

Venue: SPACE, One Ayala, Ayala Avenue, Makati City

Time: 8:00 a.m. to 12:00 p.m.

Attendees:

- a. Cezar P. Consing
- b. Jaime Alfonso Antonio E. Zobel de Ayala
- c. Jaime Z. Urquijo
- d. Maria Franchette M. Acosta
- e. Dodjie D. Lagazo
- f. John Philip S. Orbeta
- g. Jonathan P. Back
- h. Ma. Cecilia T. Cruzabra
- i. Kyla Kamille U. Samson
- j. Mae Christine L. Go
- k. Alan T. Ascalon

The aforementioned seminar was administered by or in partnership with the Institute of Corporate Directors, an SEC-accredited training provider.

b. Certain relationships and related transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered related if they are subject to common control or common significant influence, including affiliates. Related parties may be individuals or corporate entities.

The Company and all its subsidiaries and affiliates have Material Related Party Transactions Policies that set out approval requirements and limits on the amounts and extent of related party transactions, in compliance with the requirements under the Revised SRC Rule 68 and SEC Memorandum Circular 10, series of 2019.

ACEN, as the Parent Company, requires that material related party transactions (**RPTs**) be reviewed by the Board Risk Management and Related Party Transactions Committee and endorsed to the Board for approval. Material RPTs are transactions that meet the Committee-approved threshold of Php50.0 million or five percent (5%) of total assets, whichever is lower.

In the ordinary course of business, the Company and all its subsidiaries and affiliates have entered into transactions with associates, joint ventures, and other related parties, principally consisting of deposits/placements, advances, loans, expense reimbursements, purchases and sales of real estate properties, various guarantees, construction contracts, and development, management, underwriting, marketing, and administrative service agreements. Sales and purchases of goods and services, as well as other income and expenses with related parties, are made at normal commercial prices and terms.

To date, the Company has received no complaints regarding related-party transactions. None of the Company's directors has engaged in self-dealing or related-party transactions with or involving the Company in 2025.

For further information on the Company's related party transactions, please refer to Note 22 of the Company's 2025 Audited Consolidated Financial Statements included in this Report. Except as disclosed therein, and as otherwise appropriately disclosed by the Company, no other transaction was undertaken involving any director or executive officer, any nominee for election as director, any beneficial owner of more than five percent (5%) of the Company's outstanding shares (directly or indirectly), or any member of such person's immediate family.

The Company's employees are required to promptly disclose any business or family-related transactions with the Company to ensure that potential conflicts of interest are reviewed and disclosed as appropriate.

c. Ownership structure and parent company

ACEN's parent company is AC Energy and Infrastructure Corporation (ACEIC). As of 28 February 2026, ACEIC owns 58.60% of the outstanding voting shares of the Company.

d. Resignation of directors

No director has resigned from or has declined to stand for re-election to the Board since the date of the annual meeting of stockholders in 2025 due to any disagreement with the Company relative to its operations, policies, and practices.

Item 6. Compensation of directors and executives

a. Executive compensation

Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation
1. John Eric T. Francia (CEO)				
2. John Philip S. Orbeta (Group Chief Human Resources Officer, Group Chief Risk Officer, Group Chief Administrative Officer)				
3. Jose Maria Eduardo P. Zabaleta (Group Chief Development Officer and Group Chief Operating Officer)				
4. Patrice R. Clausse (Group Chief Investment Officer)				
5. Jonathan Back Group Chief Finance Officer				
	Actual 2024	₱114,500,000	₱61,400,000	₱7,790,828
CEO and Most Highly Compensated Executive Officers	Actual 2025	₱120,500,000	₱52,350,000	₱7,681,938
	Projected 2026	₱125,840,000	₱73,406,667	₱7,684,169
	Actual 2024	₱30,459,000	₱11,800,000	₱4,105,192
All other officers as a group unnamed ²⁰	Actual 2025	₱28,048,950	₱12,099,770	₱3,466,429
	Projected 2026	₱53,795,450	₱25,622,054	₱3,586,270

The total annual compensation consists of basic pay and other taxable income (guaranteed bonus and performance-based bonus).

The Company has no other arrangement with regard to the remuneration of its existing officers aside from the compensation received as herein stated.

b. Compensation of Directors

Article IV, Section 4, of the Company's By-laws provides:

Section 14 - Directors shall be entitled to receive from the Corporation, pursuant to a resolution of the Board of Directors, fees and other compensation for their services. In no case shall the total yearly compensation of Directors exceed one percent (1%) of the net income before income tax of the Corporation during the preceding year.

The Personnel and Compensation Committee of the Board of Directors shall have the responsibility of recommending to the Board of Directors the fees and other compensation for directors. In discharging this duty, the committee shall be guided by the objective of ensuring that the level of compensation should fairly pay Directors for work required in a company of the Corporation's size and scope. No Director shall be involved in deciding his own remuneration during his incumbent term.

²⁰ All Other Officers includes the CEO & Most Highly Compensated Officers

i. **Standard arrangement**

On 8 March 2022, the Board, upon the recommendation of its Personnel and Compensation Committee, in order to make the level of remuneration more commensurate with their responsibilities, approved a resolution fixing the current remuneration of non-executive directors, as follows:

Fee Structure	Annual Retainer Fee	For Board	For Committees
Non-Executive and Independent Directors	₱1,000,000.00	₱200,000.00 per	₱100,000.00 per
Chairman of the Board	₱2,000,000.00	meeting attended	meeting attended
Chairman of the Audit Committee	₱1,500,000.00		

Directors who hold executive or management positions do not receive directors' fees. The compensation of executive directors is included in the compensation table in Item 6 (a) above.

As endorsed by the Personnel and Compensation Committee, the stockholders will be requested to approve the increase of the Non-Executive Directors' Annual Retainer Fees, as follows:

	Current Annual Retainer Fee	Proposed Annual Retainer Fee
Chairman of the Board	₱2,000,000.00	₱3,000,000.00
Chairman of the Audit Committee	₱1,500,000.00	₱2,500,000.00
Other Non-Executive Directors	₱1,000,000.00	₱1,500,000.00

The increase shall take effect upon approval of the stockholders representing at least a majority of the outstanding capital stock present in the meeting.

ii. **Other arrangements**

Aside from the compensation received as herein stated, the Company has no other arrangement with regard to the remuneration of its existing non-executive and independent directors for services provided as a director.

The Company's Personnel and Compensation Committee is chaired by Mr. Jesse O. Ang, Lead Independent Director, with Mr. Cezar P. Consing and Ms. Ma. Lourdes Heras-de Leon as members. The majority of the committee's members are independent directors.

In accordance with Sections 29 and 49 of the Revised Corporation Code, which require an annual report on the total compensation of each director, the table below shows the gross compensation received by the non-executive and independent directors in 2025. Executive Directors do not receive compensation as directors.

Directors	Retainer Fee	Board Meetings ²¹	Committee Meetings	Total
Cezar P. Consing	₱2,000,000.00	₱1,600,000.00	₱1,200,000.00	₱4,800,000.00
Gerardo C. Ablaza, Jr.	₱1,000,000.00	₱1,600,000.00	₱800,000.00	₱3,400,000.00
Jaime Alfonso Antonio E. Zobel de Ayala	₱1,000,000.00	₱1,600,000.00	-	₱2,600,000.00
Jaime Z. Urquijo	₱1,000,000.00	₱1,600,000.00	₱1,000,000.00	₱3,600,000.00
Nicole Goh Phaik Khim	₱1,000,000.00	₱1,600,000.00	₱1,400,000.00	₱4,000,000.00
Dean L. Travers	₱1,000,000.00	₱1,600,000.00	-	₱2,600,000.00
Jesse O. Ang	₱1,000,000.00	₱1,600,000.00	₱2,000,000.00	₱4,600,000.00
Maria Lourdes Heras - de Leon	₱1,000,000.00	₱1,600,000.00	₱1,000,000.00	₱3,600,000.00
Christopher Paul Beshouri	₱1,000,000.00	₱1,400,000.00	₱700,000.00	₱3,100,000.00
David John Nicol	₱1,500,000.00	₱1,400,000.00	₱1,300,000.00	₱4,200,000.00

The amount equivalent to the retainer's fee and per diem for Messrs. Consing, Zobel de Ayala, and Urquijo was paid to Ayala Corporation. Ayala Corporation is the 100% owner of ACEIC, which is the direct parent of the Company.

c. Employment contracts and termination of employment and change-in-control arrangements

The above-named executive officers are covered by letters of appointment that specify their respective job functions, among other terms.

d. Warrants and options outstanding

At the Annual Stockholders' Meeting held on 19 April 2021, stockholders approved the allocation of 960 million common shares to the Employee Stock Ownership Plan (**Plan**) out of the unsubscribed portion of the Company's capital stock, to be available to qualified employees upon achievement of the Company's goals and the determination of any variable compensation of the grantee. The foregoing Plan replaces the Company's Stock Grants and Stock Options Plan, which does not have any remaining life.

Under the Plan, qualified employees are awarded the option to subscribe to a specified number of ACEN shares based on a discounted market price determined by the Personnel and Compensation Committee and are subject to the Plan's vesting period. The subscription price equals the market price of the shares, with a discount determined by the Personnel and Compensation Committee at the time the option is granted. Grants under the Plan are exercisable in three (3) annual tranches. Any availment is payable within a maximum period of ten (10) years.

On 4 March 2022, the SEC confirmed that the Plan is an exempt transaction under Section 10.2 of the Securities Regulation Code.

Presented below are the ACEN shares granted to its officers and employees under the Plan as of 31 December 2025:

- Year 2021 – 8,188,097 common shares at the subscription price of ₱6.96 per share
- Year 2022 – 32,622,666 common shares at the subscription price of ₱6.50 per share
- Year 2025 – 274,040,291 common shares at the subscription price of ₱2.60 per share for the 56,679,615 common shares and ₱1.86 per share for the remaining 217,360,676 common shares

Total – 314,851,054 common shares

²¹ Includes directors' fees for the 12 December 2025 meeting, which were paid in January 2026.

Total expense arising from the equity-settled share-based payment transaction (included under General and administrative expenses) amounted to Php0.01 million in 2025 (nil in 2024 and 2023).

There are no proposed adjustments or amendments to the Plan.

Item 7. Independent public accountants

The Company's external auditor is the accounting firm SGV. The Board, upon the recommendation of the Company's Audit Committee (with Mr. David John Nicol as Chairperson and Ms. Nicole Goh Phaik Khim and Mr. Jesse O. Ang as members), approved the election of SGV as the Company's external auditor for 2026, based on its performance and qualifications, and fixed its remuneration at ₱7,707,000.00, exclusive of value-added tax and out-of-pocket expenses.

The election of SGV and the fixing of its remuneration will be presented to the stockholders for approval at the Annual Stockholders' Meeting.

Representatives of SGV are expected to attend the Annual Stockholders' Meeting. They will have the opportunity to make a statement, if they wish, and are expected to be available to answer questions regarding the completed fiscal year review.

Pursuant to the General Requirements of Revised SRC Rule 68, Par. 3 (Qualifications and Reports of Independent Auditors), the Company engaged SGV as external auditor, with Veronica R. Pore as the Partner-in-Charge for the year 2025.

c. Changes in and disagreements with accountants on accounting and financial disclosure

The Company has engaged SGV's services during the two most recent fiscal years. There were no disagreements with SGV on any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedure.

d. Audit and Non-Audit Fees

Fees approved in connection with the audit services rendered by SGV for the Company pursuant to the regulatory and statutory requirements for the year ended 31 December 2025 and 2024 amounted to ₱2,902,500.00 and ₱2,700,000.00, respectively, exclusive of value-added tax and out-of-pocket expenses.

In addition to performing the audit of the Company and its subsidiaries' financial statements in 2025, SGV was also engaged to provide other services in accordance with the established procurement policies. The aggregate fees, exclusive of VAT and out-of-pocket expenses, billed by SGV & Co. are shown below, with comparative figures for 2024. The format below follows the requirements of the SEC's Memorandum Circular No. 18, Series of 2024 (**SEC MC 18-2024**).

	2025	2024
Total Audit Fees	₱13.34 million	₱11.85 million
Non-audit services fees:		
Other assurance services	₱7.37 million	₱5.50 million
Tax services	₱0.31 million	₱1.75 million
All other services	₱0.74 million	₱1.07 million
Total Non-audit Fees	₱8.42 million	₱8.32 million
Total Audit and Non-Audit Fees²²	₱21.76 million	₱20.17 million

The increase in audit fees was attributable to the inclusion of the regular quarterly review fees, which were previously reported under "Non-Audit Services – Other Assurance." Beginning in 2026, the quarterly review fees were reclassified and included under audit fees pursuant to SEC MC No. 18, s. 2024. The election of SGV & Co., and the fixing of its remuneration will be presented to the stockholders for their approval at the Annual Stockholders' Meeting.

Audit fees include the Company's and its subsidiaries' agreed fees for the audit of their respective annual financial statements, on which SGV expressed an opinion for the years ended 2025 and 2024. These do not include fees for special-purpose audit or review of financial statements. Non-audit services fees include assurance services that are directly related to the review of quarterly financial statements and integrated reports, review of prospectus, and issuance of comfort letters, transfer pricing documentation and study, tax compliance advisory and other tax activities. These also include services relating to annual stockholders' meeting validation.

The Audit Committee reviewed the nature of non-audit services provided by SGV and the corresponding fees, and concluded that these are not in conflict with the external auditors' audit functions.

The Audit Committee has a policy to review and approve the audit and non-audit services provided by the Company's external auditor. This policy prohibits the Company from engaging the external auditor to perform certain non-audit services for its audit clients that SEC regulations expressly prohibit. This is intended to ensure that the external auditor maintains the highest level of independence from the Company, both in fact and in appearance.

With respect to the required disclosure of external audit fees, Section 2.1c of SEC MC No. 18-2024 is not applicable to the Company. This section pertains to investment entities that are not consolidated in the Company's financial statements because they are measured at fair value through profit or loss in accordance with Philippine Financial Reporting Standards (**PFRS**) 9. The

²² Amounts are exclusive of value-added tax (VAT) and out-of-pocket (OPE) expenses

Company does not have any investment entities, and all controlled entities (direct or indirect) are consolidated at the Company level.

Further, on the disclosure required by SEC MC No. 18-2024 on fee dependency, SGV has confirmed that there is no fee dependency. The total fees received from the Company and its subsidiaries do not exceed 15% of the total fees received by SGV in 2024 and 2025.

Item 8. Compensation Plans

No matter or action relating to any compensation plan pursuant to which cash or non-cash compensation may be paid or distributed will be taken up during the meeting.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or issuance of securities other than for exchange

No matters or actions concerning authorization or issuance of securities will be taken up during the meeting.

Item 10. Modification or Exchange of Securities

The Company will not present any matter or act involving the modification of any class of the Company's securities or the issuance or authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class at the meeting.

Item 11. Financial and other information

The Management's Discussion and Analysis (**MD&A**) or Plan of Operations, including the market price of shares, dividends, and other data related to the Company's financial information, and ACEN's audited financial statements as of 31 December 2025 are attached hereto as **Annexes "B" and "C"**, respectively. The schedules required under Part IV(C) of Revised SRC Rule 68 will be included in the Annual Report (**Form 17-A**).

Item 12. Mergers, consolidations, acquisitions and similar matters

There is no proposed merger, consolidation, sale, or liquidation of the Company that will be presented at the meeting.

Item 13. Acquisition or disposition of property

There are no matters or actions to be taken up in the meeting with respect to the acquisition or disposition of any property by the Company requiring stockholders' approval under the Revised Corporation Code.

Item 14. Restatement of accounts

As used herein and in other sections of this Information Statement, unless the context otherwise requires, "Group" refers to ACEN (as the Parent Company) and its subsidiaries where the Parent Company has control as defined in the Philippine Financial Reporting Standards (PFRSs) Accounting Standards. PFRS Accounting Standards comprise the following authoritative literature:

- PFRS Accounting Standards,
- Philippine Accounting Standards (PAS), and
- Interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), Philippine Interpretations Committee (PIC), and Standing Interpretations Committee (SIC) as approved by the Financial and Sustainability Reporting Standards Council (FRSC) and the Board of Accountancy, and adopted by the Securities and Exchange Commission (SEC).

The Group has no restatement of accounts for the year 2025.

Please refer to Note 2 of the 2025 Audited Consolidated Financial Statements for the Summary of Material Accounting Policy information and new Accounting Standards, Interpretations, and Amendments, and to Note 3 for the Summary of Significant Accounting Policies, Estimates, and Assumptions.

D. OTHER MATTERS

Item 15. Action with respect to reports

Approval of the minutes of the 2025 annual stockholders' meeting held on 23 April 2025, covering the following matters presented for resolution of the stockholders, which were all duly approved by at least a majority of the stockholders present and represented in the meeting, unless otherwise stated:

- a. Minutes of the 2024 annual stockholders' meeting;
- b. Ratification of the acts and resolutions of the Board of Directors and Management during the preceding year;
- c. Amendment of the Second Article of the Articles of Incorporation to Expand the Scope of the Company's Investment Business;
- d. Amendment of the Seventh Article of the Articles of Incorporation to increase the authorized capital stock from ₱48 billion to ₱58.4 billion and create additional common shares;
- e. Election of incumbent Directors, including the independent directors;
- f. Appointment of the SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2025 and fixing of its remuneration;
- g. Audited Financial Statements for the calendar year 31 December 2024, including noting of the Annual Report.

The minutes of the 2025 Annual Stockholders Meeting had been uploaded to the Company's website within five (5) days from the date of the meeting and may be viewed through the following link: https://www.acenrenewables.com/storage/2025/04/ACEN-Minutes-of-2025-Annual-Stockholders-Meeting-for-approval-at-2026-ASM_Redacted.pdf

In addition, the minutes contain the following information:

- a. A description of the voting and vote tabulation procedures used in the previous meeting;
- b. A description of the opportunity given to stockholders or members to ask questions and a record of the
- c. questions asked and answers given;
- d. The matters discussed and resolutions reached;
- e. A record of the voting results for each agenda item; and
- f. A list of the directors, officers and the percentage of outstanding and voting shares of stockholders who
- g. attended and participated in the meeting.
- h. Information on the stockholders who participated in the meeting and their voting rights.
- i. A description of the Company's performance including business strategy and other affairs as presented in the Annual Report of Officers.
- j. All other matters taken up related to good governance and the protection of minority stockholders.

Approval of the audited financial statements, including noting of annual report of management for the year ending 31 December 2025. The report will cover the performance of the Company in 2025 and the outlook for 2026, as set forth in **Annex "B"**, Management Discussion and Analysis and Plan of Operations.

Item 16. Matters Not Required to be Submitted

There are no other matters or actions to be taken up in the meeting that will not require the vote of the stockholders as of the record date.

Item 17. Amendment of Charter, By-laws or Other Documents

There are no other matters or actions to be taken up in the meeting that are related to the amendment of the charter, bylaws, or other corporate documents.

Item 18. Other proposed actions

- a. Election of the members of the Board of Directors, including the independent directors, for the ensuing year.
- b. Ratification of all acts of the Board of Directors and officers beginning 23 April 2025 until 21 April 2026.

The matters acted upon or approved by the Board of Directors, its Committees, and Management include:

1. Appointment of the Chairman and Vice-Chairman of the Board and members of the Board Committees and Key Officers
2. Election of Lead Independent Director
3. Updating of Attorneys-in-Fact for Operational, Regulatory, Commercial and Banking Transactions
4. Appointment of an external auditor and fixing of its remuneration
5. Health and Safety Management System Framework for the ACEN Group.
6. Declaration of cash dividends
7. 2025 Key Results Areas Performance
8. Issuance of letters of support in favor of various ACEN subsidiaries
9. Postponement of the proposed Stock Rights Offering
10. 2026 Key Results Performance
11. Schedule of 2026 dividend declaration and payment dates for the Company's preferred shares
12. The Company's 2026 Business Plan and Budget
13. Approval of the Amended ESG Policy
14. Schedule, mode of conduct, and agenda of the 2026 stockholders meeting.
15. Approval of the amended ESG Policy
16. Capital allocation and disbursement of funds to subsidiaries for investments and capital expenditures for various projects
17. Implementation of strategic business initiatives through the execution of relevant agreements.

- c. Increase in Non-Executive Directors' Annual Retainer Fee

Given ACEN's growing business across multiple jurisdictions, Non-Executive Directors now have broader responsibilities including closer oversight of strategy and execution, controls and audit, and enterprise risk management over the Philippines and other key markets such as Australia, Vietnam, Indonesia, and India. This necessitates a commensurate adjustment to their annual retainer fee in recognition of the broader and more complex business of the ACEN Group.

The Personnel and Compensation Committee of the Corporation has endorsed to the Board and to the stockholders the increase of the Non-Executive Directors' Annual Retainer Fees, as follows:

	Current Fee	Proposed Fee
Annual Retainer of the Chairman of the Board	₱2,000,000.00	₱3,000,000.00
Annual Retainer of the Chairman of the Audit Committee	₱1,500,000.00	₱2,500,000.00
Annual Retainer of Other Non-Executive Directors	₱1,000,000.00	₱1,500,000.00

Item 19. Voting procedures

a. Vote required

The affirmative vote of at least a majority of the issued and outstanding capital stock entitled to vote and represented at the Annual Stockholders' Meeting is required to approve the matters presented to the stockholders for resolution. The election of directors is by plurality of votes.

b. Method of Voting

Each voting share entitles the stockholder of record as of the Record Date to one (1) vote on all items submitted for approval. As discussed in Item 20 below, stockholders may cast their votes only by (i) appointing the Chairman of the meeting as proxy, or (ii) voting electronically in absentia.

For the election of directors, each stockholder may vote: (a) one (1) vote per share for as many nominees as there are directors to be elected; (b) cumulatively, by allocating to any one nominee a number of votes equal to the number of directors to be elected multiplied by the number of shares owned; or (c) by distributing such cumulative votes among any number of nominees, provided that the total votes cast shall not exceed the number of shares owned multiplied by the total number of directors to be elected.

Proxies must be in writing, signed by the stockholder, and submitted using the proxy form provided in this Information Statement. Duly accomplished proxies must be received by the Corporate Secretary at the 35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City, Philippines 1226 or via email at corporatesecretary@acenrenewables.com on or before 10 April 2026.

A stockholder may vote electronically in absentia through <https://conveneagm.com/ph/ACEN2026ASM>, subject to the prescribed validation procedures. A stockholder voting electronically in absentia shall be deemed present for quorum purposes.

All votes will be counted and tabulated by the Company's Committee of Inspectors of Proxies and Ballots, and the results will be validated by an independent third party.

Item 20. Participation of Shareholders by Remote Communication

Pursuant to the Company's By-Laws, the Chairman, acting on the authority delegated by the Board of Directors during its meeting on 10 November 2025, approved the holding of the meeting in a fully virtual format. Stockholders may only attend the meeting by remote communication, as set forth below, and by voting in absentia, as provided in Item 4(b) and Item 19 above, or voting through the Chairman of the meeting as their proxy.

The live webcast of the meeting shall be accessible via the following online address: <https://conveneagm.com/ph/ACEN2026ASM> to shareholders who have registered in the ACEN Voting System (**Voting System**). A meeting livestreaming access button will be available on the Stockholder's dashboard in the Voting System on the date set for the meeting, as indicated in the Company's Notice of Meeting. To enable the Company to identify the shareholders participating by remote communication and to record their presence for purposes of quorum, the shareholders shall inform the Company by email to corporatesecretary@acenrenewables.com on or before 10 April 2026 of their participation in the meeting by remote communication.

Stockholders may email questions or comments to the following address prior to or during the meeting: corporatesecretary@acenrenewables.com.

Item 21. Acceptance of Stockholder Proposals on Agenda Item

Stockholders of record as of 27 March 2026 owning at least 5% of the total outstanding capital stock of the Company may submit proposals on items for inclusion in the agenda on or before 1 April 2026.²³

In line with the Company's commitment to promote responsible business, it intends to distribute copies of the Definitive Information Statement (**DIS**) through a Quick Response Code (**QR Code**) and soft copy distribution *via* email or link to the Company's website. The detailed instructions for accessing information electronically and for its use are provided in the Requirements and Procedures for the Electronic Voting in Absentia and Participation by Remote Communication attached to the Information Statement.

Upon the written request of the stockholders, the Company undertakes to furnish said stockholder with a hard copy of the Information Statement (SEC 20-IS), Annual Report (SEC Form 17-A), and other related materials, free of charge.

Any written request for a copy of any of these materials shall be addressed to the following:

**ACEN CORPORATION
35th Floor Ayala Triangle Gardens Tower 2
Paseo de Roxas corner Makati Avenue
Makati City**

**Attention: Mr. Dodjie D. Lagazo
Assistant Corporate Secretary**

Or by email at: corporatesecretary@acenrenewables.com.

²³ The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Company's internal guidelines.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete, and correct.

This report is signed in the City of Makati on 23 March 2026.

ACEN CORPORATION

by:



MARIA FRANCHETTE M. ACOSTA
Corporate Secretary

DIRECTORS AND KEY OFFICERS ACEN CORPORATION

The following summarizes the directors' and executive officers' positions in the Company as of December 31, 2025, and during the past five (5) years:

Board of Directors

Name	Citizenship	Age	Type of Director
Cezar P. Consing	Filipino	66	Chairman, Non-Executive Director
Gerardo C. Ablaza, Jr.	Filipino	72	Vice-Chairman, Non-Executive Director
John Eric T. Francia	Filipino	54	President and CEO, Executive Director
Jaime Alfonso Antonio E. Zobel de Ayala	Filipino	35	Non-Executive Director
Jaime Z. Urquijo	Filipino	37	Non-Executive Director
Nicole Goh Phaik Khim	Malaysian	42	Non-Executive Director
Dean L. Travers	Australian	57	Non-Executive Director
Jesse O. Ang	Filipino	66	Lead Independent Director
Maria Lourdes Heras-de Leon	Filipino	71	Independent Director
Christopher Paul Beshouri	American	63	Independent Director
David John Nicol	Australian	66	Independent Director

Cezar P. Consing

Committee memberships:

- *Chairman, Executive Committee*
- *Member, Personnel and Compensation Committee*

Mr. Consing has been a director of the Company since 19 April 2021 and Chairman of the Board since 28 September 2022. He holds the following positions in other publicly listed companies:

- President & CEO of Ayala Corporation
- Vice Chairman of the Bank of the Philippine Islands
- Vice Chairman of Ayala Land, Inc.
- Vice Chairman of Globe Telecom, Inc.

He is Chairman or Vice Chairman of many of the Ayala Group's unlisted companies. Mr. Consing is Chairman of the Philippine Dealing and Exchange Corporation. He is a non-executive director of the Private Infrastructure Development Group, an infrastructure development and finance organization owned by the governments of Australia, Germany, the Netherlands, Norway, Sweden, Switzerland, and the United Kingdom. He is a member of the Trilateral Commission. He is a member of the boards of trustees of the Philippine-American Educational (Fulbright) Foundation, the Philippines – Japan Economic Cooperation Committee, De La Salle University, and the Manila Golf Club Foundation.

Mr. Consing was President & CEO of Bank of the Philippine Islands from 2013-2021. He was a Partner & Co-Head for Asia of the Rohatyn Group, a global alternative asset manager with a focus on the emerging markets, from 2004-2013. He was an investment banker with J.P. Morgan & Co. from 1985-2004. For seven (7) years, Mr. Consing was the Head or Co-Head of Investment Banking for Asia Pacific and President of J.P. Morgan Securities Asia. He worked for Bank of the Philippine Islands from 1981-1985.

Mr. Consing has previously served as Chairman of Philippine Dealing System Holdings, Chairman of the College of St. Benilde, Chairman and President of the Bankers Association of the Philippines, President of Bancnet, and Chairman of the National Reinsurance Corporation, and independent director of Jollibee Foods Corporation, CIMB Group Holdings Berhad and First Gen Corporation. Mr. Consing has previously served as a board director of the Asian Youth Orchestra, the US-Philippines Society, Endeavor Philippines, and International Care Ministries.

Mr. Consing received an A.B. Economics degree, *magna cum laude*, from De La Salle University, Manila, in 1979. He obtained an M.A. in Applied Economics from the University of Michigan in 1980.

Gerardo C. Ablaza, Jr.

Committee membership:

- *Vice-Chairman, Executive Committee*

Mr. Ablaza was a director of the Company from 17 September 2019 to 18 March 2021 and was re-elected on 24 April 2024. He holds the following positions in other publicly listed companies:

- Chairman of ENEX Energy Corp.
- Director of iPeople, Inc.

He is also a director in other Philippine corporations operating in the fields of retail banking, education, energy, and cement manufacturing. He is also a member of the Board of Trustees in a number of non-profit foundations engaged in social initiatives, namely, Ayala Foundation and BPI Foundation. He previously served as director of the Company from 1 July 2019 until 18 March 2021.

Mr. Ablaza retired from full-time executive work in 2017 after serving in various corporate executive roles for 43 years. His experience spanned a variety of industries: FMCG, agribusiness, retail banking, telecommunication, and water distribution. He served as President and CEO of Manila Water Company from June 2010 to April 2017. Prior to this, he was the Chief Operating Officer of Globe Telecom, Inc. in 1997, and its President and CEO from 1998 to April 2009.

He graduated *summa cum laude* and obtained his degree in Liberal Arts (Honors Accelerated Program), Majoring in Mathematics, from De La Salle University in 1974.

John Eric T. Francia

Committee membership:

- *Member, Executive Committee*

Mr. Francia was elected as director, President, and Chief Executive Officer of the Company on 9 May 2019. He is also a Senior Managing Director and member of the Management Committee of Ayala Corporation. Under his leadership, Ayala established its energy platform from a standing start in 2011 and became one of the largest renewable energy platforms in the region, with ~7 GW of attributable renewable energy capacity across the Asia Pacific.

He holds the following position in another publicly listed company:

- Vice Chairman and President of ENEX Energy Corp.

Mr. Francia has also led pioneering initiatives in early coal retirement, including the successful completion of the world's first market-based Energy Transition Mechanism (ETM).

Mr. Francia earned a master's degree in Management Studies at the University of Cambridge in the United Kingdom, graduating with first-class honors. He received his undergraduate degree in Humanities and Political Economy from the University of Asia & the Pacific, graduating *magna cum laude*.

Jaime Alfonso Antonio E. Zobel de Ayala

Mr. Zobel de Ayala has been a director of the Company since 28 September 2022. He holds the following positions in other publicly listed companies:

- Director of Ayala Land Logistics Holdings Corp.
- Director of Globe Telecom, Inc.

He is the Chief Executive Officer of ACMobility, a platform for mobility solutions, including automotive distribution, dealership operations, aftersales services, and electric-vehicle infrastructure. He is also a director of AC Industrials, Isuzu Philippines, and BPI Capital Corporation, among others.

He has been appointed as a member of the Inter-Agency Investment Promotion Coordination Committee (IIPCC), serving as the sole private-sector representative for the National Capital Region of the Republic of the Philippines.

Prior to his role at ACMobility, he served as Co-Head of the Strategic Development Group and Head of Business Development and Digital Ventures at Ayala Corporation.

He graduated from Harvard University in 2013 with a Primary Concentration in Government, and earned his Master of Business Administration from Columbia Business School in 2019.

Jaime Z. Urquijo

Committee memberships:

- *Chairman, Sustainability Committee*
- *Member, Executive Committee*

Mr. Urquijo has been a director of the Company since 24 April 2024. He holds the following positions in other publicly listed companies:

- Chief Sustainability and Risk Officer of Ayala Corporation
- Director of Integrated Micro-electronics, Inc.
- Director of Bank of the Philippine Islands

He also serves as director of BPI/MS Insurance, AC Industrial Technology Holdings, Inc., AC Ventures Holdings Corp., and Chairman of Klima 1.5 Corp. He is Vice Chairman of the Board of Trustees and Chairman of the Executive Committee of Ayala Foundation, a member of the Board of Trustees and Chief Executive Officer of WeAreAyala Business Club, Inc., and an Independent Advisor to the Board of Directors of Ayala Land Inc. He is also a member of the boards of WWF Philippines, the European Chamber of Commerce of the Philippines (ECCP), Makati Central Estate Association, Inc. (MACEA), and the Hero Foundation.

He was previously the Company's Vice President for Business Development, during which he led initiatives to expand the group's asset portfolio in the Philippines, Vietnam, Myanmar, and Indonesia.

Prior to this, he served as Head of Business Development at AF Payments, Inc., which developed the Beep Card, the country's first interoperable public transport payment card.

Prior to joining the Ayala Group, he was an associate at JPMorgan in New York.

Mr. Urquijo earned his Bachelor of Arts in Political Science from the University of Notre Dame in the US and his Master of Business Administration from INSEAD.

Nicole Goh Phaik Khim

Committee memberships:

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

Ms. Goh has been a director of the Company since 18 March 2021. Ms. Goh is the Head for Asia China at GIC Infrastructure. She has coverage responsibility for the Asia-Pacific region with prior experience investing in the US and Europe. GIC was established in 1981 as a private company wholly owned by the Government of Singapore to manage Singapore's foreign reserves. It is one of the world's largest investors, with well over US\$100 billion in assets across more than 40 countries.

Ms. Goh has been a member of GIC's infrastructure practice since 2008. She holds a Master of Science in Management Science & Engineering from Stanford University and a Bachelor of Science in Mathematics with Statistics for Finance from Imperial College, London.

Dean L. Travers

Mr. Travers has been a director of the Company since 25 April 2022 and has held senior executive roles in the energy sector for more than 30 years, and is experienced in multidisciplinary projects across global markets, mergers and acquisitions, deal structuring, and project development.

He is currently a board member of the Australian Renewable Energy Agency (ARENA), where he also sits on the risk and audit committee. He advises New Energy Nexus Ventures, an emerging fund manager investing in climate tech companies based in Southeast Asia. Previously, Mr. Travers has been active in Europe, North America, Asia, and Australia, leading teams that developed conventional and renewable energy projects for ENGIE, a global electricity utility and energy services company. Prior to his departure in 2019, he led renewable development, commercialization, and construction at ENGIE, Australia.

Mr. Travers is a member of the Australian Institute of Corporate Directors (GAICD) and holds a doctorate (PhD) in Electrical Engineering, a Bachelor of Engineering (BE), and a Bachelor of Science (BSc) from the University of New South Wales, Sydney, Australia.

Jesse O. Ang¹

Committee memberships:

- *Chairman, Personnel and Compensation Committee*
- *Member, Audit Committee*
- *Member, Executive Committee*

Mr. Ang has been an independent director of the Company since 24 April 2023. He holds the following position in another publicly listed company:

- Independent Director of Integrated Micro-Electronics, Inc.

He is currently an independent director of BPI Wealth Corporation (formerly, BPI Asset Management and Trust Company), BPI AIA Life Assurance Corporation, BPI/MS Insurance Corporation, and BPI Wealth Hong Kong (formerly, BPI International Finance Limited) (based in Hong Kong).

He was formerly an independent director of BPI Securities Corporation (August 2022 - February 2023); part of the Philippine office of the International Finance Corporation (2000-2018) of which he was Head (Resident Representative) from 2007-2015; CFO of the Philippine International Air Terminals Company (1998-2000); Director for Global Structured Finance, New York City branch of Australia New Zealand Bank (1994-1998); Vice President for Trade and Commodity Finance, New York City branch of Generale Bank (1988-1994); Assistant Vice President in the Asia Division, Irving Trust Company in New York City (1985-1988); Budget Analyst for the Philippine National Oil Company (1982-1983); and Lecturer at the Department of Industrial Engineering of the University of the Philippines - Diliman (1981-1982).

Mr. Ang received his Bachelor of Science degree in Industrial Engineering from the University of the Philippines in 1981 and his Master of Business Administration from the Wharton School, University of Pennsylvania, in 1985.

Maria Lourdes Heras - de Leon²

Committee memberships:

- *Chairman, Corporate Governance and Nomination Committee*
- *Member, Personnel and Compensation Committee*
- *Member, Sustainability Committee*

Ms. Heras – de Leon has been an independent director of the Company since 24 April 2023. She previously served as Managing Director and Member of the Management Committee of Ayala Corporation (2011-2015) and President of Ayala Foundation, Inc. (2011-2015).

¹ Certificate of Qualification to serve as Independent Director is attached as Annex “A-1”

² Certificate of Qualification to serve as Independent Director is attached as Annex “A-2”

She was also Vice President for Policy, Government, and Public Affairs of Chevron Geothermal Philippines Holdings (1997-2011), where she led corporate affairs for Chevron's geothermal and natural gas interests and activities in the Philippines.

Ms. Heras - de Leon has held various leadership positions in Greater Houston Partnership and First City National Bank of Texas. She was a former trustee of Assumption Antipolo, Museo de La Salle, World Wildlife Fund-Philippines, and Asia Society Philippines. She also served on the Advisory Board of Texas Children's Hospital and Asia Society Texas.

Ms. Heras - de Leon holds a Bachelor of Arts degree in Asian Studies from the University of British Columbia and a Master of Business Administration from the Thunderbird School of Global Management.

Mr. Christopher Paul Beshouri³

Committee memberships:

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

Mr. Beshouri has been a director of the Company since 23 April 2025. He previously served as Chief Strategy Officer and Executive Director at Aboitiz Equity Ventures and Aboitiz Power from 2018 to 2024. He also served as Group President & Chief Operating Officer at Vicsal Development Corp. from 2013 to 2018, President & Chief Executive Officer – Philippines at McKinsey & Co. (Philippines) from 1997 to 2013, and Director at GT Capital Holdings, Inc. from 2013 to 2017. Prior to his move to Asia, he served as Managing Director of Special Banking Studies and Senior Financial Economist at the United States Treasury from 1989 to 1997, and as a Financial Auditor at Catholic Relief Services, Inc. in 1988.

Mr. Beshouri earned his undergraduate degree (dual major) in Economics and Public Policy Studies from Michigan State University and his Master of Public Affairs from Princeton University.

Mr. David John Nicol⁴

Committee memberships:

- *Chairman, Audit Committee*
- *Member, Corporate Governance and Nomination Committee*
- *Member, Board Risk Management and Related Party Transactions Committee*

Mr. Nicol has been a director of the Company since 23 April 2025. He was previously the Chief Strategy Officer of Monde Nissin Corp. (Manila), where he currently serves as an advisor.

He was also Chief Financial Officer, Executive Director, and Executive Vice President at Metro Pacific Investments Corporation (Manila) from 2010 to 2020, and Chief Executive Officer (after being Chief Financial Officer) at Berli Jucker PCL (Bangkok) from 1994 to 2002.

Mr. Nicol is a UK Chartered Accountant and practiced in audit and business advisory at PriceWaterhouse Coopers from 1981 to 1991 in London, New York, and Hong Kong. Mr. Nicol earned a Bachelor of Science in Operational Research (Management Sciences) from Lancaster University.

The certifications regarding the qualifications of the nominees for independent directors are attached as Annexes "A-1" to "A-4" followed by the certification that no directors or officers are connected with any government agencies or their instrumentalities⁵ as Annex "A-5".

³ Certificate of Qualification to serve as Independent Director is attached as Annex "A-3"

⁴ Certificate of Qualification to serve as Independent Director is attached as Annex "A-4"

⁵ Certification is attached as Annex "A-5"

ACEN Group Management Committee Members Senior Leadership Team

Key Officers	Citizenship	Age	Position
John Eric T. Francia*	Filipino	54	President and Chief Executive Officer
Jose Maria Eduardo P. Zabaleta	Filipino	53	Group Chief Operating Officer and Group Chief Development Officer
Patrice R. Clausse	Luxembourgeoise	47	Group Chief Investment Officer
Jonathan Paul Back	British	59	Group Chief Financial Officer and Group Chief Strategy Officer
John Philip S. Orbeta	Filipino	64	Group Chief Administrative Officer, Group Chief Human Resources Officer, and Group Chief Risk Officer
Maria Franchette M. Acosta	Filipino	53	Corporate Secretary
Dodjie D. Lagazo	Filipino	46	Group General Counsel, Group Compliance Officer, Assistant Corporate Secretary
Ma. Cecilia T. Cruzabra	Filipino	60	Group Treasurer
Kyla Kamille U. Samson	Filipino	37	Controller
Alan T. Ascalon	Filipino	51	Data Protection Officer
Mae Christine L. Go	Filipino	44	Group Chief Audit Executive

* Profile – as stated above.

Jose Maria Eduardo P. Zabaleta has been the Company's Group Chief Operating Officer since 1 January 2024 and has served as Group Chief Development Officer since 20 April 2020. He is also President of ACEN Global Development Group, Inc. and a member of the ACEN Executive Management Committee.

Prior to joining ACEN, he co-founded Bronzeoak Philippines and served as its Chief Executive Officer. Bronzeoak was an early mover in clean-technology energy development in the Philippines, and its energy businesses were integrated into AC Energy in early 2017. He holds a Bachelor of Science in Management (with Honors) from Ateneo de Manila University and a Master of Business Administration from Duke University's Fuqua School of Business (USA).

Patrice R. Clausse has been the Company's Group Chief Investment Officer since 1 January 2024 and is concurrently President and Chief Executive Officer of ACEN International, Inc. He joined the Ayala Group in May 2010 as an advisor to ACEN International, Inc. and became a founding member of the ACEN management team in 2011, where he led the business development and operations teams. He currently leads ACEN's investment business, with a strategic focus on Southeast Asia, India, and Western Australia, and serves on the Board of Directors and/or Management & Advisory Committee of ACEN International Projects.

Prior to joining Ayala, he was a management consultant with McKinsey & Company in London and with Marakon Associates (part of Charles River Associates).

He holds a Master of Business Administration degree from Harvard Business School, graduating with high distinction as a Baker Scholar, and earned both Master's and Bachelor's degrees in Manufacturing Engineering from the University of Cambridge (UK).

Jonathan Paul Back has been the Company's Group Chief Financial Officer since 1 January 2024 and has served as Group Chief Strategy Officer since 18 January 2023. He is also a director of ACEN Global Development Group, Inc. and ACEN Technical Services, Inc. He is a lawyer and banker with over 25 years of experience across legal practice, investment banking, and private investments, with deep domain expertise in equity capital markets, corporate finance, and advisory work for large infrastructure, power, and telecommunications projects.

Prior to joining ACEN, he was a director and Executive Vice Chairman of BPI International Finance Ltd., BPI's Hong Kong banking subsidiary, and concurrently served as co-head of Wealth Management and head of BPI's international businesses. He also served as a director of Schools Relief Initiative Ltd., a Hong Kong-based charity supporting education in Southern Sri Lanka. Earlier in his career, he was an

Executive Director at Goldman Sachs in Hong Kong (Corporate Finance and Equity Capital Markets) and later served as Managing Director and Head of Asian Equity Capital Markets at J.P. Morgan in Hong Kong.

He holds a Bachelor of Civil Laws degree from the University of Oxford, graduating with First Class Honors, and likewise obtained First Class Honors in the solicitors' final examination.

John Philip S. Orbeta has been the Company's Group Chief Administrative Officer and Group Chief Human Resources Officer since 25 August 2021, and Group Chief Risk Officer since 18 October 2021.

He has served as Managing Director and a member of the Ayala Corporation Management Committee since May 2005 and of the Ayala Group Management Committee since April 2009. He served as Ayala Corporation's Chief Human Resources Officer and Group Head for Corporate Resources, covering Strategic Human Resources, Information & Communications Technology, Knowledge Management, and Corporate Support Services from January 2008 to September 2021. He is also a Director of ACEN Global Development Group, Inc. and ACEN Shared Services, Inc.

Mr. Orbeta is also the Chairman of Ayala Multipurpose Cooperative. He sits on the Board of HCX Technology Partners. He also serves as a Trustee of the Ayala Young Leaders Alumni Association, Inc., World Archery Philippines, La Salle University - Ozamis, and the National Mission Council of De La Salle Philippines, Inc.

He served as President and CEO of Automobile Central Enterprise, Inc., Iconic Dealership, Inc., Honda Cars Makati, Inc., and Isuzu Automotive Dealership, Inc. from Jan 2013 until December 2016. He was the Chairman and President of HCX Technology Partners, Inc. from September 2016 until November 2021 and President of Ayala Retirement Fund Holdings, Inc. (July 2021 – February 2022). He was Chairman of Ayala Group HR Council (October 2005 – September 2021), Ayala Aviation Corporation (August 2010 – October 2021), Ayala Group Corporate Security Council (January 2011 – October 2021), Ayala Business Clubs (January 2008 – November 2021), and Vice-Chairman of Ayala Group Club, Inc. (February 2015 – November 2021). He was a Director of Honda Cars Cebu, Inc. (August 2016 – August 2017), Isuzu Cebu, Inc. (August 2016 – August 2017), BPI Family Savings Bank, Inc. (May 2013 – June 2020), Ayala Foundation, Inc. (March 2013 – December 2021), Ayala Healthcare Holdings, Inc. (Y2016-February 2022), Healthway Medical, Inc. (Y2020 – February 2022), and the Generika Group of Companies (August 2018 – December 2021). Mr. Orbeta served as a Director and Chairman of the Audit Committee of the ALFM group of funds from April 2012 to December 2021 which included the ALFM Peso Bond Fund, Inc., ALFM Dollar Bond Fund, Inc., ALFM Euro Bond Fund, Inc., ALFM Growth Fund, Inc., ALFM Money Market Fund, Inc., Philippine Stock Index Fund, Corp. as well as the ALFM Global Multi-Asset Income Fund, Inc. (April 2018 – December 2021), ALFM Retail Corporate Fixed Income Fund, Inc. (June 2019 – December 2021), ALFM Fixed Income Feeder Fund, Inc. (August 2019 – December 2021). Mr. Orbeta was also a Trustee of De La Salle University, Dasmariñas, Cavite, and the De La Salle Health Sciences Institute, from December 2013 to September 2019, and the Weather Philippines Foundation, Inc. (October 2015 – June 2020). He was also a member of the Board of Governors of the Management Association of the Philippines from January 2019 to December 2020.

Prior to joining Ayala Corporation, he was the Vice President and Global Practice Director of the Human Capital Consulting Group at Watson Wyatt Worldwide (now Willis Towers Watson), overseeing the firm's practices in executive compensation, strategic rewards, data services, and organization effectiveness worldwide. He was also a member of Watson Wyatt's Board of Directors.

Mr. Orbeta graduated with an A.B. in Economics from the Ateneo de Manila University in 1982 and has completed advanced management programs at Harvard Business School, IMD, and INSEAD.

Maria Franchette M. Acosta has been the Company's Corporate Secretary since 11 March 2024. She is also the Corporate Secretary, Head of the Corporate Governance Group, and Chief Legal Officer of Ayala Corporation.

In addition, she serves as Corporate Secretary of the following publicly listed companies:

- Integrated Micro-Electronics, Inc.
- Ayala Land, Inc.

- AREIT, Inc.
- Globe Telecom, Inc.

Ms. Acosta has been in the practice of law for 24 years, including 18 years with Villaraza & Angangco Law Firm, where she served as Senior Partner, Co-Managing Partner, and Head of the Corporate and Commercial Department.

She previously served as Assistant Secretary at the Office of the Chief Presidential Legal Counsel of the Republic of the Philippines from 2001 to 2003. She has been recognized as expert counsel by leading legal directories and publications, including Chambers Global, Chambers Asia Pacific, and The Legal 500, and is consistently included in Asia Business Law Journal's Top 100 Lawyers in the Philippines.

Ms. Acosta earned her Master of Laws degree from New York University in 2003 and ranked third in the Philippine Bar Examinations. She obtained her Bachelor of Laws degree from the University of the Philippines College of Law in 1998, graduating Class Valedictorian and *cum laude*. She also holds a Bachelor of Science in Business Economics from the University of the Philippines School of Economics (1994), graduating *magna cum laude*.

Dodjie D. Lagazo has been the Assistant Corporate Secretary of the Company since 20 April 2020, Group General Counsel since 23 April 2023, and Group Compliance Officer since 1 January 2024. He is also a Managing Director of the Company. He previously served as Director and member of AG Counselors Corporation's Management Committee from January 2014 to July 2017. He is also the Assistant Corporate Secretary of ACEIC and the Corporate Secretary of ENEX Energy Corp., a publicly listed company, and other various ACEN subsidiaries and affiliates.

Mr. Lagazo received his undergraduate degree in Political Science from the University of the Philippines, Diliman, graduating *magna cum laude*. He then completed his Bachelor of Laws degree in the College of Law of the University of the Philippines - Diliman.

Ma. Cecilia T. Cruzabra has been the Group Treasurer of the Company since 23 April 2023. She is also the Treasurer and Chief Finance Officer of ACEIC and ACEN International, Inc. Prior to joining the Company, she was the Chief Finance Officer of Manila Water Company, Inc., from 2018 to September 2021, and the Treasurer of Ayala Corporation from 2014 to 2018.

Ms. Cruzabra has over 37 years of career experience in research, treasury, and finance, having worked at Makati Business Club, Sun Hung Kai Securities, Metro Pacific Corporation, Steniel Manufacturing Corporation, Globe Telecom, Inc., Altimax Broadcasting Co., Inc., and Bethlehem Holdings, Inc. She also taught finance at the De La Salle Graduate School of Business and the Asian Institute of Management, and Economics at the Ateneo de Manila University.

Ms. Cruzabra completed her master's degree in Business Administration from the Asian Institute of Management. She graduated with a degree in B.A. in Economics (Honors Program) from Ateneo de Manila University.

Alan T. Ascalon has been the Data Protection Officer of the Company since 20 April 2020, and is Senior Vice President for Legal, Governance, and Compliance. He is also Assistant Corporate Secretary of ENEX, a publicly listed company. He was the Assistant Legal Counsel of PHINMA, Inc. from 2005 to 2008. Prior to joining the Company, he worked as a Senior Associate at SGV & Co Tax Division from 2002 to 2005, a junior associate at Ponce Enrile Cayetano and Manalastas Law Offices from 2001 to 2002, and as a law clerk with the Supreme Court from 2000 to 2001.

He graduated from the University of the Philippines with a Bachelor of Arts degree in Journalism in 1996 and a Bachelor of Laws degree in 2000. He completed the Management Development Program of the Asian Institute of Management.

Kyla Kamille U. Samson has been the Group Controller since 9 November 2022. She worked in SyCip Gorres Velayo & Co. from July 2010 to June 2021, where she rose to the position of Assurance Senior Director in October 2019. She graduated in 2009 from De La Salle University – Manila with a Bachelor of Science degree in Accountancy.

Mae Christine L. Go has been appointed as Group Chief Audit Executive of the Company since 16 November 2023. She has been with the Ayala Group since January 2013 and is currently an Associate Director in the Internal Audit Department of Ayala Corporation. She served as Group Head of the Internal Audit Department of Liveit Investments Limited, Philippine ROHQ, an Ayala subsidiary, from January 2013 to August 2015. She also worked under the Finance and Facilities Management Groups of Ayala Property Management Corporation from July 2005 to May 2008.

Prior to joining the Ayala Group, Ms. Go was a Group Internal Audit Manager at Shang Properties, Inc. from July 2008 to January 2013, and an Accountant at Philam Properties Corporation from May 2002 to July 2005.

Ms. Go obtained her degree of Bachelor of Science in Accountancy from De La Salle University. She is also a Certified Internal Auditor of the Institute of Internal Auditors.

* * *

REPUBLIC OF THE PHILIPPINES}
 MAKATI CITY } S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JESSE O. ANG**, Filipino, of legal age, and a resident of [REDACTED], after having duly sworn to in accordance with law, do hereby declare that:

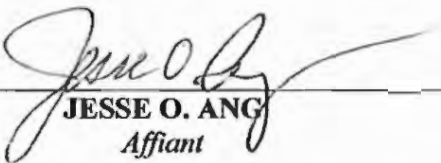
1. I am an Independent Director of **ACEN CORPORATION** (the "Corporation") and have been one of its independent directors since 24 April 2023.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
BPI Capital Corporation	Independent Director	July 2018 – present
BPI Wealth Corporation (formerly BPI Asset Management and Trust Corporation)	Independent Director	July 2018 – present
BPI AIA Life Assurance Corporation	Independent Director	April 2019 – present
BPI MS Insurance Corporation	Independent Director	June 2019 - present
BPI Wealth Hong Kong (formerly BPI International Finance Limited)	Independent Director	January 2020 – present
ACEN International, Inc.	Independent Director	June 2023 – present
Integrated Micro-Electronics, Inc.	Independent Director	April 2024 - present

3. I am currently not affiliated with any Government-Owned and Controlled Corporations.
4. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other relevant issuances of the Securities and Exchange Commission ("SEC").
5. I am not related to any of the director/officer/substantial shareholder of the Corporation and its subsidiaries and affiliates, other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code (where applicable).
6. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other relevant issuances of the SEC.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from my receipt of knowledge of any such changes.

FEB 26 2026

IN WITNESS WHEREOF, I have signed this Certification this _____ in Makati City.


JESSE O. ANG
Affiant

SUBSCRIBED AND SWORN to before me this FEB 26 2026 in Makati City, affiant personally appeared before me and exhibited to me his _____

Doc. No. 307 ;
Page No. 62 ;
Book No. 4 ;
Series of 2026.


JORDAN MAE T. CHUA
Notary Public for Makati City
Appointment No. M-046 valid until 31 December 2026
Attorney's Roll No. 63561 issued on 8 May 2014
PTR No. MKT 10764604 / 05 January 2026 / Makati City
IBP Lifetime No. 012851 / 02 April 2015 / Quezon City
MCLE Compliance No. VIII-0013795 valid until 14 April 2026
35/F Ayala Triangle Gardens Tower 2
Makati Avenue corner Paseo de Roxas, Makati City
Tel No. 77306300

REPUBLIC OF THE PHILIPPINES}
 MAKATI CITY } S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

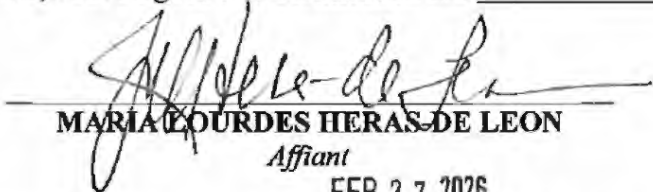
I, **MARIA LOURDES HERAS-DE LEON**, Filipino, of legal age, and a resident of [REDACTED] after having duly sworn to in accordance with law, do hereby declare that:

1. I am an Independent Director of **ACEN CORPORATION** (the "Corporation") and have been one of its independent directors since 24 April 2023.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Allegrita Properties Corporation	Member, Board of Directors	January 2019 - present

3. I am currently not affiliated with any Government-Owned and Controlled Corporations.
4. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other relevant issuances of the Securities and Exchange Commission ("SEC").
5. I am not related to any of the director/officer/substantial shareholder of the Corporation and its subsidiaries and affiliates, other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code (where applicable).
6. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other relevant issuances of the SEC.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from my receipt of knowledge of any such changes.

IN WITNESS WHEREOF, I have signed this Certification this FEB 27 2026 in Makati City.


MARIA LOURDES HERAS-DE LEON

Affiant

FEB 27 2026

SUBSCRIBED AND SWORN to before me this _____ in Makati City, affiant personally appeared before me and exhibited to me her [REDACTED]




JOHN FERNANDO F. MACANLAS
 PTR No. MKT 10764681 Makati City; January 5, 2026
 IBP No. 575784; December 29, 2025
 Attorney's Roll No. 73310
 MCL Compliance No. VIII-0038403
 ULAS is subject for Compliance
 35/F Ayala Triangle Gardens Tower 2
 Makati Avenue corner Paseo de Roxas, Makati City

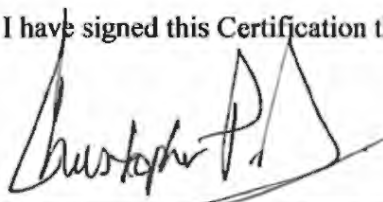
REPUBLIC OF THE PHILIPPINES}
 MAKATI CITY } S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CHRISTOPHER PAUL BESHOURI**, American, of legal age, and a resident of [REDACTED], after having duly sworn to in accordance with law, do hereby declare that:

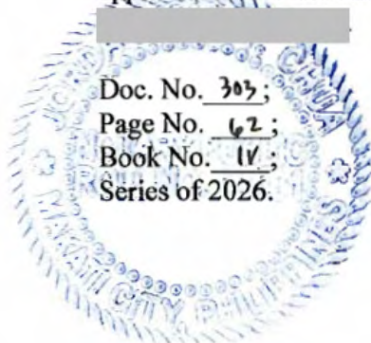
1. I am an Independent Director of **ACEN CORPORATION** (the "Corporation") and have been one of its independent directors since 23 April 2025.
2. I am currently not affiliated with any company or organization.
3. I am currently not affiliated with any Government-Owned and Controlled Corporations.
4. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other relevant issuances of the Securities and Exchange Commission ("SEC").
5. I am not related to any of the director/officer/substantial shareholders of the Corporation and its subsidiaries and affiliates, other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code (where applicable).
6. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other relevant issuances of the SEC.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from my receipt of knowledge of any such changes.

IN WITNESS WHEREOF, I have signed this Certification this FEB 26 2026 in Makati City.



CHRISTOPHER PAUL BESHOURI
Affiant

SUBSCRIBED AND SWORN to before me this FEB 26 2026 in Makati City, affiant personally appeared before me and exhibited to me his [REDACTED]




JORDAN MAE T. CHUA
 Notary Public for Makati City
 Appointment No. M-046 valid until 31 December 2026
 Attorney's Roll No. 63561 issued on 8 May 2014
 PTR No. MKT 10764694 / 05 January 2026 / Makati City
 IBP Lifetime No. 012851 / 02 April 2015 / Quezon City
 MCLE Compliance No. VIII-0013795 valid until 14 April 2026
 35/F Ayala Triangle Gardens Tower 2
 Makati Avenue corner Paseo de Roxas, Makati City
 Tel No. 77306300

DAVID JOHN NICOL

1. I am an Independent Director of **ACEN CORPORATION** (the “Corporation”) and have been one of its independent directors since 23 April 2025.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Monde Nissin Corporation	Project employee serving as Business and Strategy Advisor to the CEO	5 years and one month to date

3. I am currently not affiliated with any Government-Owned and Controlled Corporations.
4. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other relevant issuances of the Securities and Exchange Commission ("SEC").
5. I am not related to any of the director/officer/substantial shareholder of the Corporation and its subsidiaries and affiliates, other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code (where applicable).
6. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other relevant issuances of the SEC.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from my receipt of knowledge of any such changes.

IN WITNESS WHEREOF, I have signed this Certification this **FEB 23 2026** in Makati City.


DAVID JOHN NICOL
Affiant

SUBSCRIBED AND SWORN to before me **FEB 23 2026** City, affiant personally
 & **hibited to me his** issued in Australia and

Doc. No. 256 ;
Page No. 53 ;
Book No. IV ;
Series of 2026.

Jordan M. Chua
JORDAN M. CHUA
 Notary Public for Makati City
 Appointment No. M-046 valid until 31 December 2026
 Attorney's Roll No. 63561 issued on 8 May 2014
 PTR No. MKT 10764684 / 05 January 2026 / Makati City
 IBP Lifetime No. 012851 / 02 April 2015 / Quezon City
 MCLE Compliance No. VII-0013795 valid until 14 April 2028
 35/F Ayala Triangle Gardens Tower 2
 Makati Avenue corner Paseo de Roxas, Makati City
 Tel No. 77306300



CERTIFICATION

I, **MARIA FRANCHETTE M. ACOSTA**, Filipino, of legal age, and with office address at the 39th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City, being the Corporate Secretary of **ACEN CORPORATION**, a corporation duly organized and existing under the laws of the Republic of the Philippines, with office address at 35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City, do hereby certify that except for Mr. Jaime Alfonso Antonio Zobel de Ayala¹, none of the directors and officers of ACEN CORPORATION hold any position in the Philippine government or any government agency.

This Certification is being issued for attachment to the Corporation's Information Statements (SEC Form 20-IS) for the year 2026.

Makati City, 4 March 2026.


MARIA FRANCHETTE M. ACOSTA
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAR 04 2026 at Makati City by affiant who is personally known to me or identified through competent evidence of identity: 




JORDAN MAE T. CHUA
 Notary Public for Makati City
 Appointment No. M-046 valid until 31 December 2026
 Attorney's Roll No. 63561 issued on 8 May 2014
 PTR No. MKT 10764684 / 05 January 2026 / Makati City
 IBP Lifetime No. 012851 / 02 April 2015 / Quezon City
 MCLE Compliance No. VIII-0013795 valid until 14 April 2028
 35/F Ayala Triangle Gardens Tower 2
 Makati Avenue corner Paseo de Roxas, Makati City
 Tel No. 77306300

¹ Private Sector Representative to the Inter-Agency Investment Promotion Coordination Committee (IIPCC), a committee established under the Philippines' investment promotion coordination framework under the Department of Trade and Industry.

ANNEX D

Management's Discussion and Analysis (MD&A) or Plan of Operations

BUSINESS AND GENERAL INFORMATION

ACEN CORPORATION ("ACEN" or the "Company", formerly AC Energy Corporation) is a corporation duly organized and existing under Philippine law with Securities and Exchange Commission ("SEC") Registration No. 069-39274 and listed with the Philippine Stock Exchange ("PSE") with ticker symbol "ACEN" (formerly "ACEPH").

As of 23 March 2026, AC Energy and Infrastructure Corporation ("AC Energy", formerly AC Energy, Inc.) owns 58.60% of the outstanding capital stock of the Company.¹ AC Energy is a Philippine corporation wholly owned by Ayala Corporation. AC Energy, its subsidiaries, and affiliates (the "AC Energy Group") manages a diversified portfolio of renewable and conventional power generation projects and engages primarily in power project development operations and in other businesses located in the Philippines, Australia, Vietnam, India, and Indonesia, as well as other countries.

The Company manages diversified portfolio power plants with renewable and conventional sources. As of 31 December 2025, the Company had an attributable capacity of 7,001 MW from owned projects in operation, under construction and committed² across the region, which includes strategic investments in renewable and conventional power generation projects.

The Company is not subject of any bankruptcy, receivership, or similar proceedings.

DESCRIPTION OF PRINCIPAL BUSINESSES

POWER BUSINESS

The principal product of power generation and supply is the electricity produced and delivered to the end-consumers. It involves the conversion of fuel or other forms of energy to electricity, or the purchase of electricity from power generation companies and the Philippine Wholesale Electricity Spot Market ("WESM").

ACEN conducts its power generation and supply activities directly or through its subsidiaries, associates, and joint ventures. In 2025, attributable output reached 7,009 gigawatt-hours (GWh) from 5,850 GWh in 2024. This includes generation from international plants of 5,143 GWh, up from 3,770 GWh the previous year.

¹ On 10 May 2022, ACEIC sold 1,861,000,000 ACEN shares to ACEIC's parent company, Ayala Corporation ("AC"), pursuant to a regular block sale. ACEIC retained beneficial ownership of the shares being a 100% subsidiary of AC. On 29 April 2022, AC then declared these 1,861,000,000 ACEN shares as property dividends to its shareholders as of 27 May 2022.

As of 29 February 2024, AC has distributed a total of 1,744,765,582 ACEN shares to its qualified shareholders pursuant to its Declaration of Property Dividends as disclosed under AC's PSE Edge Disclosure Report No. C00247-2023 dated 10 January 2023.

As of 29 February 2024, ACEIC has a total of 23,061,956,078 ACEN shares, of which 116,234,418 are indirect shares, corresponding to 58.12% of the Company's outstanding shares. The indirect shares are the remaining ACEN shares that were declared by AC as property dividends but have yet to be distributed to its stockholders as disclosed under AC's PSE Edge Disclosure Report No. C00247-2023 dated 10 January 2023. Until such actual distribution, ACEIC retains beneficial ownership of the indirect shares, being a 100% subsidiary of AC.

² Projects which have received board approval but have not yet received Notices to Proceed (NTPs).

The following tables set forth selected data on the Company's power generation portfolio in operation and under construction as of 31 December 2025, totaling 6,805 MW. This includes owned assets only, and not leased units.

Plant	Class	Technology	Geography	Status	Net Dependable Capacity (MW)	Approx. Economic Interest	Attributable Capacity (MW)
North Luzon Renewables	Renewable	Wind	Philippines	Operating	81	81%	66
Guimaras Wind	Renewable	Wind	Philippines	Operating	54	100%	54
Northwind Power	Renewable	Wind	Philippines	Operating	52	100%	52
Islasol	Renewable	Solar	Philippines	Operating	80	100%	80
Sacasol	Renewable	Solar	Philippines	Operating	45	100%	45
Montesol	Renewable	Solar	Philippines	Operating	18	100%	18
Alaminos Solar	Renewable	Solar	Philippines	Operating	120	100%	120
Palauig 1 Solar	Renewable	Solar	Philippines	Operating	63	100%	63
Arayat-Mexico Solar ¹	Renewable	Solar	Philippines	Operating	116	50%	58
ACEN RE Tech Hub	Renewable	Solar	Philippines	Operating	4	100%	4
Maibarara Geothermal	Renewable	Geothermal	Philippines	Operating	32	25%	8
Alaminos Battery Storage	Renewable	Battery	Philippines	Operating	40	100%	40
Sitara Solar	Renewable	Solar	India	Operating	140	80%	112
Paryapt Solar	Renewable	Solar	India	Operating	70	80%	56
Salak & Darajat Geothermal ²	Renewable	Geothermal	Indonesia	Operating	671	15%	101
Ninh Thuan Solar	Renewable	Solar	Vietnam	Operating	405	74.5	302
Khanh Hoa & Dak Lak	Renewable	Solar	Vietnam	Operating	80	80%	64
SUPER (Solar NT) First Phase Closing ³	Renewable	Solar	Vietnam	Operating	287	49%	141
Mui Ne Wind	Renewable	Wind	Vietnam	Operating	80	50%	40
Quang Binh Wind	Renewable	Wind	Vietnam	Operating	252	80%	202
Ninh Thuan Wind (BIM Wind)	Renewable	Wind	Vietnam	Operating	88	82.15	72
Lac Hoa & Hoa Dong Wind	Renewable	Wind	Vietnam	Operating	60	80%	48

Masaya Solar	Renewable	Solar	India	Operating	420	80%	336
Capa Wind (Amihan)	Renewable	Wind	Philippines	Operating	70	81%	57
SanMar Solar 1 & 2	Renewable	Solar	Philippines	Operating	385	100%	385
Pangasinan Solar (Sinocalan)	Renewable	Solar	Philippines	Operating	60	100%	60
Cagayan North Solar (CleanTech/NAREDCO)	Renewable	Solar	Philippines	Operating	133	80%	106
NEFIN	Renewable	Rooftop Solar	Various ⁴	Operating	114	100%	114
Pagudpud Wind (Bayog/Balaoi)	Renewable	Wind	Philippines	Operating	160	100%	160
Palauig 2 Solar	Renewable	Solar	Philippines	Under Construction	300	100%	300
SanMar Solar 3	Renewable	Solar	Philippines	Under Construction	200	100%	200
New England Solar Farm (NESF) Phase 1	Renewable	Solar	Australia	Operating	522	100%	522
Stubbo Solar	Renewable	Solar	Australia	Operating	520	100%	520
Monsoon Wind	Renewable	Wind	Lao PDR	Operating	600	24%	146
Stockyard Wind	Renewable	Wind	United States	Operating	136	80%	109
Chestnut Flats Wind	Renewable	Wind	United States	Operating	38	80%	32
Maharashtra C&I Hybrid – Solar	Renewable	Solar	India	Under Construction	124	80%	99
Maharashtra C&I Hybrid – Wind	Renewable	Wind	India	Under Construction	29	80%	24
New England Bess (2hr) – Section 1	Renewable	Battery	Australia	Under Construction	200	100%	200
Quezon North 1 WPP	Renewable	Wind	Philippines	Under Construction	345	100%	345
Quezon North 2 WPP	Renewable	Wind	Philippines	Under Construction	208	100%	208
Salak Unit 7 Expansion	Renewable	Geothermal	Indonesia	Under Construction	40	15%	6
Solarscape Solar	Renewable	Solar	Malaysia	Under Construction	40	80%	32
Dayasinar Solar	Renewable	Solar	Malaysia	Under Construction	40	80%	32
NEFIN	Renewable	Rooftop Solar	Various ⁴	Under Construction	2	100%	2
Tejorupa Solar	Renewable	Solar	India	Under Construction	420	80%	336
Bijapur Wind	Renewable	Wind	India	Under Construction	120	80%	96
Sheo 2 (Solar)	Renewable	Solar	India	Under Construction	201	80%	161
Sheo 2 (Wind)	Renewable	Wind	India	Under Construction	153	80%	122

Sheo 2 (Battery)	Renewable	Battery	India	Under Construction	45	80%	36
Sheo 1 (Solar)	Renewable	Solar	India	Under Construction	201	80%	161
Sheo 1 (Wind)	Renewable	Wind	India	Under Construction	153	80%	122
Sheo 1 (Battery)	Renewable	Battery	India	Under Construction	35	80%	28
						Subtotal	6,805
						Committed Capacity	196
						Grand Total	7,001

Notes:

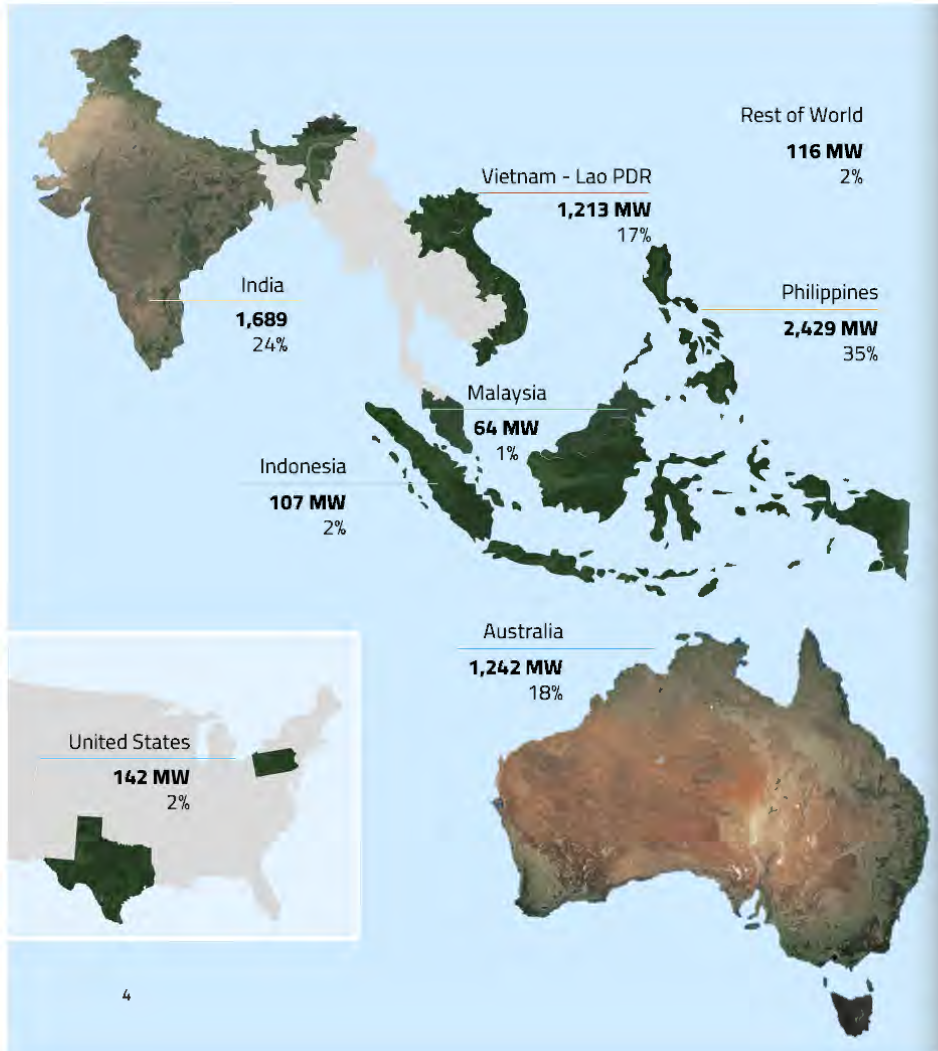
1. Includes 44-MW expansion under construction.
2. Includes Salak Binary Plant under construction
3. Phases 2, 3, and 4 of the Solar NT acquisition are subject to completion of conditions precedent.
4. Comprises of Mainland China, Hong Kong, Malaysia, Thailand, Taiwan, and Singapore.

Renewable Energy Portfolio

As of 31 December 2025, the Company's renewable energy ("RE") platform had a total net attributable capacity of 7,001 MW, covering projects in operation, under construction, and committed. This includes owned assets only, and not leased units. ACEN's RE platform is divided into 4,624 MW of solar energy (including rooftop solar), 1,958 MW of wind power, and 115 MW of geothermal resources. The platform also contains 304 MW of battery storage linked to solar farms.

The charts below show the breakdown of the Company's power project portfolio per country, technology, and status (in terms of Net Attributable Capacity³ as of 31 December 2025):

³ Refers to gross capacity of owned assets, multiplied by ACEN's effective economic ownership. Does not include leased units.

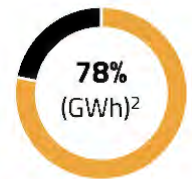


Generation Portfolio 31 December 2025

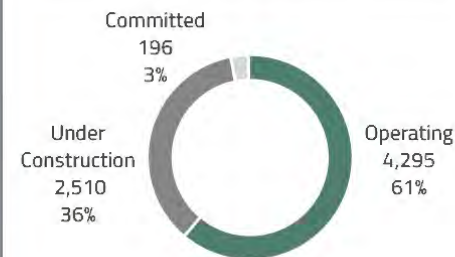
Total Attributable
Renewables Capacity¹

7,001 MW

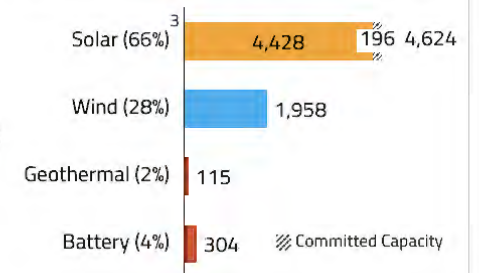
Contracted Energy
FY 2025 Exit Rate



Project Status



RE Technology



1. Attributable capacity is computed as gross capacity of owned, under construction, and committed assets multiplied by ACEN's effective economic ownership.
2. Weighted based on GWh for operating plants.
3. Rooftop solar is reflected in Solar capacity.

Renewable Energy Projects in Operation in the Philippines

Guimaras Wind

Background. Guimaras Wind Corporation (“GWC”) was incorporated and registered with the SEC on 2 September 1994 to engage in developing and utilizing renewable energy and pursuing clean and energy-efficient projects. GWC was awarded by the Department of Energy (“DOE”) Wind Energy Service Contract (“WESC”) No. 2009-10-009, pursuant to which it developed the 54 MW San Lorenzo Wind Farm in Guimaras, Iloilo.

On 20 May 2013, the DOE confirmed the Declaration of Commerciality of the Guimaras Wind 54MW San Lorenzo Wind Project (“SLWP”) in San Lorenzo, Guimaras under WESC No. 2009-10-009. The DOE confirmation affirms the conversion of said WESC from Pre-Development to Commercial Stage. On 7 October 2014, Guimaras Wind started delivering power to the grid from the commissioning operations of the first three units of wind turbine generators. On 16 February 2015, Guimaras Wind received from the DOE the confirmation of Commercial Operation starting 27 December 2014 for its 54 MW SLWP.

Power Offtaker / Energy Sales. Pursuant to Section 7 of Republic Act No. 9513, otherwise known as the Renewable Energy Act of 2008 (the “**RE Law**”) and Section 5 of the RE Law Implementing Rules and Regulations (“IRR”), the ERC adopted and promulgated the FIT Rules. Eligible plants are entitled to the appropriate FIT administered and paid by the National Transmission Corporation (“TransCo”). On 10 June 2015, the wind farm was issued a Certificate of Endorsement for FIT Eligibility by the DOE. On 1 December 2015, GWC received its Certificate of Compliance (“COC”)-FIT from the ERC which entitles the company to recognize its FIT at an approved rate of ₱7.40, with a retroactive period beginning 27 December 2014, for a guaranteed period of 20 years until 26 December 2034. On 6 July 2020, the ERC issued Resolution No. 06, Series of 2020 increasing the FIT of eligible renewable energy plants. The resolution provides for retroactive increase starting January 2016 up to December 2020. Based on the resolution, the project’s FIT Rate in 2020 was ₱8.59/kWh and remains unchanged in 2021.

Operations. Guimaras Wind started delivering power to the grid on 7 October 2014 during the commissioning operations of the first three units of wind turbine generators. The 54MW wind energy plant started Commercial Operations on 27 December 2014.

Maibarara Geothermal

Background. On 19 May 2010, the Company, PetroGreen Energy Corporation (“**PetroGreen**”), and PNOC Renewables Corporation (“**PNOC RC**”) signed a joint venture agreement, a wholly-owned subsidiary of publicly-listed PetroEnergy, to form Maibarara Geothermal Inc. (“MGI”). MGI, with the following shareholding interests: PetroGreen - 65%; the Company - 25%; and PNOC RC - 10%, would develop and operate the Maibarara Geothermal Power Project (“**Maibarara Thermal Project**”) pursuant to the geothermal renewable energy service contract awarded by the DOE to PetroEnergy, PetroGreen’s parent company, and subsequently assigned by PetroEnergy to MGI. On 27 August 2019, the Company and MGI executed an Amendment to the Unit 1 Electricity Supply Agreement (“**ESA**”) and Unit 2 ESA where the electricity fee rate structure was amended and the electricity supply period was amended until 25 June 2039.

Operations. Unit 1 and Unit 2 of Maibarara Project commenced commercial operation on 8 February 2014 and on 9 March 2018, respectively.

MonteSol

Background. In 2015, ACEIC entered into a subscription and shareholders' agreement with Visayas Renewables Corp. ("VRC") for the development, construction, and operation of the MonteSol Project, a solar power farm located in Bais City, Negros Oriental. This project is owned and operated by Monte Solar Energy Inc. ("MonteSol"). The first phase of the project was for an 18 MWdc solar power plant with a total project cost of ₱1.3 billion, which was completed in February 2016 and is currently dispatching its full capacity to partially meet the energy requirements of Dumaguete City and Cebu City. The Company believes that there is further potential for the expansion of the initial 18 MWdc solar power plant to up to 40 MWdc.

Power Offtaker / Energy Sales. On 26 May 2015 and 15 October 2015, the MonteSol Project secured the certificates of registration with the DOE and Board of Investments ("BOI"), respectively, as a renewable energy developer of solar energy resources. On 3 June 2016, the DOE certified the MonteSol Project as an eligible project under the feed-in tariff ("FIT") system. On 14 July 2016, the ERC issued a provisional authority to operate in favour of MonteSol and on 8 December 2016 qualified this to a provisional authority to operate as a renewable energy generation company, thereby entitling it to a FIT Rate of ₱8.69/kWh for a period of 20 years from 13 March 2016. On 6 February 2017, the company received final authority by way of its COC-FIT from the ERC and recognized revenues from energy sales using the FIT Rate.

Pursuant to Section 7 of the RE Law and Section 5 of the RE Law IRR, the ERC adopted and promulgated FIT rules. Eligible plants are entitled to the appropriate FIT Rate for its energy sales, which is administered and paid by the TransCo. On 6 July 2020, the ERC issued Resolution No. 06, Series of 2020 increasing the FIT of eligible renewable energy plants. The resolution provides for retroactive increase starting January 2016 up to December 2020. Based on the resolution, the project's FIT Rate in 2020 was ₱10.12/kWh and remains unchanged in 2021.

Operations. The MonteSol Project started commercial operations in February 2016 initially at WESM prices until the receipt of the COC allowing the company to retroactively recognize revenue from generation starting from March 2016 at FIT Rate.

Northwind Power

Background. The wind farm currently has total of 26 wind turbines and is the first commercial wind farm ever established in Southeast Asia. Commercial operations started in June 2005 with 15 wind turbines (Phase 1) followed by an additional five turbines in August 2008 (Phase 2) and another six turbines in September 2014 (Phase 3), increasing the project's generation capacity to 51.9 MW.

Power Offtaker / Energy Sales. Northwind Power delivers all its generation to the national grid via its own 57-kilometre 69kV transmission line from its plant site in Bangui, Ilocos Norte to the substation of the NGCP in Laoag City, Ilocos Norte.

The tariff on the generation of Phases 1 and 2 is a FIT Rate of ₱5.76/kWh specific to the company, approved by the ERC in its decision dated 30 June 2014. The FIT Rate is valid for 20 years less the actual years of operation as provided for under the FIT Rules.

The tariff on the Phase 3 turbines is the national FIT Rate of ₱8.53/kWh and is valid for a period of 20 years. Annual adjustment to the FIT Rate is provided for under the FIT Rules. On 6 July 2020, the ERC issued Resolution No. 06, Series of 2020 increasing the FIT of eligible renewable energy plants. The resolution provides for retroactive increase starting January 2016 up to December 2020. Based on the resolution, the project's FIT Rates in 2020 were ₱6.92/kWh and ₱9.90/kWh for Phases 1 and 2, respectively, and remain unchanged in 2021.

Operations. Phases 1 and 2 use Vestas turbines and have a total 33 MW of capacity and while Phase 3 uses Siemens turbines and have a total 18.9 MW of capacity.

North Luzon Renewables

Background. The North Luzon Renewables wind farm started commercial operations on 11 November 2014. The wind farm is comprised of 27 wind turbines with individual capacity of 3MW each. The power generated by the wind farm is supplied to the NGCP via its 62-kilometer, 115 kV transmission line from the project site to the NGCP substation in Laoag City, Ilocos Norte.

Power Offtaker / Energy Sales. On 11 December 2014, the DOE through the issuance of a certificate of endorsement certified the project as an eligible project under the feed-in-tariff (“FIT”) system. In April 2015, NLR received the FIT COC from the ERC entitling the wind farm to a FIT Rate of ₱8.53/kWh for a period of 20 years. The FIT Rate covers the period from 11 November 2014 to 10 November 2034. On 6 July 2020, the ERC issued Resolution No. 06, Series of 2020 increasing the FIT of eligible renewable energy plants. The resolution provides for retroactive increase starting January 2016 up to December 2020. Based on the resolution, the project’s FIT Rate in 2020 is now ₱9.90/kWh.

IslaSol

Background. IslaSol owns a 32 MWdc solar farm in La Carlota City, Negros Occidental (“**IslaSol II**”) and a 48 MWdc solar farm in Manapla, Negros Occidental (“**IslaSol III**”). IslaSol II and IslaSol III began their commercial operations on 29 March 2016 and 8 March 2016, respectively, and are currently dispatching their full capacity to the grid. IslaSol II uses a mix of JA Solar and Astronergy 260W solar panels, while IslaSol III uses JA Solar panels ranging from 265W to 275W.

Power Offtaker / Energy Sales. IslaSol II is connected to the Bacolod-San Enrique 69 kV line, while IslaSol III is directly connected to NGCP’s Cadiz substation. On 13 January 2017, the ERC granted IslaSol II provisional authority to operate and issued its COC on 5 June 2017. For IslaSol III, the ERC granted a provisional authority to operate on 29 July 2016, which was extended on 23 January 2017. IslaSol III’s COC was eventually issued on 10 July 2017. The power plant supplies the ACEN wholesale and retail electricity supply (“RES”) business.

SacaSol

Background. Located in San Carlos City, Negros Occidental, SacaSol AB (a 22 MWdc solar farm) and SacaSol CD (a 23 MWdc solar farm) began operating commercially on 15 May 2014 and 6 September 2015, respectively, with both solar farms currently dispatching full capacity to the grid. The SacaSol solar farms use a combination of Astronergy 270W PV solar modules and JA Solar 245W PV Modules.

Power Offtaker / Energy Sales. SacaSol AB and SacaSol CD are connected to the San Carlos-Cadiz 69 kV line. SacaSol AB has been awarded a guaranteed FIT Rate of ₱9.68/per kWh, subject to adjustment as may be approved by the ERC, for 20 years. For SacaSol CD, the awarded guaranteed FIT Rate is ₱8.69/per kWh, also subject to adjustment as may be approved by the ERC, for 20 years. On 6 July 2020, the ERC issued Resolution No. 06, Series of 2020 increasing the FIT of eligible renewable energy plants. The resolution provides for retroactive increase starting January 2016 up to December 2020. Based on the resolution, the project’s FIT Rates in 2020 were ₱11.28/kWh and ₱10.12/kWh for SacaSol AB and SacaSol CD, respectively, and remain unchanged in 2021.

Palauig 1 Solar

Palauig 1 Solar is a standalone solar farm that is capable of supplying daytime power to the Luzon grid throughout the year. It has a designed capacity of 63 MWdc that can power approximately 30,000 houses in the region and can reduce annual carbon emission by at least 50,000MT of CO₂ of greenhouse gases.

Background. In July 2020, the Company commenced construction of its 63 MWdc solar farm located in the Municipality of Palauig, Zambales, through its wholly-owned subsidiary Gigasol3, Inc. (“Gigasol3”). In April 2021, the Company energized its Palauig Solar project and successfully ended commissioning stage in May 2021. In July 2021 the Independent Electricity Market Operator of the Philippines (“IEMOP”) approved Gigasol Palauig Solar project commercial operations date.

Power Offtaker / Energy Sales. Palauig Solar is connected to the 69kV NGCP Botolan Substation via tap in connection to the 69jV NGCP Botolan-Candelaria Transmission Line. On June 2021, the ERC granted Palauig Solar provisional authority to operate. The power plant supplies the ACEN wholesale and RES business.

Alaminos Solar

Alaminos Solar is a greenfield solar farm that is capable of supplying daytime power to the local grid throughout the year. It is the second largest solar power plant in the Philippines and can generate enough power to supply clean energy to approximately 80,000 homes while avoiding 111,034.37 MT CO₂ of greenhouse gases. The Alaminos solar farm is notable for its pioneering Sustainability Hub where ACEN has started to integrate the circular approach.

Background. In January 2020, the Company commenced construction of its 120 MWdc solar power farm located in the Municipality of Alaminos, Laguna, through its wholly-owned subsidiary SolarAce1 Energy Corp. (“SolarAce1”). On June 2021, the Company energized Alaminos Solar and achieved full commercial operations on July 2021.

Power Offtaker / Energy Sales. Alaminos Solar is connected to NGCP’s 69kV Bay Substation through a 2.5km 69kV Transmission Line. Although the ERC granted Alaminos Solar provisional authority to operate, the plant is still awaiting COC. The power plant supplies the ACEN wholesale and RES business.

Alaminos Battery Energy Storage System Project

In October 2020, the Company commenced construction of the 2x20 MW Alaminos Battery Energy Storage System Project located in the Municipality of Alaminos, Laguna. The project was completed in the first quarter of 2022.

Bataan Solar (Bataan RE Tech Hub)

Bataan Solar Energy Inc. (“BSEI”) was incorporated and registered with the SEC on 27 July 2016 with the primary purpose to carry on the business of operating, managing, maintaining, and rehabilitating solar energy systems, including bulk procurement, marketing and setting up of arrangement and brokerage of the same solar energy systems as necessary for the generation, transmission, distribution and sale and delivery of electricity to domestic, commercial, industrial users or distribution companies, and the acquisition and/or lease of franchises from private and/or government entities. It is a wholly-owned subsidiary of Gigasol2, Inc.

Background. It is the holder of Solar Energy Service Contract No. 2017-06-410, pursuant to which it has the exclusive right to explore, develop, and utilize solar energy resources within a certain area in the Municipality of Mariveles in the Province of Bataan. The Company began the construction of the Bataan RE Tech Hub in September

2020. The renewable energy laboratory shall be used to study state-of-the-art PV modules and other emerging technologies that may be incorporated by the Company in its upcoming projects.

Power Offtaker / Energy Sales. The Bataan RE Tech Hub is a research facility using various technologies for PV, Inverter, and Energy Storage Systems.

Arayat-Mexico Solar Farm

On 26 April 2021, ACEN issued a notice to proceed for its 72 MWdc Arayat Solar project located in Arayat and Mexico, Pampanga. The project is under Greencore, a joint venture between ACEN and CSCE, and is targeted to be completed by 2022. CSCE (through its affiliates) is expected to provide the engineering, procurement and construction services for the Arayat-Mexico Solar project as well as project development and plant operations and maintenance. The project was expanded to 116MW through a 44-MW second phase, which was completed in March 2024.

Background. In April 2022, ACEN and Citicore Renewable Energy Corporation announced that they have fully energized the 72-megawatt (MW) first phase of the Arayat-Mexico solar farm in Pampanga in time for the demand surge that summer. Once fully operational, the solar farm will produce an estimated 105 gigawatt-hours of renewable energy per year, enough to power 45,000 households and avoid 72,000 metric tons of carbon dioxide emissions annually.

Capa Wind

Amihan Renewable Energy Corp. ("Capa Wind") is the fourth wind farm project of ACEN in Ilocos Norte. Capa Wind provided the lowest winning bid for wind supply at a flat rate of ₱3.8583/kWh for 20 years under the first round of GEAP. The 70 MW wind farm will generate and supply clean power to more than 60,000 homes per year, and provide over 300 local jobs during its construction stage.

On 29 July 2022, ACEN, through its subsidiary Capa Wind, signed an agreement with Siemens Gamesa Renewable Energy Technology (SGRE) for the supply and installation of fourteen units of wind turbines for the construction of the next wind project of ACEN in Caparispisan, Pagudpud, Ilocos Norte. Once completed, the wind project can produce over 220 GWh of renewable energy per year and eliminate over 130,000 tonnes of CO2 emissions annually.

The 70 MW Capa Wind project will help deliver ACEN's supply commitments secured under the first round of the Department of Energy's Green Energy Auction Program held in June this year. Capa Wind provided the lowest winning bid for wind renewable energy supply at a flat rate of ₱3.8583/kilowatt-hour for 20 years.

The estimated project cost is ₱6 billion, with a target completion by 2024. Capa Wind is a wholly owned subsidiary of North Luzon Renewables, which is a joint venture between ACEN and Diamond Generating Asia, Limited. Capa Wind is the second wind project of the joint venture company.

Pangasinan Solar

In January 2023, ACEN began the construction of the 60 MW Pangasinan Solar farm, ACEN's first development in Pangasinan, and the company's second solar farm to commence major construction works in 2023. The ₱2.8 billion project utilizes ground-mounted solar photovoltaic panels and will be directly connected to the grid through a 2-km transmission line to the NGCP 69kV San Manuel Substation.

Once operational, Pangasinan Solar is expected to generate 94 GWh of renewable energy per year, enough to power an estimated 55,000 homes and avoid approximately 58,369 metric tons of CO₂ emissions annually. The project also aims to boost Pangasinan's local economy with the creation of an estimated 1,000 jobs during the plant's construction phase.

In December 2022, ACEN announced its acquisition of Sinocalan Solar Power Corp. through the signing of a deed of absolute sale of shares with Sungrow Power Renewables Corp. and Havilah AAA Holdings Corp. This allowed ACEN to fast-track the development of Pangasinan Solar, with a potential expansion of up to 100 MW.

SanMar Solar (Phase 1 and 2)

SanMar Solar, a 585 MWdc solar farm located in San Marcelino, Zambales, is one of the largest solar projects in the country as of 31 December 2023. The solar farm's three phases are capable of producing over 871 GWh of renewable energy per year and eliminating 287,796 tonnes of CO₂ emissions annually.

The solar farm sits on approximately 300 hectares of unutilized land covered by lahar, effectively converting the area into a sustainable energy source, and has an expansion potential of up to 700 MW. The project is expected to bring significant value to the local community, with up to 500 direct jobs during construction.

As of December 31, 2025, phases 1 and 2 of SanMar Solar representing 385 MW of the plant's capacity was already operational, while the third, 200 MW phase remains under construction and is targeted for completion in 2027.

Cagayan North Solar

On 24 March 2022, ACEN, ACE Endeavor, Inc. ("Endeavor") and CleanTech Renewable Energy 4 Corp. ("CleanTech") announced that they formed a joint venture company, Natures Renewable Energy Development Corporation (NAREDCO) to develop, own and operate a 133 MW solar farm and transmission line project located in Lal-lo, Cagayan. The companies signed a shareholders' agreement for the strategic partnership, with ACEN and Endeavor to have a combined 60% ownership stake in NAREDCO, and CleanTech owning the remaining 40%.

NAREDCO constructed the solar farm and transmission line, which has a potential expansion of up to 200 MW. The solar farm is located on a 115-hectare flat land known for its high solar irradiance in Barangays Magapit and Sta. Maria, which connects to the 69kV NGCP Lal-lo (Magapit) substation via a 3-km transmission line.

The 133 MW solar farm is expected to produce 188 GWh of renewable energy annually, enough to power 75,000 households while avoiding approximately 112,405 MT of CO₂ emissions annually. It began generating power in January 2024.

Pagudpud Wind

Pagudpud Wind Power Corp. ("PWPC") was incorporated and registered with the SEC on 9 December 2009 as a holding company for renewable energy and other corporations. PWPC is the parent company of Bayog Wind Power Corp. ("BWPC"), which is the project company for the Pagudpud Wind Project in Ilocos Norte.

On 18 May 2021, the Company commenced construction of the 160 MW GigaWind Pagudpud wind farm in Pagudpud, Ilocos Norte province, which is set to be the biggest wind farm in the Philippines to date. The ₱11.4 billion facility will be the Company's third wind development in Ilocos Norte. The Company is developing the Ilocos Norte Wind Project in partnership with UPC Renewables. The Ilocos Norte Wind Project began generating power in 2024.

Pagudpud Wind secured a long-term offtake agreement through the Green Energy Auction Program (“GEAP”) of the DOE auctioned in June 2022.

Renewable Energy Projects in Operation in Australia

New England Solar

The first phase of New England Solar, operating under ACEN NESF HoldCo Pty Ltd., located near Uralla in New South Wales, is ACEN’s first project in Australia. The first 522 MWdc phase of NESF began exporting power in 2023. Its 200 MW battery energy storage system is currently under construction and is expected to be completed in 2026.

New England Solar is expected to be ultimately a combined 720 MW solar farm and 400 MWh battery energy storage development. Once fully constructed, the project will produce enough energy to power approximately 185,000 typical NSW households each year.

Stubbo Solar

ACEN Australia awarded the Engineering, Procurement and Construction (EPC) contract for the construction of the 520 MWdc (400 MWac) Stubbo Solar project to PCL Construction (“PCL”). PCL is an experienced and diverse construction partner that delivers complete solar energy solutions in Australia, the United States, and Canada.

The 520 MWdc (400 MWac) solar project is located within the Central-West Orana Renewable Energy Zone in the Mid-Western Regional Council region and will connect to the existing 330 kV network between Wollar and Wellington. The project will produce enough clean, renewable energy to power more than 185,000 average Australian homes. The project’s development approval also includes provisions for a 200 MWh battery energy storage system, allowing for the project to later be adapted to dispatch energy when it is most needed during peak hours and provide important grid stability services.

Stubbo Solar was granted development consent in 2021. Construction of the site access recently commenced, with construction of the main works by PCL also starting in 2023. The solar farm is estimated to have created up to 400 jobs during construction and up to 10 ongoing jobs, generating many contracting opportunities for local businesses. Wherever possible, workers and businesses from the local and regional area are prioritised for employment and contracting opportunities to help maximise the benefits for local communities. The project reached commercial operations in December 2025.

Renewable Energy Projects in Operation in Vietnam & Lao PDR

Khanh Hoa Solar Plant and Dak Lak Solar Plant

Background. The Khanh Hoa Solar Plant has a capacity of 50MWp and is located in the Khanh Hoa province. The Dak Lak Solar Plant has a capacity of 30MWp and is located in the Dak Lak province. The projects reached commercial operations in the second quarter of 2019.

Power Offtaker / Energy Sales. The Khanh Hoa Solar Plant delivers its power through a 5.5km 110kV transmission line to a Vietnam Electricity (“EVN”) substation. EVN is a state-owned corporation which ensures electricity supply for Vietnam. The Dak Lak Solar Plant delivers its power through a 110kV transmission line adjacent to an EVN substation.

The projects have a 20-year power purchase agreement (“PPA”) with EVN with a FIT rate of U.S.\$0.0935/kWh.

Ninh Thuan Solar Farm

Background. In October 2017, the Company, through its subsidiary, entered into a partnership with the BIM Group for the development of an up to 330MWp of solar plants—the Ninh Thuan Solar Plants. Total capacity was divided among three sites—30MWp in site 1, 50MWp in site 2, and up to 250MWp in site 3. The project is the first project under the partnership with the BIM Group and is one of the largest solar farms in Vietnam. The Ninh Thuan Solar Plants commenced operations in the second quarter of 2019. In the second quarter of 2020, the Company commenced construction of a 75MWp expansion within the site area of the existing 330MWp Ninh Thuan Solar Plants, which reached commercial operations in the fourth quarter of 2020. The expansion was completed in 2021.

Power Offtaker / Energy Sales. All three sites have a 20-year PPA with EVN with a FIT rate of U.S.\$0.0935/kWh. The solar expansion has been awarded the second phase ground mounted solar projects FIT rate of U.S.\$0.0709/kWh 20-year PPA with EVN. The contracts are paid in Vietnamese Dong but amount received is indexed against the U.S. Dollar on a monthly basis, preserving the U.S. Dollar FIT rate under the PPA.

Mui Ne Wind Farm (Phase 1)

Background. Construction of the first phase of the Mui Ne Wind Farm (40MW) located in the Binh Thuan Province commenced in 2019. The project uses 10 4.2MW V150 wind turbines from Vestas.

Power Offtaker / Energy Sales. The project delivers its power through a combination of 6.5km transmission lines to the 110kV Mui Ne substation. The project is qualified for a 20-year PPA with EVN and FIT rate of U.S.\$0.085/kWh.

Mui Ne Wind Farm (Phase 2)

Background. In the second quarter of 2021, the Company awarded General Electric the turbine supply of the 40MW second phase of the Mui Ne Wind Farm located in Binh Thuan Province under its partnership with The Blue Circle. It began commercial operations in 2021.

Power Offtaker / Energy Sales. The project was completed in 2021 and qualified for the wind FIT rate of U.S.\$0.085/kWh PPA with EVN.

Ninh Thuan Wind Farm

Background. The Company commenced construction of an 88 MW wind farm located in Ninh Thuan Province, Vietnam under its partnership with the BIM Group (the “Ninh Thuan Wind Farm”) in 2020. It is expected to produce 327 GWh per year once fully operational, enough to power around 50,000 homes per year with renewable energy that can help avoid 298,551 tons of CO₂ annually.

Power Offtaker / Energy Sales. The project was completed in 2021 to qualify for the wind FIT rate of U.S.\$0.085/kWh PPA with EVN.

Quang Binh Wind Farm

Background. As part of the joint venture with AMI Renewables signed in December 2017, the joint venture, through its subsidiary, B&T WindFarm Joint Stock Company, owns the Quang Binh Wind Farm in Quang Binh Province. In July 2020, construction commenced on one of the largest onshore wind farms in Vietnam with an aggregate capacity of 210 MW. The Quang Binh Wind Farm has two phases consisting of 109.2 MW and 100.8 MW, with firm orders already having been issued to the wind turbine supplier for both phases. In the first quarter of 2021, the joint venture issued a notice to proceed for a 42 MW expansion of the Quang Binh Wind project. The project's capacity is expanded to 252 MW. Quang Binh Wind was completed in 2021.

Power Offtaker / Energy Sales. The Quang Binh Wind Farm qualified for the wind FIT rate of U.S.\$0.085/kWh PPA with EVN.

Lac Hoa Wind & Hoa Dong Wind Farm

The Company and UPC formed a joint venture in the construction of two wind projects, the Lac Hoa and Hoa Dong Wind Farms, in the Soc Trang province of southern Vietnam, with an aggregate capacity of 60 MW. The projects utilize wind turbines from Vestas delivered in different power ratings with site-specific towers for both projects. To maximize energy yields on both sites, the turbines feature a record hub height of 162m. The project commenced construction in June 2020.

Project construction was impacted by the recent Vietnam COVID-19 lockdowns wherein stricter restrictions of travel and movement of both people and equipment were imposed, and completed construction in 2024

Power Offtaker / Energy Sales. The plants initially received a transitional tariff of 793.5 VNĐ/kWh, 50% of the maximum tariff for wind projects that reached commercial operations date after the FIT deadline of 31 October 2021. A permanent tariff at the rate of 1,579 VNĐ/kWh has been negotiated with EVN and will be applied retroactive to COD date.

First Phase Acquisition of SUPER Energy's Vietnam Solar Platform (Solar NT)

ACEN, through its subsidiary, ACEN Vietnam Investments Pte. Ltd., in June 2023, moved forward on signing the Shareholders' Agreement and other definitive agreements for the closing of the acquisition of Super Energy Corporation Public Company Limited's ("SUPER") solar power business in Vietnam. This strategic partnership follows the share purchase agreement signed by the two companies in 2022.

SUPER currently owns and operates 837 MW of solar projects in Vietnam through Solar NT; ACEN is to take up 49% ownership of Solar NT through a phased acquisition. The closing of the first phase of the transaction has just been completed, covering 287 MW of net dependable capacity. Meanwhile, the remaining phases are expected to be completed within the year, with a total consideration estimated at \$165 million.

Power Offtaker / Energy Sales. Super Solar holds 20-year PPAs with EVN, commencing in June and December 2019. The FIT rate applied to these PPAs is U.S.\$0.0935/kWh.

Monsoon Wind

ACEN, through subsidiary ACEN Renewables International Pte. Ltd., signed the financing documents for the non-recourse project financing for the Monsoon Wind, the first wind power project in Lao PDR. Monsoon Wind will construct, own, and operate a 600 MW wind power plant and its 500 kV transmission line in the Sekong and Attapeu provinces located in southeastern provinces of the Lao PDR. Monsoon Wind is also the first cross-border wind project in Southeast Asia.

The Monsoon Wind project is a partnership with ACEN, BCPG Public Company Limited, Impact Electronics Siam Limited, Mitsubishi Corporation and SMP Consultation and STP&I Public Company Limited. The project will be co-financed by the Asian Development Bank as lead arranger, Asia Infrastructure Investment Bank, Japan International Corporation Agency, the Export-Import Bank of Thailand, Hong Kong Mortgage Corporation, Sumitomo Mitsui Banking Corporation, Kasikornbank, and Siam Commercial Bank. Monsoon Wind is one of the key projects in the Vietnamese government's electricity development plan. It is expected to alleviate the electricity supply-demand challenges in Vietnam, while the country pushes through with their decarbonization goal. The project aims to help strengthen the connectivity in the ASEAN region through the provision of cross-border electricity sales. The Lao government will benefit from the project through revenue from royalty fees and other sources based on the Concession Agreement. The project will also bring green energy jobs with the construction of the 600 MW wind power and during its operation. The project achieved commercial operations in August 2025.

Power Offtaker / Energy Sales. Monsoon Wind holds a 25-year PPA with EVN. The FIT rate applied to this PPA is U.S.\$0.0695/kWh.

Renewable Energy Projects in Operation in Indonesia

Salak-Darajat Geothermal Projects

Background. The assets include the Salak and Darajat geothermal fields in West Java, Indonesia with a combined capacity of 637MW of steam and power. The project has a combination of long term steam and power supply agreements with PLN.

In December 2024, construction began on Unit 7 of the Salak Geothermal Plant. This expansion will increase the plant's capacity by 40 MW, 6 MW of which attributable to ACEN. It is expected to generate an additional 320 GWh of power annually.

In January 2025, the Salak Binary plant was completed, adding a further 15 MW of net dependable geothermal capacity to the facility for an aggregate of 663 MW.

Power Offtaker / Energy Sales. The project has multiple agreements with PLN to purchase steam and energy with various tariff ranging from U.S.\$0.06-0.07 /kWh with various tenors until 2047.

Renewable Energy Projects in Operation in India

Sitara Solar

Background. In July 2020, the Company, through its joint venture UPC-AC Energy Solar, issued notice-to-proceed for the 140 MWdc Sitara Solar farm in Rajasthan, a desert state with the highest irradiation in India. The project utilizes Risen Energy monocrystalline panels and is expected to start power generation in the first half of 2021. In May 2021, despite the worsening pandemic situation in India, the 140 MWdc Sitara Solar project in Rajasthan started commercial operations.

Power Offtaker / Energy Sales. The project will supply energy to the Solar Energy Corporation of India. UPC-AC Energy Solar won the power supply agreement for Sitara Solar via a competitive bid at INR 2.48 per kWh, fixed over a 25-year period, commencing in May 2021.

Paryapt Solar

Background. In October 2020, the Company, through its joint venture UPC-AC Energy Solar, issued notice-to-proceed for a 70 MWdc solar plant in Gujarat, one of the first states to develop solar generation capacity in India, aiming for 100 GW of renewables capacity by 2030. The Paryapt Solar Farm (Paryapt Solar Energy Private Limited) uses Jinko monocrystalline solar panels. In April 2021, UPC-AC Energy Solar achieved a significant milestone with the start of commercial operations of its 70 MWdc Paryapt Solar project located in the State of Gujarat, India.

Power Offtaker / Energy Sales. The project supplies energy to Gujarat Urja Vikas Nigam Ltd. UPC-AC Energy Solar won the power supply agreement for the project via a competitive bid at INR 2.55 per kWh, fixed over a 25-year period beginning April 2021.

Masaya Solar

Background: On January 30, 2022, ACEN and UPC Solar Asia Pacific, commenced construction of their 300 MWac (420 MWdc) Masaya Solar farm. Through their joint venture company, UPC-AC Energy Solar, they have built a total of 630 MWdc across India.

The Masaya Solar project is located in the Khandwa District, State of Madhya Pradesh, and is set to produce ~690 GWh of renewable energy per year while avoiding approximately 635,000 MT of CO₂ emissions annually. The project will create approximately 500 jobs during its construction stage. The Masaya Solar farm reached full operations in the first quarter of 2024 and is UPC-AC Energy Solar's third and largest solar project in India to date.

Power Offtaker / Energy Sales. The joint venture supplies electricity at INR 2.71 per kWh fixed over a 25-year period commencing March 2024 under a power supply agreement with the Solar Energy Corporation of India.

Renewable Energy Projects in Operation in the United States

Chestnut Flats Wind

Background: In January 2024, UPC Power Solutions, a joint venture between ACEN, PivotGen and UPC Solar & Wind Investments, completed the purchase agreement with EDF Renewables North America to acquire lessee interests in the 38 MW Chestnut Flats operating wind project located near Altoona, Pennsylvania, EDF Renewables will continue to provide asset management and operations and maintenance services.

Chestnut Flats, which has been operating since 2011 uses 19 Gamesa turbines, which are set to be repowered in 2025.

Power Offtaker / Energy Sales: Chestnut Flats supplies electricity at 9 US cents per kWh to the Delmarva Power and Light Company.

Stockyard Wind

In March 2023, ACEN, through its joint-venture company, UPC Power Solutions LLC, signed a Purchase and Sale Agreement with US-based GlidePath Power Solutions LLC (“**GlidePath**”) for the acquisition of a portfolio of eight operating wind projects. Collectively known as Stockyard Wind (operating under Stockyard Wind LLC), the assets have a total net dependable capacity of 136 MW, located in northern Texas, USA. The resulting strong-growth U.S. platform leverages the combined expertise of ACEN and its partners, Pivot Power Management and UPC Solar & Wind Investments. The wind assets are expected to generate approximately 360 GWh of wind energy per year, enough to power approximately 24,000 households and estimated to avoid approximately 127,000MT of carbon dioxide emissions.

This milestone marked ACEN’s anticipated entry into the fast-growing U.S. renewables market as it expands its geographic footprint beyond the Asia-Pacific region. Announced in April 2022, ACEN, through its subsidiary ACEN USA LLC, formed a strategic partnership with Pivot Power Management and UPC Solar & Wind Investments LLC to pursue opportunities to acquire operating wind projects in the U.S., and explore strategies for extending their useful life through preventative maintenance and repowering.

Repowering of the plant’s turbines was completed in March 2025, with generation to ramp up throughout the year.

Power Offtaker / Energy Sales. Stockyard Wind sells its output on a merchant basis to the Southwest Power Pool. It also generates production tax credits (PTC) which can be sold once contracted with a third-party buyer.

Renewable Energy Projects Under Construction in the Philippines

Palauig 2 Solar

ACEN further boosted its renewable energy portfolio the Philippines, with the construction of the 300 MW Palauig 2 Solar farm located in Zambales, an area with one of the country’s highest irradiance zones and solar energy potential.

In proximity to ACEN’s operating 63 MW Palauig 1 Solar project, the cost of the new development, including the construction of the 1,200 MW transmission line, is estimated at ₱16 billion. 540 MWp high-efficiency solar panels will be supplied by module manufacturer, Seraphim.

ERS Energy Pte. Ltd. (ERS) and Global Electric Power Development Corporation (GEC) are signed on as the project’s Engineering Procurement and Construction (EPC) contractors, with ERS as the offshore supplier and GEC as the onshore construction contractor.

Upon completion expected in the first half of 2026, Palauig 2 Solar is expected to produce over 450 GWh of clean energy per year, and together with Palauig 1 Solar’s 90 GWh output, is expected to sustainably power the equivalent of approximately 139,000 homes and avoid approximately 350,000MT of carbon dioxide emissions annually.

San Marcelino Solar 3

ACEN is progressing with the development of the third phase of the San Marcelino Solar project in Zambales, further strengthening its expanding solar platform in the region. San Marcelino Solar Phase 3 will add 200 MW of new capacity and is expected to generate nearly 300 GWh of clean energy annually, contributing to ACEN’s growing renewable energy portfolio. The project has an estimated project cost of over ₱ 8 billion, reflecting ACEN’s continued investment in large scale, utility grade solar infrastructure.

Phase 3 builds on the success of the earlier phases, leveraging existing site infrastructure and transmission access to accelerate development. Once operational, it will enhance Luzon’s renewable supply while supporting local economic activity through additional green energy jobs.

Quezon North Wind

Quezon North is a multi-phase onshore wind project spanning the municipalities of Real and Mauban, in Quezon Province. When completed, it will be the largest wind project in the Philippines, with a capacity of up to 553 MW and over 1,700 GWh of annual renewable energy generation. The first 345 MW phase, which will be powered by 53 Envision wind turbines received approval to begin construction in October 2024, and is expected to be completed by Q2 2027.

Quezon North 1 is a GEAP project, and will have a 20-year contract with a tariff of ₱ 5.79/kWh.

Renewable Energy Projects under Construction in India

Maharashtra C&I Hybrid Solar & Wind

The 153 MWdc (115 MWac) project, developed in partnership with US-based power company Yanara, is ACEN's first hybrid wind-solar and round-the-clock asset that is expected to deliver up to 290 GWh of clean and dispatchable higher CUF power to commercial and industrial (C&I) customers in Narangwadi in the state of Maharashtra. Hybridization optimizes multiple renewable technologies mix to meet customers' load requirements.

The project has secured a 25-year 89 MW PPA for INR 3.62 per kWh with the Maharashtra State Electricity Distribution Company, and is expected to be completed in 2026.

Bijapur Wind

The 120 MWp Bijapur 1 Wind project in Karnataka, India, is being developed in partnership with UPC Renewables. The 120 MWp Bijapur 1 Wind project (operating under Diyos Renewables India Project Private Limited) in Karnataka, India, is being developed in partnership with UPC Renewables. 100 MW of the plant's capacity is contracted with SJVN at INR 3.99 per kWh.

Upon completion in 2027, the plant is expected to generate ~318 GWh of renewable energy annually.

Tejorupa Solar Tejorupa Solar (operating under Tejorupa Renewables India Project Private Limited) is a 405 MW project co-developed with UPC Renewables in Rajasthan, India. It is expected to be completed in 2027, with 250 MW of its capacity already contracted with the Solar Energy Corporation of India (SECI) at INR 2.56 per kWh, and 50 MW allocated for the IEX. The planned capacity of 405 MW as of 31 March 2025 has been increased to 420 MW as of 30 June 2025.

It is expected to generate 762 GWh of electricity annually once fully operational.

Sheo 1 Hybrid

Sheo 1 Hybrid, developed in partnership with Yanara, is a power facility combining wind, solar, and battery storage, with a total installed capacity of 389 MW. The project is expected to be completed in 2027, with 120 MW of its capacity already contracted with the National Hydroelectric Power Corporation (NHPC)

Upon completion, Sheo 1 Hybrid is expected to deliver approximately 894 GWh of clean energy annually

Sheo 2 Hybrid

Sheo 2 Hybrid is a wind-solar-battery project developed in collaboration with Yanara. The asset is designed to deliver dispatchable renewable energy to National Thermal Power Corporation (NTPC).

Sheo 2 Hybrid is estimated to have an annual generation of up to 886 GWh and expected to be completed in 2027.

Renewable Energy Projects Under Construction in Malaysia

Solarscape and Dayasinar Solar

In the first quarter of 2025, construction began on the Solarscape and Dayasinar solar plants, each with a capacity of 40 MW, in the state of Kedah, Malaysia. The projects are being developed with ib vogt, with ACEN holding 80% economic interest in both plants. Upon completion in 2026, the plants' output will be fully contracted to corporate offtakers through Malaysia's New Enhanced Dispatch Arrangement (NEDA) program, which allows generators to sell directly to customers above a certain demand threshold.

Other Businesses

Retail Electricity Supply Business

The Company began its active participation in the WESM when it obtained membership as a Wholesale Aggregator on 20 September 2007. The WESM serves as a platform where electricity generated by power producers are centrally coordinated and traded like any other commodity in a market of goods. On 19 November 2012, the Company secured its RES license from the ERC under RES License No. SL-2012-11-009 to supply electricity to the Contes1 Market. On 20 November 2019, the ERC issued to the Company RES License No. 11-2019-0057RS valid until 19 November 2022. On 18 November 2022, the Company was issued RES License No. 01-2023-0091RS valid from 20 November 2022 until 19 November 2027. As of the year ended 31 December 2023, the revenue sales from power supply contracts reached ₱25.0 billion and ₱11.2 billion, respectively, and contributed the bulk of total energy sold for each period. For the years ended 31 December 2025 and 31 December 2024, revenue from power supply contracts amounted to ₱16.78 billion and ₱22.11 billion, respectively.

As of 31 December 2025, the Company has an estimated 1,755 MW of retail customer contracts and 100 MW of wholesale customer contracts,

Bulk Water Supply Business

ACE Endeavor owns 100% ownership interests in bulk water supply companies SCC Bulk Water, HDP Bulk Water, LCC Bulk Water, and MCV Bulk Water. The companies entered into water supply contracts for the provision of water to the power generation plants of San Carlos Biopower Inc. ("SCBP"), San Carlos Bioenergy, Inc., South Negros Biopower, Inc., and North Negros Biopower, Inc., respectively, in Negros Occidental.

Land Lease and Development

The Company, through its subsidiaries, owns 100% ownership interests in Solienda Incorporated (“Solienda”) and San Julio Land Development Corporation (“SJLD”) and approximately 66% of Manapla Sun Power Development Corp. (“MSPDC”). These companies enter into various contracts with the Company’s projects to assist in the management and maintenance, among others, of select renewable projects.

Solienda

Solienda was incorporated and registered with the SEC on 29 November 2016 to deal and engage in land lease and real estate business. On 5 December 2016, San Julio Realty, Inc. assigned to Solienda the absolute and irrevocable title, rights and interest in the contract of lease, and the subsequent amendment agreements, with San Carlos Sun Power, Inc., SacaSol and SCBP.

San Julio Land

SJLD was incorporated on 20 June 2014 with a primary purpose to deal and engage in land and real estate business, to hold, own, develop, manage, administer, purchase, lease, encumber, construct, alter in whole or in part, or otherwise deal in and dispose of, for itself or for others, for profit, all kinds of real estate projects, including, but not limited to, residential, commercial, industrial, as well as utilities, with or for persons and entities an under such terms and conditions as may be permitted by law; to enter into joint ventures and other similar arrangements in the furtherance of such land and real estate business. SJLD has ownership interest in MSPDC.

Manapla Sun Power

MSPDC was incorporated and registered with the SEC on 16 December 2014 with a primary purpose to engage in the business or renewable energy such as, but not limited to biomass, mini-hydro or solar power and ancillary business, and to own, lease, operate, manage or develop public or private lands. In March 2017, ACEIC, acquired 66.2% of MSPDC. MSDPC is the landowner of and the lessor for IslaSol’s solar farm in Manapla, Negros Occidental.

SOURCES AND AVAILABILITY OF RAW MATERIALS

For its power business, 100% of the Company’s attributable capacity from owned assets is fueled by renewable energy sources, as of 31 December 2025.

TRANSACTIONS WITH RELATED PARTIES

In the ordinary course of business, the Company transacts with its related parties, such as its subsidiaries, and certain of its associates, joint ventures, and affiliates enter into transactions with each other. These transactions principally consist of advances, loans, reimbursement of expenses, management, marketing, and administrative service agreements. *(See Note 22 to the Company’s audited consolidated financial statements as of and for the year ended 31 December 2025.)*

INTELLECTUAL PROPERTY

The Company applies with the Intellectual Property Office (“**IPO**”) of the Philippines for the registration of various trademarks as part of its continuing efforts to protect and strengthen its brand. As of 28 February 2025, the following trademarks are registered in the name of the Company under the following terms:

Trademark	Date of Registration	Term
Gigawind (with logo)	10 March 2022	10 years (until 10 March 2032)
CampMak (tradename only)	10 March 2022	10 years (until 10 March 2032)
Energy Storage (with logo)	7 April 2022	10 years (until 7 April 2032)
Renewable Energy TechHub An AC Energy Research Center (with logo)	7 April 2022	10 years (until 7 April 2032)
Bulacan Thermal (with logo)	7 April 2022	10 years (until 7 April 2032)
La Union Thermal (with logo)	7 April 2022	10 years (until 7 April 2032)
Subic Thermal (with logo)	7 April 2022	10 years (until 7 April 2032)
Ingrid Power Pililla (with logo)	7 April 2022	10 years (until 7 April 2032)
ACEN (with logo)	23 April 2022	10 years (until 23 April 2032)
Gigasol (with logo)	23 April 2022	10 years (until 23 April 2032)
Giga Storage (tradename only)	10 June 2022	10 years (until 10 June 2032)
ENEX (tradename only)	25 August 2022	10 years (until 25 August 2032)
ACEN RES (tradename only)	31 July 2023	10 years (until 31 July 2033)
ACEN RES Recharge (tradename only)	25 August 2023	10 years (until 25 August 2033)
ACEN RES Renewable Energy Solutions (tradename only)	5 October 2023	10 years (until 5 October 2033)
ACEN RES Renewable Energy Solutions (with logo)	6 October 2023	10 years (until 5 October 2033)
Gigasol (tradename only)	10 October 2024	10 years (until 10 October 2034)
Gigawind (tradename only)	10 October 2024	10 years (until 10 October 2034)
Alaminos Energy Storage Renewable Energy from ACEN (with logo)	17 October 2024	10 years (until 17 October 2034)
ACES (with logo)	19 October 2024	10 years (until 19 October 2034)
Palauig Solar 1	23 November 2024	10 years (until 23 November 2034)
Palauig Solar 2 (with logo)	23 November 2024	10 years (until 23 November 2034)
Palauig Solar (with logo)	23 November 2024	10 years (until 23 November 2034)

The Company maintains a record of all its trademark applications and ensures the timely execution and filing of the relevant Declaration of Actual Use within three (3) years from the date of filing of the application to avoid removal of its trademarks from the IPO’s registry. The Company also files the 5th year DAU within one (1) year from the 5th anniversary of the date of registration. Finally, the Company files for renewal no later than six (6) months before expiration of the registration to safeguard its rights over the trademark/s.

The Company regularly monitors applications with the IPO to ensure that it can timely oppose trademarks that are confusingly or deceptively similar to its registered marks.

FUTURE PROJECTS

ACEN continues to scale up its RE platforms and strengthen its partnerships, supported by a robust pipeline of projects across the region at various stages of development.

The development of these projects is intended to help the Company achieve its 2030 objective of reaching 15 GW in attributable renewable energy capacity, building from its current level of approximately 7 GW. Beyond this, ACEN continues to pursue its longer-term aspiration of 20 GW, which the Company views as attainable a few years after 2030. A significant portion of the pipeline is being advanced with strategic partners. While the geographic distribution of ACEN's future capacity will remain dependent on market conditions in the intervening years, the Company will continue focusing on four key markets - Philippines, Australia, India, and Vietnam-Lao PDR – while maintaining a strategic presence in its other markets to capture emerging opportunities.

In GW	Current
Philippines	2.4
Australia	1.2
Vietnam-Lao PDR	1.2
India	1.7
Indonesia and other markets ⁴	0.5
Total	7.0

DISTRIBUTION OF PRODUCT

For the power business, electricity sales have been sold at the ERC approved rates for electric cooperatives and distribution utilities (“DUs”) and at negotiated, market-determined prices for bilateral contracts. The WESM is another default market where electricity purchases are settled based on market or spot rates. Delivery of the product is coursed through transmission lines currently owned by NGCP and to a certain extent, the electric cooperatives and DUs in exchange for payment of distribution wheeling charges. However, any “delivery” to a customer is in reality electricity generated and delivered to the grid by the Company which is indistinguishable from the electricity generated by other generators.

Existing off-take agreements assure a certain level of demand from the Company's customers. In 2019, the Company was declared one of the best bids for MERALCO's 1,200MW baseload demand and 500MW mid-merit supply. The Company was awarded supply agreements for 200MW baseload and 110MW mid-merit MERALCO's demand for ten (10) and five (5) years, respectively. ACEN CORPORATION also has other large customers aside from MERALCO, and is thus not dependent on any single customer for the viability of the power business.

⁴ Includes United States of America, as well as markets covered by ACEN's joint venture with NEFIN Holding Limited.

As of 31 December 2025, the Company holds around 482 MW of retail/contestable customer contracts, 64 percent of which through the Green Energy Option Program and 36 percent through the Retail Competition and Open Access program. Furthermore, the Company also has a wholesale contract with MERALCO for 200MW baseload capacity. In addition, the recent Supreme Court ruling, upholding the requirement of Power Supply Agreements submitted by MERALCO and other DUs with the ERC after 30 June 2015 to undergo a competitive selection process, provided an opportunity for the Company to enter into wholesale supply contracts with the distribution utility. The Company won the bid to supply MERALCO with a 200MW baseload demand from 26 December 2019 to 26 December 2029. Subsequently, the Company won the bid to supply 110MW mid-merit supply to MERALCO from 26 December 2019 to 26 December 2024, which was terminated on 2 November 2024. The Company received a copy of the provisional ERC approvals for the contracts on 31 January 2020 and the final approvals on 13 May 2020 for the baseload and on 1 June 2020 for the mid-merit. The Company's larger supply portfolio will help supply this demand, coupled with the new projects in the pipeline.

Internationally, the Company's operating portfolio provides power mainly to four markets as of 31 December 2025: Indonesia, India, Vietnam, and Australia. In Indonesia, the Company provides power to PLN, under a PPA. As for India, the Company provides power through PPAs to various DUs, which are linked to respective state and local governments. As of 31 December 2025, these are the Solar Energy Corporation of India ("SECI") and Gujarat Urja Vikas Nigam Ltd. ("GUVNL"). In Vietnam, ACEN's platform provides power under FIT contracts to state-owned power company EVN, which has total control of the national power transmission and distribution market. In Australia, as of 31 December 2025, the New England Solar Farm (NESF) was contracted at 64 percent based on contracted capacity, while Stubbo was contracted at 10 percent. These long-term contracts provide a stable revenue base, with the remainder of the offtake sold into the National Electricity Market ("NEM"). Efforts are underway to increase overall contracting levels, with a target of reaching about 40 percent combined contracting across the platform in the following year.

With the exception of Australia, revenues from foreign sources are not consolidated into the Company's total revenues because the international assets are not accounted for as subsidiaries; thus, the percentage of sales or revenues and net income contributed by foreign sales for each of the last three (3) financial years is not material.

COMPETITION

The Company believes that it will face competition in both the development of new power generation facilities, the acquisition of existing power plants, competition for financing for these activities, as well as in the electricity supply business. The performance of the Philippine economy and the potential for a shortfall in the Philippines' energy supply have attracted many potential competitors, including multinational development groups and equipment suppliers, to explore opportunities in the development of various electric power generation projects within the Philippines. Accordingly, competition for and from new power projects, and in retail electricity supply may increase in line with the long-term economic growth in the Philippines.

In Vietnam, EVN controls the generation, transmission, and distribution of energy but it also encourages independent power producers ("IPP") to supplement its own generation capacity. In the renewable energy space, local and international developers are actively competing to secure allocation for the FIT. The government's support and initiatives on renewable energy to grow its supply portfolio mix will continue to bring in more market players. See *"Risk Factors—Risks Relating to the Company and its Businesses—Risks and delays relating to the development of greenfield power projects could have a material adverse effect on the Company's operations and financial performance"*.

Australia has a fully open energy market that is dominated by a few big generator-retailers ("gentailers"). Several international and smaller domestic players are also very active in the market.

In Indonesia, similar to Vietnam, the generation, transmission, and distribution is controlled by PLN, but the Indonesian government also encourages IPP. Indonesia is a highly competitive market with major domestic and international developers. Given the continuing growth of the Indonesian economy, the Company sees competition to continue to intensify moving forward.

In India, coal continues to fuel India's economy, accounting for more than 50% of the country's installed generation capacity. However, India has added to the current target of 175GW of renewable energy capacity by 2022 with a 450GW of renewable energy capacity target by 2030. This higher RE target and the decreasing cost of RE power prices discovered through competitive tenders will likely result to the displacement of coal-based power production in India.

RESEARCH AND DEVELOPMENT

The Company intends to utilize the 4-MWdc Bataan RE Laboratory under ACEN Tech Hub, Inc. (formerly Bataan Solar Energy, Inc.) as its main hub for the research and development of innovative renewables solutions to energy-related challenges. ACEN believes that adopting emerging technologies will play a prominent role in expanding its business. At the Bataan RE Tech Lab, different energy and energy storage technologies will be tested for possible large-scale use in the Philippines.

In 2025, 2024, and 2023, the Company's estimated spend for research and development activities at its Bataan RE Tech Lab amounted to ₱46 million, ₱40 million, and ₱30 million, respectively. These constitute 0.14%, 0.11%, and 0.08% of the Company's consolidated revenues for the aforesaid years.

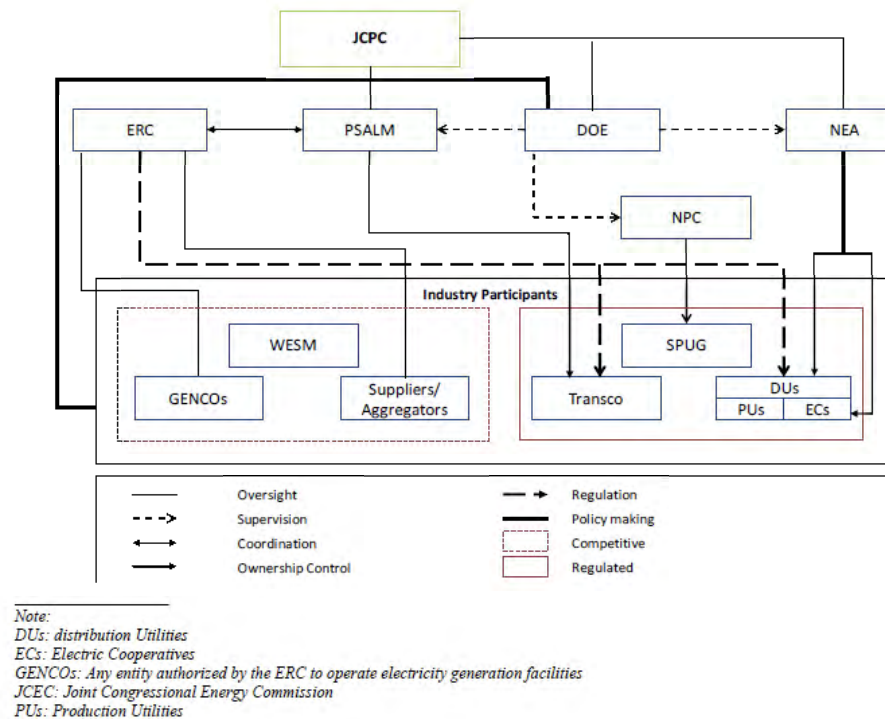
REGULATORY FRAMEWORK

The Company's power business is subject to the following laws, rules, and regulations:

Regulation of the Philippine Power Industry

Republic Act No. 9136, otherwise known as the Electric Power Industry Reform Act ("EPIRA") established a framework for the organization and operation of the electric power industry in connection with its restructuring, with the industry divided into four sectors: generation, transmission, distribution, and supply. The structural reforms resulted among others in the creation of two government-owned and controlled corporations ("GOCCs"), the PSALM and the TransCo.

The following diagram shows the current structure of the electric power industry under the EPIRA:



Since the enactment of the EPIRA in 2001, the Philippine power industry has undergone and continues to undergo significant restructuring. Through the EPIRA, the Philippine government began to institute major reforms with the goal of fully privatizing all aspects of the power industry. The major aspects of the reforms include the (1) restructuring of the entire power industry to introduce competition in the generation sector, (2) change from government to private ownership, and (3) introduction of a stable regulatory framework for the electricity sector.

With a view to implementing the EPIRA's objectives, the DOE, in consultation with the relevant government agencies, electric power industry participants, non-government organizations and electricity consumers, promulgated the Implementing Rules and Regulations of the EPIRA (the "EPIRA IRR") on 27 February 2002.

The EPIRA IRR governs the relations among, and respective responsibilities of, the different electric power industry participants as well as the particular governmental authorities involved in implementing the structural reforms in the industry, namely the DOE, National Power Corporation ("NPC"), National Electrification Administration ("NEA"), ERC and PSALM.

Primary Regulatory Agencies

Energy Regulatory Commission

The ERC is the independent, quasi-judicial regulatory body created under the EPIRA that replaced the Energy Regulatory Board. The ERC plays a significant role in the restructured industry environment, consisting of, among others, promoting competition, encouraging market development, ensuring consumer choice, and penalizing abuse of market power by industry participants.

The ERC is an independent quasi-judicial regulatory body mandated to carry out (but not limited to) the following:

- promote competition and encourage market development;
- determine the pricing in the energy market;
- review and approve any plan for expansion or improvement of transmission facilities submitted by TransCo; and
- perform other regulatory functions as appropriate and necessary to ensure successful restructuring and modernization of the electric power industry.

Department of Energy

In accordance with its mandate to supervise the restructuring of the electric power industry, the DOE exercises, among others, the following functions:

- (a) preparation and annual updating of the Philippine Energy Plan and the Philippine Power Development Program, and thereafter integrate the latter into the former;
- (b) ensuring the reliability, quality and security of the supply of electric power;
- (c) exercise of supervision and control over all government activities pertaining to energy projects;
- (d) encouragement of private investment in the power industry sector and promotion of the development of indigenous and renewable energy sources for power generation;
- (e) facilitation of reforms in the structure and operation of DUs for greater efficiency and lower costs;
- (f) promotion of incentives to encourage industry participants, including new generating companies and end-users, to provide adequate and reliable electric supply;
- (g) education of the public (in coordination with NPC, ERC, NEA and the Philippine Information Agency) on the restructuring of the industry and the privatization of NPC assets;

- (h) establishment of the WESM in cooperation with electric power industry participants, and formulating rules governing its operations; and
- (i) formulation of policies for the planning and implementation of a comprehensive program for the efficient supply and economical use of energy consistent with the approved national economic plan and with the policies on environmental protection and conservation and maintenance of ecological balance, and provision of a mechanism for the integration, rationalization and coordination of the various energy programs of the government.

The DOE supervises the operation of the WESM of the PEMC. The Philippines fosters a liberal competitive environment for market players under each segment within the power structure.

Joint Congressional Energy Commission

The Joint Congressional Power Commission (“JCPC”) created pursuant to the EPIRA consists of 14 members with the Chairmen of the Committee on Energy of the Philippine Senate and House of Representatives and six additional members from each House to be designated by the Senate President and the Speaker of the House of Representatives, respectively. The JCPC has the authority to conduct hearings and receive testimony, reports, and technical advice; invite or summon any public official or private citizen to testify before it; and require any person to produce records or documents that JCPC may require. The JCPC will also now be assisted by a secretariat who may be seconded from the Senate and the House of Representatives and may retain consultants. The secretariat shall be headed by an executive director who has sufficient background and competence on the policies and issues relating to electricity industry reforms as provided in the EPIRA. On 12 April 2019, Republic Act No. 11285 or the Energy Efficiency and Conservation Act (“EEC”) was signed into law. Under this law, the Joint Congressional Power Commission was renamed to the Joint Congressional Energy Commission (“JCEC”). On 7 July 2021, Republic Act No. 11571 or the JCEC Enhancement Act was signed into making the JCEC as the permanent oversight body tasked of ensuring the full implementation of landmark energy laws.

Reorganisation of the Electric Power Industry

Of the many changes initiated by the EPIRA, of primary importance is the reorganization of the electric power industry by segregating the industry into four sectors: (1) the generation sector; (2) the transmission sector; (3) the distribution sector; and (4) the supply sector. The goal is for the generation and supply sectors to be fully competitive and open, while the transmission and distribution sectors will remain regulated. Prior to the EPIRA, the industry was regulated as a whole, with no clear distinctions between and among the various sectors and/or services.

The Generation Sector

The generation sector converts fuel and other forms of energy into electricity. This sector, by utility, consists of the following: (i) NPC-owned and -operated generation facilities; (ii) NPC-owned plants, which consist of plants operated by IPPs, as well as IPP-owned and -operated plants; and (iii) IPP-owned and -operated plants that supply electricity to customers other than NPC. Successes in the privatization process of NPC continue to build up momentum for the power industry reforms.

Historically, the generation sector has been dominated by NPC. To introduce and foster competition in the sector, and, more importantly, to lessen the debt of NPC, the EPIRA mandates the total privatization of the generation assets and IPP agreements of NPC, which exclude the assets devoted to missionary electrification through the NPC Small Power Utilities Group. NPC is directed to transfer ownership of all the assets for privatization to a separate entity, PSALM, which is specially tasked to manage the privatization. Beginning early 2004, PSALM has been conducting public bidding for the generation facilities owned by NPC.

The goal of the EPIRA is for the generation sector to be open and competitive, while the private sector is expected to take the lead in introducing additional generation capacity. Generation companies will compete either for contracts with various suppliers and private DUs, or through spot sale transactions in the WESM. Competition will be based largely on pricing, subject to availability of transmission lines to wheel electricity to the grid and/or buyers. Recovery by DUs of their purchased power cost is subject to review and regulation by the ERC to determine reasonableness of the cost that are passed on to consumers. With the implementation of RCOA, generation rates, except those intended for the “Captive Market” (*i.e.*, a market of electricity end-users who may not choose their supplier of electricity), ceased to be regulated to a certain extent.

Under the EPIRA, generation companies are allowed to sell electricity to DUs or to retail electricity suppliers through either bilateral contracts or the WESM as described below. With the implementation of RCOA on 26 December 2013, as supplemented by DOE Department Circular No. DC2015-06-0010, generation companies may likewise sell electricity to eligible end-users with an average monthly peak demand of 750KW and certified by the ERC to be such (“Contestable Market”). No generation company is allowed to own more than 30.0% of the installed generating capacity of the Luzon, Visayas or Mindanao grids and/or 25.0% of the national installed generating capacity. Also, no generation company associated with a distribution utility may supply more than 50.0% of the distribution utility’s total demand under bilateral contracts, without prejudice to the bilateral contracts entered into prior to the enactment of the EPIRA.

The EPIRA provides that power generation is not a public utility operation and thus, not required to secure national franchises and there are no restrictions on the ability of non-Filipinos to own and operate generation facilities. However, in order to operate, generation companies must obtain a COC from the ERC, as well as health, safety and environmental clearances from appropriate government agencies under existing laws. Upon implementation of RCOA, the prices charged by a generation company for the supply of electricity shall not be subject to regulation by the ERC except as otherwise provided under the EPIRA.

In 2016, the ERC issued the implementing rules governing the issuance and renewal of licenses to RESs and the rules governing contestability of qualified end-users (collectively, the “ERC RES Rules”). However, in February 2017, the Philippine Supreme Court, acting on the petition filed by certain entities, issued a temporary restraining order enjoining the DOE and the ERC from implementing the rules and regulations implementing the RCOA, including the ERC RES Rules. In response thereto, the DOE issued DOE Circular No. 2017-12-0013 allowing the voluntary participation in the retail market of Contestable Customers with average peak demand of 750 kW. Further, on 3 December 2020, the ERC issued Resolution No. 12, Series of 2020 prescribing the timeline for the implementation of the RCOA. In the said Resolution, the threshold level of 500kW-749kW qualified Contestable Customers with existing electronic meters capable of recording and reading interval of time, with a built-in communication port for remote and manual data retrieval, shall be allowed to switch to Competitive Retail Electricity Market or the Contestable Market starting 26 February 2021.

Section 47(j) of the EPIRA prohibits NPC from incurring any new obligations to purchase power through bilateral contracts with generation companies or other suppliers. Also, NPC is only allowed to generate and sell electricity from generating assets and IPP contracts that have not been disposed of by PSALM.

The ERC may impose fines and penalties for violations by generation companies of the EPIRA and the EPIRA IRR policies as well as the ERC’s rule and regulations on market power abuse, cross-ownership, and anti-competitive behaviour.

Requirement of Public Offering for Generation Companies

Under Section 43(t) of the EPIRA, the ERC was mandated to issue rules and guidelines under which, among others, generation companies which are not publicly listed shall offer and sell to the public a portion of not less than 15% of their common shares of stock.

ERC Resolution No. 9, Series of 2011, adopted the rules to implement Section 43(t) of the EPIRA. Under the resolution, generation companies, among others, which are not publicly listed are required to sell to the public a portion of not less than 15% of their common shares of stock. If the authorized capital stock of a generation company is fully subscribed, such company must increase its authorized capital stock by 15% or sell or cause the sale of 15% of its existing subscribed capital stock in order to comply with the public offering requirement under the EPIRA.

According to Resolution No. 9, which took effect on 29 June 2011, any offer of common shares of stock for sale to the public through any of the following modes may be deemed as a public offering for purposes of compliance with the public offering requirement under the EPIRA: (1) listing on the PSE; and (2) listing of the shares of stock in any accredited stock exchange or direct offer of the required portion of a company's capital stock to the public. For generation companies registered with the BOI under the Omnibus Investments Code, the public offering requirement may be complied with by a direct offer of the required portion of the registered enterprise's shares of stock to the public or through its employees through an employee stock option plan (or any plan analogous thereto), provided such offer is deemed feasible and desirable by the BOI.

However, the offer of common shares through an employee stock option plan is not considered a public offering since the offer is limited only to the employees of the generation companies or the DUs and not to the general public. The offer to employees may be considered public offering only when the generation company or distribution utility is a registered enterprise under the Omnibus Investment Code. Further, the public offering requirement does not apply to: (i) self-generation facilities, (ii) generation companies and DUs already listed on the PSE, (iii) generation companies and DUs whose holding companies are already listed on the PSE, (iv) generation companies and DUs which are organized as partnerships, and (v) electric cooperatives which have no common shares of stock.

On 4 June 2019, the ERC issued Resolution No. 4 amending Resolution No. 9, Series of 2011. The new resolution maintained the previous rule that companies already listed with the PSE are already deemed in compliance of the 15% public offering requirement. Under Resolution No. 4, Series of 2019, the following modes shall be deemed to be public offerings:

- Listing on the PSE;
- In accordance with the 2015 IRR of the Securities Regulation Code ("SRC");
- Publication in any printed material distributed in the Philippines;
- Public presentations;
- Advertisements or announcements on radio, television, electronic communications, information communication technology, or any other forms of communications; and
- Distribution of flyers, brochures, or any offering material in a public or commercial place, or through prospective purchasers through the portal system, information communication technology and other means of information distribution.
- Listing of any shares of stock in any accredited stock exchange or direct offer to the public or the employees of an entity registered with the BOI, when deemed feasible and desirable by the latter.

ERC Resolution No. 4, Series of 2019 also provides that generation companies under a Build-Operate-Transfer Scheme must comply with the 15% public offering requirement. Further, it requires that the sale of securities to the public must comply with the SRC and its IRR.

The public offering by existing companies shall be made within five years from the effectivity of ERC Resolution No. 9, Series of 2011, or until 29 June 2016. The five-year period was extended up to 29 June 2017 pursuant to ERC Resolution No. 18, Series of 2016. For new companies, however, the five-year period is counted from the issuance

by the ERC of their respective COCs. The period for compliance has further been extended pursuant to ERC Resolution No. 10, Series of 2017 for another year, or until the resolution of the petition filed by the Private Electric Power Operators Association regarding the clarification on whether the registration of common shares at the SEC may be considered as a mode of public offering is resolved, whichever comes earlier. On 21 June 2018, the ERC issued Resolution No. 14, Series of 2018 which further extended the period for compliance until 29 December 2018.

During the 16 October 2025 Commission Meeting, ERC Resolution No. 17, Series of 2025 was approved such that the definition of Control in relation to the Public Offering Requirement (POR) under the EPIRA was clarified in order to streamline the enforcement of the POR to align with PSE requirements for public listing. Section 1.4 of Article I and Section 2.2 of Article II of Resolution No. 9, Series of 2011 was amended so that a publicly-listed Holding Company shall be deemed to satisfy the POR on behalf of its controlled generation company or DU, provided that the ownership structure and control relationships, whether direct or indirect, are clearly established, documented and certified by the corporate secretary or authorized officer attesting to the accuracy of submitted information before the ERC. The ERC further clarified the following compliance period following the lapse of the previously granted extensions for compliance, *i.e.*, within five (5) years from issuance of COC, provided that the generation company is already compliant with the PSE's prevailing listing requirements pertaining to: a) Track Record of Profitable Operations, b) Positive Stockholders' Equity, c) Market Capitalization, d) Operating History, e) Minimum Capital Requirement, f) Minimum Number of Stockholders, and g) such other requirements ERC may hereafter impose; b) within five (5) years from the time the generation company is able to comply with all the above requirements for listing with the PSE; and c) for distribution utilities, within five (5) years from the time they already qualify for listing with the PSE based on the above listing requirements or from the effectivity hereof, whichever comes last.

The Transmission Sector

Pursuant to the EPIRA, NPC has transferred its transmission and sub-transmission assets to TransCo, which was created pursuant to the EPIRA to assume, among other functions, the operation of the electrical transmission systems throughout the Philippines. The principal function of TransCo is to ensure and maintain the reliability, adequacy, security, stability, and integrity of the nationwide electrical grid in accordance with the Philippine Grid Code (the "Grid Code"). TransCo is also mandated to provide Open Access to all industry participants. The EPIRA granted TransCo a monopoly over the high-voltage network and subjected it to performance-based regulations.

The transmission of electricity through the transmission grid is subject to transmission wheeling charges. Since the transmission of electric power is a regulated common carrier business, the transmission wheeling charges of TransCo are subject to regulation and approval by the ERC.

The EPIRA also requires the privatization of TransCo through an outright sale of, or the grant of a concession over, the transmission assets while the subtransmission assets of TransCo are to be offered for sale to qualified DUs. In December 2007, NGCP, comprising a consortium of Monte Oro Grid Resources, Calaca High Power Corporation and State Grid Corporation of China, won the concession contract to operate, maintain and expand the TransCo assets with a bid of U.S.\$3.95 billion. NGCP was officially granted the authority to manage and operate the country's sole transmission system on 15 January 2009, pursuant to a legislative franchise granted by the Philippine Congress under Republic Act No. 9511. Ownership of all transmission assets, however, remained with TransCo.

The Grid Code establishes the basic rules, requirements, procedures and standards that govern the operation, maintenance and development of the Philippine grid, or the high-voltage backbone transmission system and its related facilities. The Grid Code identifies and provides for the responsibilities and obligations of three key independent functional groups, namely: (a) the grid owner, or TransCo; (b) the system operator, or NGCP as the current concessionaire of TransCo; and (c) the market operator, or PEMC. These functional groups, as well as all users of the grid, including generation companies and DUs, must comply with the provisions of the Grid Code as promulgated and enforced by the ERC.

In order to ensure the safe, reliable and efficient operation of the Philippine Grid, the Grid Code provides for, among others, the following regulations:

- performance standards for the transmission of electricity through the grid, as well as the operation and maintenance thereof, which standards shall apply to TransCo, NGCP, DUs and suppliers of electricity;
- technical and financial standards and criteria applicable to users of the grid, including generation companies and DUs connected or seeking to connect thereto; and
- other matters relating to the planning, management, operation, and maintenance of the grid.

The Distribution Sector

The distribution of electric power to end-users may be undertaken by private DUs, cooperatives, local government units presently undertaking this function, and other duly authorized entities, subject to regulation by the ERC. The distribution business is a regulated public utility business requiring a franchise from Congress, although franchises relating to electric cooperatives remained under the jurisdiction of the NEA until the end of 2006. All DUs are also required to obtain a Certificate of Public Convenience and Necessity from the ERC to operate as public utilities.

All DUs are also required to submit to the ERC a statement of their compliance with the technical specifications prescribed in the Philippine Distribution Code (“Distribution Code”), the Distribution Services and Open Access Rules and the performance standards set out in the EPIRA IRR.

The distribution sector is and will continue to be regulated by the ERC, with distribution and wheeling charges, as well as connection fees from its consumers, subject to ERC approval. Likewise, the retail rate imposed by DUs for the supply of electricity to its captive consumers is subject to ERC approval. In addition, as a result of the Philippine government’s policy of promoting free competition and open access, DUs are required to provide universal and non-discriminatory access to their systems within their respective franchise areas following commencement of RCOA.

The Distribution Code establishes the basic rules and procedures that govern the operation, maintenance, development, connection, and use of the electric distribution systems in the Philippines.

The Distribution Code defines the technical aspects of the working relationship between the distributors and all the users of the distribution system, including DUs, embedded generators, and large customers. All such electric power industry participants in distribution system operations are required to comply with the provisions of the Distribution Code as promulgated and enforced by the ERC.

The Supply Sector

The supply of electricity refers to the sale of electricity directly to end-users. The supply function used to be undertaken solely by franchised DUs. However, with the implementation of RCOA, the supply function has become competitive. The business is not considered a public utility operation and suppliers are not required to obtain franchises. However, the supply of electricity to the “Contestable Market” (*i.e.*, a market of electricity end-users who have a choice on their supplier of electricity) is considered a business with a public interest dimension. As such, the EPIRA requires all suppliers of electricity to the Contestable Market to obtain a license from the ERC and they are subject to the rules and regulations of the ERC on the abuse of market power and other anti-competitive or discriminatory behaviour.

With the implementation of the RCOA, a RES is allowed to enter into retail electricity supply agreements with Contestable Customers. This set-up encourages competition at the retail level. It has been planned that the threshold for retail competition will gradually decrease over time; provided, that retail electricity suppliers are sufficiently creditworthy to be suitable offtakers for generation companies. During the 30 October 2025 Commission Meeting, the ERC approved Resolution No. 22, Series of 2025, lowering the eligibility threshold for RCOA and Retail Aggregation Program (“RAP”). To the ERC, lowering the eligibility threshold to include end-users with an average monthly peak demand of at least 100kW is expected to encourage a more dynamic and competitive retail electricity market, enabling a broader range of consumers to benefit from competitive pricing, improved service quality, and supply options. The minimum eligibility threshold of 100kW shall take effect on 26 June 2026.

Competitive Market Devices

Wholesale Electricity Spot Market

The EPIRA mandates the establishment of the WESM, which is a pre-condition for the implementation of RCOA, within one year from its effectivity. The WESM provides a venue whereby generators may sell power, and at the same time suppliers and wholesale consumers can purchase electricity where no bilateral contract exists between the two. The establishment of the WESM facilitates a transparent and competitive electricity market for the country.

All generation companies, DUs, suppliers, bulk consumers/end-users, and other similar entities authorized by the ERC are eligible to become WESM members subject to compliance with membership requirements.

On 28 June 2002, the DOE, in cooperation with electric power industry participants, promulgated detailed rules for the WESM. These rules set the guidelines and standards for participation in the market, reflecting accepted economic principles and providing a level playing field for all electric power industry participants, and procedures for establishing the merit order dispatch for each time (hourly trading period). These rules also provide for a mechanism for setting electricity prices that are not covered by bilateral contracts between electricity buyers and sellers.

On 18 November 2003, upon the initiative of the DOE, the PEMC was incorporated as a non-stock, non-profit corporation with membership comprising an equitable representation of electricity industry participants and chaired by the DOE. The PEMC acts as the autonomous market group operator and the governing arm of the WESM. The PEMC was tasked to undertake the preparatory work for the establishment of the WESM, pursuant to Section 30 of the EPIRA and in accordance with the WESM Rules. Its primary purpose is to establish, maintain, operate, and govern an efficient, competitive, transparent, and reliable market for the wholesale purchase of electricity and ancillary services in the Philippines in accordance with relevant laws, rules and regulations.

The PEMC and the IEMOP, have executed the Operating Agreement to formalize the transfer of all functions, assets and liabilities associated with market operations from PEMC to the IEMOP effective on 26 September 2018. Republic Act No. 9136 requires PEMC to divest itself of this function in favour of a separate entity that is independent of the market participants. On 6 February 2018, the market participants and the DOE Secretary approved the transition plan calling for the formation of an independent market operator and the transfer of the market operation functions to it. IEMOP, a non-stock, non-profit corporation, led by a Board of Directors, all of whom are not affiliated and do not have any interest or connection to the WESM participants, was incorporated and organized to implement the transition plan. Starting on 26 September 2018, the IEMOP runs the electricity market and manages the registration of market participants, receive generation offers, come out with market prices and dispatches schedules of the generation plants, and handle billing, settlement, and collections, among other things. Under the policy and regulatory oversight of the DOE and the ERC, PEMC remains the governing body for WESM to monitor compliance of the market participants with the market rules.

Through the DOE Department Circular 2021-06-0015, the DOE declared the commercial operation of the Enhanced WESM Spot Market effective 26 June 2021 which shortened the dispatch, settlement, and trading interval at the WESM from the current one-hour interval to five-minute interval. As part of the pre-emptive mitigating measures to address price volatilities in the WESM, the ERC, through ERC Resolution 7, Series of 2021, adopted a shorter rolling average period of 72 hours from 120 hours, in relation to the application of the secondary price cap of ₱6,245/MWh, to be applied upon breaching of a ₱9,000/MWh rolling average price over a 72-hour period.

Retail Competition and Open Access

The EPIRA likewise provides for a system of RCOA on transmission and distribution wires, whereby TRANSCO/NGCP and DUs may not refuse the use of their wires by qualified persons, subject to the payment of distribution and wheeling charges. Conditions for the commencement of the open access system are as follows:

- Establishment of the WESM;
- approval of unbundled transmission and distribution wheeling charges;
- initial implementation of the cross-subsidy removal scheme;
- privatization of at least 70.0% of the total capacity of generating assets of NPC in Luzon and Visayas; and
- transfer of the management and control of at least 70.0% of the total energy output of power plants under contract with NPC to the IPPAs.

Prior to the implementation of the RCOA, the distribution utility exclusively procures energy on behalf of its customers, and delivers the energy through its distribution wires. With RCOA, competing RES will do the buying and selling of electricity, and have the distribution utility deliver the energy for them through the distribution utility's existing distribution wires. The Contestable Customers will have more choices in pricing and power supply contracting, thereby getting the best deal in terms of price and value for money.

On 6 June 2011, pursuant to Resolution No. 10, Series of 2011, the ERC declared 26 December 2011 as the "Open Access Date" to mark the commencement of the full operations of the competitive retail electricity market in Luzon and Visayas.

The implementation of retail competition and open access is mandated by the EPIRA, subject to the fulfilment of certain conditions including, but not limited to, the establishment of the WESM, the unbundling of transmission and distribution wheeling charges, and privatization of at least 70% of the total capacity of generating assets of NPC in Luzon and Visayas. 26 December 2011 was the commencement of the full operations of the competitive retail electricity in Luzon and Visayas. Initially, all electricity end-users with an average monthly peak demand of one MW for 12 months preceding 26 December 2011, as certified by the ERC to be contestable customers, shall have the right to choose their own electricity suppliers and are, thus, enjoined to exercise such right to their full benefit.

On 17 December 2012, the ERC promulgated the transitory rules for the implementation of RCOA.

With the purpose of ensuring quality, reliable and affordable electricity under a regime of free and fair competition, the DOE and the ERC issued the following circulars and resolutions to promote customer choice and foster competition in the electricity supply sector:

- **DOE Circular No. DC2015-06-0010** – Providing Policies to Facilitate the Full Implementation of Retail Competition and Open Access (RCOA) in the Philippine Electric Power Industry;
- **ERC Resolution No. 05, Series of 2016** – A Resolution Adopting the 2016 Rules Governing the Issuance of Licenses to Retail Electricity Suppliers (RES) and Prescribing the Requirements and Conditions Therefor;
- **ERC Resolution No. 10, Series of 2016** – A Resolution Adopting the Revised Rules for Contestability;

- **ERC Resolution No. 11, Series of 2016** – A Resolution Imposing Restrictions on the Operations of Distribution Utilities and Retail Electricity Suppliers in the Competitive Retail Electricity Market;
- **ERC Resolution No. 28, Series of 2016** – Revised Timeframe for Mandatory Contestability, Amending Resolution No. 10, Series of 2016 entitled Revised Rules for Contestability; and
- **ERC Resolution No. 1122, Series of 2020** – A Resolution Prescribing the Timeline for the Implementation of the Retail Competition and Open Access (RCOA).

The above resolutions/circulars required electricity end-users with an average monthly peak demand of at least 1MW to secure retail supply contracts with licensed retail electricity suppliers on or before 26 February 2017.

On 21 February 2017, the Supreme Court issued a temporary restraining order (“TRO”) against the enforcement of several orders and regulations promulgated by the ERC and the DOE in relation to RCOA, particularly those compelling Contestable Customers to enter into a retail supply contracts with any of the RES accredited by the DOE and the ERC by 26 February 2017. In response thereto, the DOE issued DOE Circular No. 2017-12-0013 allowing the voluntary participation in the retail market of Contestable Customers with average peak demand of 750 kW. Further, on 3 December 2020, the ERC issued Resolution No. 12, Series of 2020 Prescribing the Timeline for the Implementation of the RCOA. In the said Resolution, the threshold level of 500kW-749kW qualified Contestable Customers with existing electronic meters capable of recording and reading interval of time, with a built-in communication port for remote and manual data retrieval, shall be allowed to switch to Competitive Retail Electricity Market or the Contestable Market starting 26 February 2021.

As such, notwithstanding the TRO issued by the Supreme Court, electricity end-users with average peak demands of at least 500 kW may choose their retail electricity supplier on a voluntary basis.

ERC approved Resolution No. 22, Series of 2025, lowering the eligibility threshold for RCOA and Retail Aggregation Program (“RAP”). To the ERC, lowering the eligibility threshold to include end-users with an average monthly peak demand of at least 100kW is expected to encourage a more dynamic and competitive retail electricity market, enabling a broader range of consumers to benefit from competitive pricing, improved service quality, and supply options. The minimum eligibility threshold of 100kW shall take effect on 26 June 2026.

Unbundling of Rates and Removal of Cross Subsidies

The EPIRA mandates that transmission and distribution wheeling charges be unbundled from retail rates and that rates reflect the respective costs of providing each service. The EPIRA also states that cross-subsidies shall be phased out within a period not exceeding three years from the establishment by the ERC of a universal charge, which shall be collected from all electricity end-users. However, the ERC may extend the period for the removal of the cross-subsidies for a maximum of one year if it determines that there will be a material adverse effect upon the public interest or an immediate, irreparable, and adverse financial effect on a distribution utility. The initial implementation of the cross-subsidy removal scheme was accomplished in 2001.

These arrangements are now in place, in satisfaction of the conditions for RCOA.

The EPIRA likewise provides for a socialized pricing mechanism such as the lifeline rate subsidy to be set by the ERC for marginalized or low-income captive electricity consumers who cannot afford to pay the full cost of electricity. These end-users are exempt from the cross-subsidy removal for a period of 10 years. In June 2011, R.A. No. 10150 extended for another 10 years the application of the lifeline rate subsidy. In May 2021, R.A. No. 11552 extended the implementation of the current level of consumption, subsidy, and rate to all marginalized end-users until such time that a new level shall be determined and approved by the ERC.

Implementation of the PBR

On 12 July 2016, the ERC issued the Rules for Setting Distribution Wheeling Rates that apply to privately owned DUs entering Performance Based Regulation (“PBR”) for the fourth entry points, which set out the manner in which the new PBR rate-setting mechanism for distribution-related charges will be implemented. PBR is intended to replace the return-on-rate-base regulation that has historically determined the distribution charges paid by the distribution companies’ customers. Under the PBR, the distribution-related charges that DUs can collect from customers over a four-year regulatory period will be set by reference to projected revenues which are reviewed and approved by the ERC and used by the ERC to determine a distribution utility’s efficiency factor. For each year during the regulatory period, a distribution utility’s distribution charge is adjusted upwards or downwards taking into consideration the utility’s efficiency factor set against changes in overall consumer prices in the Philippines. The ERC has also implemented a performance incentive scheme whereby annual rate adjustments under PBR will also take into consideration the ability of a distribution utility to meet or exceed service performance targets set by the ERC, such as the average duration of power outages, the average time to provide connections to customers and the average time to respond to customer calls, with utilities being rewarded or penalized depending on their ability to meet these performance targets.

Reduction of Taxes and Royalties on Indigenous Energy Resources

To equalize prices between imported and indigenous fuels, the EPIRA mandates the President of the Philippines to reduce the royalties, returns and taxes collected for the exploitation of all indigenous sources of energy, including but not limited to, natural gas and geothermal steam, so as to effect parity of tax treatment with the existing rates for imported coal, crude oil, bunker fuel and other imported fuels. Following the promulgation of the EPIRA IRR, President Arroyo enacted Executive Order No. 100 on 3 May 2002, to equalize the taxes among fuels used for power generation. This mechanism, however, is yet to be implemented.

Government Approval Process

As set forth in the EPIRA, power generation is not considered a public utility operation. Thus, an entity engaged or intending to engage in the generation of electricity is not required to secure a franchise. However, no person or entity may engage in the generation of electricity unless such person or entity has complied with the standards, requirements and other terms and conditions set by the ERC and has received a COC from the ERC to operate facilities used in the generation of electricity. A COC is valid for a period of five years from the date of issuance.

In addition to the COC requirement, a generation company must comply with technical, financial, and environmental standards. A generation company must ensure that all its facilities connected to the grid meet the technical design and operational criteria of the Grid Code and Distribution Code promulgated by the ERC. In this connection, the ERC has issued “Revised Guidelines for the Financial Standards of Generation Companies,” which sets the minimum financial capability standards for generation companies. Under the guidelines, a generation company is required to meet a minimum annual interest cover ratio or debt service coverage ratio of 1.25x throughout the period covered by its COC. For COC applications and renewals, the guidelines require the submission to the ERC of, among other things, comparative audited financial statements for the two most recent 12-months periods, if available, a schedule of liabilities, and a five-year financial plan. For the duration of the COC, the guidelines also require a generation company to

submit audited financial statements and forecast financial statements to the ERC for the next two financial years, as well as other documents. The failure by a generation company to submit the requirements prescribed by the guidelines may be a ground for the imposition of fines and penalties.

The ERC also approves PSAs between DUs and power suppliers. Aside from the regulatory certificates from the SEC, BOI, DOE, and the like, the ERC also requires additional documentary support for PSA approval, such as but not limited to financial data such as debt-to-equity ratios, project costs, annual interests, weighted average cost of capital, bank loans, cash flow on the initial costs, operating & maintenance expenses, minimum energy offtake, fuel costs, technical and economic characteristics of the generating plant such as the kWh generation (basis of maintenance allowance), installed capacity, mode of operation, and dependable capacity, among others.

Upon the introduction of RCOA, the rates charged by a generation company will no longer be regulated by the ERC, except rates for Captive Markets (which are determined by the ERC). In addition, since the establishment of the WESM, generation companies are now required to comply with the membership criteria and appropriate dispatch scheduling as prescribed under the WESM Rules.

In the course of developing a power plant, other permits, approvals and consents must also be obtained from relevant national, provincial and local government authorities, relating to, among others, site acquisition, construction and operation, including environmental licenses and permits.

Retail rates charged by RES to Contestable Customers will not require ERC approval. Only the retail rates charged by DUs to their Captive Customers will be subject to the approval of the ERC.

The Energy Efficiency and Conservation Act

The EEC was enacted to establish a framework for introducing and institutionalizing policies on energy efficiency and conservation.

Under the EEC, energy efficiency projects shall be included in the annual investment priorities plan of the BOI and shall be entitled to incentives under Executive Order No. 226 or the “Omnibus Investments Code of 1987,” and other applicable laws for ten years from the effectivity of the EEC. After the lapse of ten years, the inclusion of energy sufficient projects in the annual investment priorities plan shall be reviewed and may be extended by the BOI. Energy efficient projects are exempt from the nationality requirements under Article 32(1) of the Omnibus Investments Code of 1987, unless the project involved exploration, development and utilization of natural resources which is reserved to Filipino citizens, or corporations or association at least 60% of whose capital is owned by Filipino citizens as per Section 2, Article XII of the 1987 Constitution. Further, establishments that will implement or are implementing energy efficient projects are entitled to provision of awards and recognitions, and technical assistance from government agencies in the development and promotion of energy efficient technologies.

The following acts are prohibited under the EEC:

- Failing to comply with energy labelling;
- Removing, defacing, or altering any energy label on the energy-consuming product before the product is sold to the first purchaser, or leased to the first lessee;
- Failing to provide accurate information or provision of false or misleading energy information as required to be submitted under the EECA;
- Selling, leasing, or importing energy-consuming products that do not comply with the minimum energy performance;
- Failing or wilfully refusing to appoint or designate a Certified Energy Conservation Officer or Certified Energy Manager;
- Wilfully refusing to submit to an on-site inspection by the DOE;

- Failing or wilfully refusing to submit any of the reports required;
- Failing to comply with issued orders of the DOE in the discharge of its enforcement powers; and
- Violating any provisions of the IRR, codes, and guidelines issued in accordance with the EECA.

The DOE is empowered to impose fines and penalties for the violation of the provisions of the EEC, DOE Department Circular No. DC2019-11-0014 (the “EEC IRR”), and other related issuances. The fines and penalties shall range from ₱10,000.00 to ₱1,000,000.00, without prejudice to criminal penalties and penalties under existing regulations. The responsible officers and employees of establishments who commit any of the prohibited acts listed above shall, upon conviction, suffer the penalty of imprisonment of one year to five years, or a fine ranging from a minimum of ₱100,000.00 to ₱100,000,000.00 or twice the amount of costs avoided for noncompliance, whichever is higher, or both, upon the discretion of the court. Any person who aids or abets the commission of the prohibited acts or causes such commission by another, shall be liable as a principal. In case of associations, partnerships, or corporations, the penalty shall be imposed on the partner, president, chief operating officer, chief executive officer, director, or officer responsible for the violation.

The Renewable Energy Act of 2008

The RE Law provides for the acceleration and development of renewable resources. It was signed into law on 16 December 2008 and became effective in January 2009.

Renewable energy developers of renewable energy facilities, including hybrid systems, in proportion to and to the extent of the renewable energy component, for both power and non-power applications as certified by the DOE are entitled to the following general incentives:

- Income tax holiday (“ITH”) for the first seven years of its commercial operations. Additional investments in the project are entitled to additional income tax exemption on the income attributable to the investment. For this purpose, the discovery and development of new renewable energy resource is treated as a new investment and is therefore entitled to a fresh package of incentives. The entitlement period for additional investments shall not be more than three times the period of the initial availment of the income tax holiday.
- Duty-free importation of renewable energy machinery, equipment and materials which are directly and actually needed and used exclusively in the RE facilities for transformation into energy and delivery of energy to the point of use and covered by shipping documents in the name of the duly registered operator to whom the shipment will be directly delivered by customs authorities, within the first 10 years upon the issuance of a certification of an RE developer. DOE endorsement must be obtained before the importation and before any sale, transfer or disposition of the imported capital equipment, machinery or spare parts is made. There are additional conditions for sale, transfer, disposition made within the 10-year period from date of importation.
- Special realty tax rates on equipment and machinery.
- The net operating loss carry-over of the RE developer during the first three years from the start of commercial operation which had not been previously offset as deduction from gross income shall be carried over as a deduction for the next seven consecutive taxable years following the year of such loss.
- RE developers shall enjoy a 10% corporate income tax rate after the expiration of its ITH.
- Accelerated depreciation if the RE project fails to receive an ITH before full operation.
- Zero-percent value added tax rate for sale of fuel or power generated from renewable sources.
 - Further, all RE developers are entitled to zero-rated value added tax on its purchases of local supply of goods, properties and services needed for the development, construction and installation of its plant facilities.
- Cash incentive for RE developers for missionary electrification.
- Tax exemption of carbon credits.

- Tax credit on domestic capital equipment and services.

The RE Law likewise provides incentives for manufacturers, fabricators and suppliers of locally-produced RE equipment and components duly recognized and accredited by the DOE and upon registration with the BOI.

Further, the RE Law provides a policy on FIT. The FIT scheme mandates electric power industry participants to source RE-derived electricity at a guaranteed fixed price (the “FIT Rate”). This scheme was primarily viewed as a way to entice the private sector players to hasten investment into the renewable power generation sector due to the urgent need of the Philippines to deploy additional capacity.

RE projects are governed by an RE Contract, a service agreement between the Philippine Government and an RE developer over an appropriate period of time as determined by the DOE in which the RE developer will have the exclusive right to explore, develop or utilize a particular RE area.

Feed-In Tariff

The ERC issued Resolution No. 16, Series of 2010 (“ERC Resolution No. 16-2010” or the “FIT Rules”), otherwise known as “Resolution Adopting the Feed-In Tariff Rules,” which establishes the FIT system and regulates the method of establishing and approving the FITs and the FIT Allowance (“FIT-All”).

The FIT Rules are specific for each emerging renewable energy technology and to be applied only to generation facilities which enter into commercial operation after effectivity of the FIT Rules or to such parts of such existing facilities which have been substantially modified or expanded as provided under the FIT Rules.

Under the FIT Rules, the FITs are specific for each eligible renewable energy plants (“Eligible RE Plants”), which are those power facilities with COCs issued to them that utilize emerging renewable energy resources or to such parts of such existing facilities that have been substantially modified or expanded, which enter into commercial operation after effectivity of the FIT Rules. These include facilities intended for their owners’ use, which are connected to the transmission or distribution networks and are able to deliver to such networks their generation or parts thereof but FIT shall only be paid for such amount of electricity actually exported to the distribution or transmission network and not utilized for their own use.

The renewable energy plants which have started commercial operations after the effectivity of the RE Law and are not bound under any contract to supply the energy they generate to any distribution utility or consumer, may avail of the FITs from time to time they are certified by the ERC as eligible through an amendment of the COC issued to them and for a period of 20 years less the number of years they have been in operation. RE Plants, which have been in operation prior to the effectivity of the RE Law may be granted lower FITs specific to them upon application and hearing, and after a showing that:

- Such FITs are indispensable for their continued operations;
- There is no legal impediment for them to be allowed such FITs, such as the existence of a power supply agreement/power purchase agreement with any DU or End-User; and,
- They have fulfilled such other requirements of the ERC.

FITs shall be established for each generation plant using: (i) wind energy resources; (ii) solar energy resources; (iii) ocean energy resources; (iv) run-of-river hydroelectric power resources; (v) biomass energy resources; and (vi) renewable energy components of technologies listed above of hybrid systems under the RE Law.

The FIT System applicable to renewable energy plants in on-grid areas are: (i) Technology-specific FITs; (ii) Fixed FITs but subject to adjustment to allow pass-through of local inflation and foreign exchange rate variations. FITs for peak and off-peak hours may be established for renewable energy technologies that can follow the dynamics of demand such biomass energy systems and hydropower, as may be recommended by NREB.

Eligible RE Plants shall be entitled to the applicable FITs to them for a period of 20 years. After this period, should these plants continue to operate, their tariffs will be based on prevailing market prices or whatever prices they should agree with an off-taker.

Electricity consumers who are supplied with electricity through the distribution of transmission network shall share in the cost of the FITs in part through a uniform charge (in ₱/kWh) referred to as the FIT-All and applied to all billed kWh. Under ERC Resolution No. 15, Series of 2012, as the FIT-All Fund Administrator, TransCo ensures that the FIT-All fund is sufficient to pay all renewable energy producers regularly.

Renewable Portfolio Standards

The RE Law also provides for the establishment of the Renewable Energy Market (“REM”), a venue where the Renewable Energy Certificates may be traded; and a facility to determine the compliance of Mandated Participants with their Renewable Portfolio Standards (“RPS”) obligations.

To mandate electric participants to source an agreed portion of their energy supply from eligible RE resources, DOE issued Department Circular Nos. DC2017-12-0015 and DC2018-08-0024 prescribing the rules and guidelines governing the establishment of the Renewable Portfolio Standards for On-Grid on 22 December 2017, and for Off-Grid Areas on 24 August 2018 (“RPS Rules”), respectively.

The RPS is a market-based policy that mandates power DUs, electric cooperatives, and retail electricity suppliers to source an agreed portion of their energy supply from eligible renewable energy facilities. The RPS Rules established a minimum annual RPS requirement. This pertains to the RE share of electricity coming from RE resources in the energy mix based on an aspirational target of 35% in the generation mix expressed in MWh by 2030, subject to regular review and assessment by the DOE. The RPS Rules also established the minimum annual incremental RE percentage. This is initially set at 1% to be applied to the net electricity sales of the mandated participant for the previous year, and thereafter adjusted by the DOE as may be necessary.

Also, the DOE issued Department Circular No. DC2019-12-0016 or the REM Rules which established the guidelines, requirements and procedures for the operation and governance of the REM. The REM operations is supervised and monitored by the REM Governance Committee (“RGC”) under the oversight of PEMC Board. Currently, RGC is composed of one independent member to be elected from the independent members of the PEM Board, who shall be the Chairperson, one representative each from the RE Registrar, REM Generators/Retail Electricity Suppliers, Electric Cooperatives, and Private DUs to be appointed by the PEM Board.

Green Energy Auction Program

DOE Circular No. DC2020-07-0017, or the GEAP Guidelines, sets out the framework for the mechanism established by the DOE which provides mandated participants an additional avenue to meet their RPS requirements under DOE Department Circular No. 2017-12-0015, and to promote investment in RE resources to meet the nationally set RE targets.

The Green Energy Auction facilitates contracting of supply between qualified suppliers and qualified customers by consolidating the RPS requirements of the qualified customers and auctioning them off to the qualified suppliers under a competitive process. In August 2021, the DOE released a draft circular revising the original guidelines where the GEAP will adopt the framework for the Feed-in-Tariff system. Under this framework, the energy will be sold to the WESM, the bid price of the winning bidders will be their guaranteed payment, and any difference between the bid price and the spot price will be settled through the Feed-in-Tariff system.

The DOE originally planned to auction 2,000 MW of RE capacity in June 2021 but deferred the schedule to October 2021 due to the impact of the COVID-19 pandemic to the demand-supply scenario and in light of the proposed revisions to the GEAP Guidelines. In June 2022, the DOE awarded 19 contracts to various renewable energy developers, including BWPC and Amihan Renewable Energy Corp. after conducting the first round of the GEAP through an electronic bidding program on 17 June 2022. The DOE has announced that it will conduct the second round of the GEAP “by the second quarter of 2023.”

Green Energy Option Program

DOE Department Circular No. DC2018-07-0019, or the Green Energy Option Program (“GEOP”) Guidelines, provides for the mechanism where eligible end-users with average peak demand of 100 kW and above are given the option to choose RE resources as their source of energy. With GEOP, consumers can choose RE as its supply of energy at competitive costs; contribute to the growth of the RE industry in the country; contribute to a cleaner and sustainable environment; and support national and global decarbonization goals.

All entities engaged in the business of generating and/or supplying electricity from RE resources may become an RE supplier under GEOP after obtaining an operating permit from the DOE. This includes any RE facility, whether eligible for RPS compliance, as long as there is still available capacity or energy for supply under GEOP. Existing retail electricity suppliers may be automatically issued an operating permit as RE supplier under the GEOP, subject to the submission of certain documents. As of 31 May 2021, there are only 12 registered RE Suppliers under the GEOP.

The ERC has recently issued ERC Resolution No. 08, Series of 2021 or A Resolution Adopting the Rules for the Green Energy Option Program. ERC Resolution No. 08, Series of 2021 provides for, among others, the regulatory framework of the GEOP; guidelines for eligible end-users; procedures for customer switching; billing procedures and disconnection process; procedures to facilitate arrangements between the PEMC, IEMOP, RE Suppliers, DUs. It also provides for the technical and interconnection standards, and templated agreements for the seamless implementation of the GEOP.

Competitive Selection Process

DUs are now required to conduct a competitive selection process (“CSP”) in the procurement of their electricity requirements. Prior to 2018, DUs were allowed to procure their electricity requirements through direct negotiation with power suppliers or generation companies. On 1 February 2018, the DOE issued Department Circular No. DC2018-02-003 Adopting and Prescribing the Policy for the Competitive Selection Process in the Procurement by the Distribution Utilities of Power Supply Agreements for the Captive

Market (the “CSP Circular”). The CSP Circular provides for a simplified and streamlined procurement process and was promulgated to, among others, ensure transparency in the procurement of the electricity requirements of the DUs, ensure wide dissemination of bid opportunities and participation of all power suppliers or generation companies, and guarantee the electricity demand of DUs are met at the least cost of electricity to consumers, among others.

Energy Virtual One Stop Shop Law

Republic Act No. 11234 or the Energy Virtual One Stop Shop (“EVOSS”) Law which became effective on 30 March 2019 established an online process of completing the requirements of energy related projects to ensure the timely completion of power generation, transmission and distribution projects by eliminating duplication in documentary submissions and processes through an online platform for government agencies to coordinate and share information. It provides for the paperless and electronic application and processing system which proponents can access all information necessary in the application of new projects, submit all requirements and monitor the approval.

The EVOSS Law provided specific timeframe within which the government agencies involved to issue the required permits and licenses upon receipt of the complete documents. The failure of a particular agency to act upon the application or release the permits and licences within the prescribed period shall deem the application approved and warrants corresponding penalty. It also created the EVOSS Steering Committee which had a limited life of two (2) years from the effectivity of the law or until 29 March 2021. Thus, to maintain the momentum and continuity of the initiatives of the law, Executive Order No. 143 was signed on 2 July 2021, which created the EVOSS Task Group, which has the same composition and has the same powers and functions as the EVOSS Steering Committee.

The Philippine Energy Research and Policy Institute Act

Republic Act No. 11572 created the Philippine Energy Research and Policy Institute tasked to enhance and promote the acquisition of knowledge in recent developments and scientific breakthroughs in the field of energy. It is an independent agency attached to the University of the Philippines.

The Institute will be headed by an executive director to be appointed by the UP President upon recommendation of the Executive Board. The Executive Board shall be composed of seven members comprised of the UP President as the ex-officio chairperson, and at least one representative from the fields of engineering, law, science, statistics, economics, social science, and public health, either from the academe or the private sector. Four members shall come from the academe, two members shall come from the private sector, while each representative shall come from different fields.

The Institute shall support the education and training for its officers and employees to include advanced degree studies, short-term programs, online courses, and participation in conferences. Research papers, data, and other resources shall be made available to the public through its website. However, proprietary or confidential data and other resources cannot be posted or disclosed unless prior consent of the source or owner of such data and resources has been obtained by the requesting party.

Petroleum

The Company’s petroleum business is subject to the following laws, rules, and regulations:

Section 2, Article XII of the 1987 Constitution

This constitutional provision reserves ownership to the State and declares non-alienable all lands of the public domain, waters, minerals, coal, petroleum, and other mineral oils, all forces of potential energy, fisheries, forests or timber, wildlife, flora and fauna, and other natural resources.

The State has full control of exploration, development, and utilization of natural resources but may enter into co-production, joint venture, or production-sharing agreements with Filipinos, or corporations or associations which are at least 60% owned by Filipinos, and only for a period of 25 years, renewable for another 25 years.

The President may enter into agreements with foreign-owned corporations involving either technical or financial assistance for large-scale exploration, development, and utilization of minerals, petroleum, and other mineral oils according to the general terms and conditions provided by law. The President shall notify the Congress of every contract entered into in accordance with this provision, within thirty days from its execution.

Presidential Decree (P.D.) No. 87, as amended, or The Oil Exploration and Development Act of 1972

P.D. 87, as amended, or “The Oil Exploration and Development Act of 1972” declares that the State should accelerate the discovery and production of indigenous petroleum through utilization of government and/or private resources, local and foreign, under arrangements calculated to yield maximum benefit to the Filipino people and revenues to the Philippine government, and to assure just returns to participating private enterprises, particularly those that will provide services, financing, and technology, and fully assume all exploration risks. The government may undertake petroleum exploration and production by itself or may indirectly undertake the same through Service Contracts. Under a service contract, service and technology are furnished by a contractor for which it would be entitled to a service fee of up to 40% of net production proceeds. Where the Government is unable to finance petroleum exploration or in order to induce the contractor to exert maximum efforts to discover and produce petroleum, the service contract would stipulate that, if the contractor furnishes service, technology and financing, the proceeds of the sale of the petroleum produced under the service contract would be the source of payment of the service fee and the operating expenses due the contractor. Operating expenses are deductible up to 70% of gross production proceeds. If, in any year, the operating expenses exceed 70% of gross proceeds from production, the unrecovered expenses may be recovered from the operations of succeeding years. Intangible exploration costs may be reimbursed in full, while tangible exploration costs (such as capital expenditures and other recoverable capital assets) are to be depreciated for a period of five or 10 years. Any interest or other consideration paid for any financing approved by the Government for petroleum development and production would be reimbursed to the extent of two-thirds of the amount, except interest on loans or indebtedness incurred to finance petroleum exploration.

Aside from reimbursement of its operating expenses, a contractor with at least 15% Filipino participation is allowed to recover a Filipino participation incentive allowance equivalent to a maximum of 7.5% of the gross proceeds from the crude oil produced in the contract area. Incentives to service contractors include (i) exemption from all taxes except income tax which is paid out of Government’s share, (ii) exemption from all taxes and duties on importation of machinery, equipment, spare parts, and materials for petroleum operations, (iii) repatriation of investments and profits, and (iv) free market determination of crude oil prices. Finally, a subcontractor is subject to special income tax rate of 8% of gross Philippine income while foreign employees of the service contractor and the subcontractor are subject to a special tax rate of 15% on their Philippine income.

A service contract has a maximum exploration period of 10 years and a maximum development and production period of 40 years. Signature bonus, discovery bonus, production bonus, development allowance and training allowance are payable to the Government. Other pertinent laws and issuances include P.D. 1857, a law amending certain sections of P.D. 87, as amended, offering improved fiscal and contractual terms to service contractors with special reference to deep water oil exploration; *DOE Circular No. 2009040004*, a circular that establishes the procedures for the Philippine Contracting Rounds; *DOE Circular No. 2003050006*, a circular that provides the guidelines to the financial and technical capabilities of a viable petroleum exploration and production company; *Executive Order (EO) No. 66* issued in 2002 which designated the DOE as the

lead government agency in developing the natural gas industry; and *DOE Circular 200208005*, a circular setting the interim rules and regulations governing the transmission, distribution and supply of natural gas.

Republic Act No. 8371 or The Indigenous Peoples' Rights Act of 1997

Republic Act No. 8371 or The Indigenous Peoples' Rights Act of 1997 ("IPRA") requires the free and prior informed consent ("FPIC") of indigenous peoples ("IP") who will be affected by resource exploration and extraction activities. Under the IPRA, IPs are granted certain preferential rights to their ancestral domains and all resources found therein. Ancestral domains are defined as areas generally belonging to IPs, subject to property rights within ancestral domains already existing or vested upon the effectivity of the IPRA, comprising lands, inland waters, coastal areas, and natural resources, held under a claim of ownership, occupied or possessed by IPs themselves or through their ancestors, communally or individually, since time immemorial, continuously to the present, except when interrupted by war, force majeure or displacement by force, deceit, stealth, or as a consequence of government projects or any voluntary dealings entered into by the Government and private persons, and which are necessary to ensure their economic, social and cultural welfare.

Under the IPRA, no concession, license, lease, or agreement shall be issued by any government agency without the certification precondition ("CP") from the National Commission on Indigenous People ("NCIP"). The CP states that the FPIC has been obtained from the concerned IPs. For areas not occupied by IPs, a certificate of non-overlap is issued instead by the NCIP. For areas occupied by IPs, the applicant and representatives from the NCIP will conduct consultations and consensus building to obtain the consent of IPs. The FPIC is manifested through a memorandum of agreement with IPs, traditionally represented by their elders. The CP is then issued by the NCIP stating that the FPIC has been obtained from the IPs concerned.

Environmental Matters

Philippine Clean Water Act

In 2004, Republic Act No. 9275, or the "Philippine Clean Water Act of 2004," was enacted to streamline processes and procedures in the prevention, control, and abatement of pollution in the country's water resources and provide for a comprehensive water pollution management program focused on pollution prevention. The law primarily applies to the abatement and control of water pollution from land-based sources. The EMB, in partnership with other Philippine government agencies and the respective local government units, is tasked by the Implementing Rules of the Clean Water Act to identify existing sources of water pollutants and strictly monitor pollution sources which are not in compliance with the effluent standards provided in the law. The Philippine Clean Water Act also authorizes the Department of Environment and Natural Resources ("DENR") to formulate water quality criteria and standards for oil and gas exploration which encounter re-injection constraints.

The Clean Water Act requires owners or operators of facilities that discharge regulated effluents (such as wastewater from manufacturing plants or other commercial facilities) to secure a discharge permit from the DENR which authorizes the owners and operators to discharge waste and/or pollutants of specified concentration and volumes from their facilities into a body of water or land resource for a specified period of time.

Philippine Clean Air Act

Republic Act 8749 or "The Philippine Clean Air Act of 1999" is a comprehensive air quality management program which aims to achieve and maintain healthy air for all Filipinos. Under this, the DENR is mandated to formulate a national program on how to prevent, manage, control, and reverse air pollution using regulatory and market-based

instruments, and setup a mechanism for the proper identification and indemnification of victims of any damage or injury resulting from the adverse environmental impact of any project, activity or undertaking. To implement this law, the Government is promoting energy security through policies on energy independence, sustainability, and efficiency. These involve:

- increasing oil and gas exploration;
- strengthening of the PNOC to spearhead the development of indigenous energy resources and building global partnerships and collaborative undertakings;
- pursuing the development of renewable energy such as geothermal, wind, solar, hydropower, and biomass, and the vigorous utilization of the cleaner development mechanism and the emerging carbon market;
- expanding the use of natural gas; and
- adopting energy efficiency promotion strategies.

The Philippine Clean Air Act of 1999 requires enterprises that operate or utilize air pollution sources to obtain an Authority to Construct or a Permit to Operate from the DENR with respect to the construction or use of air pollutants. The issuance of said permits seek to ensure that regulations of the DENR with respect to air quality standards and the prevention of air pollution are achieved and complied with by such enterprises.

The Philippine Environmental Impact Statement System

Projects relating to resource exploration and extraction are required to comply with the Philippine Environmental Impact Statement System (“EIS System”). The EIS System was established by virtue of P.D. 1586 entitled “Establishing An Environmental Impact Statement System, Including Other Environmental Management Related Measures And For Other Purposes,” issued in 1978. The EIS System requires all government agencies, government owned or controlled corporations and private companies to prepare an Environmental Impact Assessment (“EIA”) for any project or activity that affects the quality of the environment. An EIA is a process that involves evaluating and predicting the likely impacts of a project (including cumulative impacts) on the environment and includes designing appropriate preventive, mitigating and enhancement measures to protect the environment and the community’s welfare. An entity that complies with the EIS System is issued an Environmental Compliance Certificate (“ECC”), which is a document certifying that, based on the representations of the project proponent, the proposed project or undertaking will not cause significant negative environmental impacts and that the project proponent has complied with all the requirements of the EIS System.

To strengthen the implementation of the EIS System, the Office of the President of the Philippines issued Administrative Order (“A.O.”) No. 42 in 2002, providing the streamlining of the ECC application processing and approval procedures. Pursuant to A.O. 42, the DENR promulgated DENR AO No. 2003-30, also known as the IRR for the Philippine EIS System, in 2003.

Under the IRR, only projects that pose potential significant impact to the environment would be required to secure ECCs. In determining the scope of the EIS System, two factors are considered, namely: (i) the nature of the project and its potential to cause significant negative environmental impacts, and (ii) the sensitivity or vulnerability of environmental resources in the project area.

Specifically, the criteria used to determine projects covered by the EIS System are as follows:

Characteristics of the project or undertaking

- size of the project;
- cumulative nature of impacts compared to other projects;
- use of natural resources;
- generation of wastes and environment related nuisance; and
- environment related hazards and risk of accidents.

Location of the project

- vulnerability of the project area to disturbances due to its ecological importance endangered or protected status;
- conformity of the proposed project to existing land use, based on approved zoning or on national laws and regulations; and
- relative abundance, quality and regenerative capacity of natural resources in the area, including the impact absorptive capacity of the environment.

Nature of the potential impact

- geographic extent of the impact and size of affected population;
- magnitude and complexity of the impact; and
- likelihood, duration, frequency, and reversibility of the impact.

The ECC of a project not implemented within five years from its date of issuance is deemed expired. The proponent must reapply for a new ECC if it intends to still pursue the project. The reckoning date of project implementation is the date of ground-breaking, as stated on the proponent's work plan submitted to the Environmental Management Bureau ("EMB").

Petroleum service contractors are mandated to comply with all environmental laws and rules and regulations in all phases of exploration and production operations. ECCs or certificates of no coverage, if applicable, are obtained from the EMB of the DENR, in coordination with the DOE.

The exploration, production and sale of oil are subject to extensive national and local laws and regulations. The Company and its Associates may incur substantial expenditures to comply with these laws and regulations, which may include permitting costs, adoption and implementation of antipollution equipment, methods and procedures, and payment of taxes and royalties.

Under these laws, the Company could be subject to claims for personal injury or property damages, including damages to natural resources, which may result from the Company's operations. Failure to comply with these laws may also result in the suspension or termination of the Company's operations and subject it to administrative, civil, and criminal penalties. Moreover, these laws could be modified or reinterpreted in ways that substantially increase the Company's costs of compliance. Any such liabilities, penalties, suspensions, terminations, or regulatory changes could have a material adverse effect on the Company's financial condition and results of operations.

Environmental Compliance

The Company's operations are subject to evolving and increasingly stringent safety, health and environmental laws and regulations. These laws and regulations address, among other things, air emissions, wastewater discharges, generation, handling, storage, transportation, treatment and disposal of oil products, workplace conditions and employee exposure to hazardous substances.

Development projects that are classified by law as environmentally critical or projects within statutorily defined environmentally critical areas are required to obtain an ECC prior to commencement. As a prerequisite for the issuance of an ECC, an environmentally critical project is required to submit an EIS while project in an environmentally critical area is generally required to submit an Initial Environmental Examination (“IEE”) to the DENR, through its regional offices or through the EMB.

The EIS refers to both the document and the study of a project’s environmental impact, including a discussion of the scoping agreement identifying critical issues and concerns as validated by the EMB, environmental risk assessment if determined necessary by the EMB during the scoping, environmental management program, direct and indirect consequences to human welfare and the ecological as well as environmental integrity. The IEE refers to the document and the study describing the environmental impact, including mitigation and enhancement measures, for projects in environmentally critical areas.

While the terms and conditions of an EIS or an IEE may vary from project to project, as a minimum it contains all relevant information regarding the project’s environmental effects. The entire process of organization, administration, and assessment of the effects of any project on the quality of the physical, biological and socio-economic environment as well as the design of appropriate preventive, mitigating and enhancement measures is known as the EIS System. The EIS System successfully culminates in the issuance of an ECC. The issuance of an ECC is a Philippine government certification that the proposed project or undertaking will not cause a significant negative environmental impact; that the proponent has complied with all the requirements of the EIS System; and that the proponent is committed to implementing its approved Environmental Management Plan in the EIS or, if an IEE was required, that it shall comply with the mitigation measures provided therein before or during the operations of the project and in some cases, during the project’s abandonment phase.

Project proponents that prepare an EIS are required to establish an Environmental Guarantee Fund when the ECC is issued for projects determined by the DENR to pose a significant public risk to life, health, property, and the environment or where the project requires rehabilitation or restoration. The Environmental Guarantee Fund is intended to meet any damage caused by such a project as well as any rehabilitation and restoration measures. Project proponents that prepare an EIS are required to include a commitment to establish an Environmental Monitoring Fund when an ECC is eventually issued. In any case, the establishment of an Environmental Monitoring Fund must not occur later than the initial construction phase of the project. The Environmental Monitoring Fund must be used to support the activities of a multi-partite monitoring team, which will be organized to monitor compliance with the ECC and applicable laws, rules, and regulations.

In order to address air pollution from mobile and stationary sources, equipment that emit or may emit air pollutants may only be operated upon obtaining a Permit to Operate from the DENR. An application for a Permit to Operate must be filed for each source emitting regulated air pollutants, but facilities having more than one source may group the sources under a single permit application.

Other Regulations on Water Pollution

Philippine maritime laws and regulations are enforced by two Philippine government agencies: the MARINA and the Philippine Coast Guard. Both are agencies under the Philippine Department of Transportation.

The MARINA is responsible for integrating the development, promotion, and regulation of the maritime industry in the Philippines. It exercises jurisdiction over the development, promotion, and regulation of all enterprises engaged in the business of designing, constructing, manufacturing, acquiring, operating, supplying, repairing, and/or maintaining vessels, or component parts thereof, of managing and/or operating shipping lines, shipyards, dry docks, marine railways, marine repair ships, shipping and freight forwarding agencies, and similar enterprises.

To address issues on marine pollution and oil spillage, the MARINA issued: (i) Circular No. 2007-01 which mandated the use of double-hull vessels including those below 500 tons deadweight tonnage by the end of 2008 for transporting Black Products; and (ii) Circular No. 2010-01 for transporting White Products in certain circumstances by 2011.

The Philippine Coast Guard, in a 2005 Memorandum Circular, provided implementing guidelines based on the International Convention for the Prevention of Pollution from Ships, MARPOL 73/78. The guidelines provide that oil companies in major ports or terminals/depots are required to inform the Philippine Coast Guard through its nearest station of all transfer operations of oil cargoes in their respective areas. Furthermore, oil companies and tanker owners are required to conduct regular team trainings on managing oil spill operations including the handling and operations of MARPOL combating equipment. A dedicated oil spill response team is required to be organized to react to land and ship-originated oil spills.

Oil companies, oil explorers, natural gas explorers, power plants/barges and tanker owners are also required to develop shipboard oil pollution emergency plans to be approved by the Philippine Coast Guard.

Moreover, both the Clean Water Act and the Philippine Coast Guard Guidelines provide that the spiller or the person who causes the pollution has the primary responsibility of conducting clean-up operations at its own expense.

The Toxic Substances and Hazardous and Nuclear Waste Control Act

Republic Act No. 6969 or “The Toxic Substances and Hazardous and Nuclear Waste Control Act of 1990,” regulates, restricts or prohibits the (i) importation, manufacture, processing, handling, storage, transportation, sale, distribution, use and disposal of chemical substance and mixtures that present unreasonable risk or injury to health or the environment, and (ii) entry into the Philippines or the keeping in storage of hazardous wastes which include by-products, process residue, contaminated plant or equipment or other substances from manufacturing operations. The said law is implemented by the DENR.

Hazardous wastes are substances brought into the country without any safe commercial, industrial, agricultural, or economic usage. On the other hand, toxic wastes are substances that are poisonous and have carcinogenic, mutagenic, or teratogenic effects on human or other life forms.

Ecological Solid Waste Management Act

Republic Act No. 9003 or “The Ecological Solid Waste Management Act of 2000” provides for the proper management of solid waste which includes discarded commercial waste and non-hazardous institutional and industrial waste. The said law prohibits, among others, the transporting and dumping of collected solid wastes in areas other than prescribed centres and facilities. The same law mandates all, especially, the local government units, to adopt a systematic, comprehensive, and ecological solid waste management program which shall ensure protection of public health and environment, utilize environmentally sound methods, set targets and guidelines for solid waste avoidance and reduction, and ensure proper segregation, collection, transport, and storage of solid waste.

The National Solid Waste Management Commission, together with other government agencies and the different local government units, are responsible for the implementation and enforcement of the said law.

Code on Sanitation of the Philippines

Presidential Decree No. 856 or the “Code on Sanitation of the Philippines” provides for sanitary and structural requirements for industrial establishments, among others, in connection with the promotion and preservation of the health of the people and raise the health standards of individuals and communities throughout the Philippines. It states that no person, firm, corporation, or entity shall operate any industrial establishment without first obtaining a sanitary permit. Industrial establishments shall be allowed to operate only in places or zones assigned for the kind of industry by existing zoning laws, ordinances, or policies. The local health authority shall determine the suitability of location where no zoning law, ordinance or policy exists.

Strategic Environmental Plan for Palawan Act

A significant number of the Company’s Petroleum Service Contracts is located in or in the surrounding areas of Palawan Province. While R.A. No. 7611 (Strategic Environmental Plan for Palawan Act) is a national law, it applies specifically to Palawan. R.A. No. 7611 has adopted Palawan’s Comprehensive Framework Plan as a guide for the local government and other government agencies concerned in provincial development.

The main strategy of the SEP is implemented out in the following manner:

- Forest conservation and protection through the imposition of a total commercial logging ban in all areas of maximum protection and in such other restricted use zones as the Palawan Council for Sustainable Development (PCSD) may provide
- Protection of watersheds
- Preservation of biological diversity
- Protection of tribal people and the preservation of their culture
- Maintenance of maximum sustainable yield
- Protection of rare and endangered species and their habitat
- Provision of areas for environmental and ecological research, education and training
- Provision of areas for tourism and recreation

The law implements the Environmentally Critical Areas Network, a graded system of protection and development control. This graded system covers tribal lands, forests, mines, agricultural areas, settlement areas, small islands, mangrove, coral reefs, seagrass beds and the surrounding sea. It divides Palawan into a terrestrial zone, coastal/marine zone, and tribal lands. The first two are classified further into: a core zone, an area of maximum protection which shall be free of human disruption, and a buffer zone which consists of a restricted use area, which serves as the protective barrier to the core zone; a controlled use area wherein limited extractive activities are allowed and the traditional use area where land use has already been stabilized. For marine zones, the multiple use zone is the development area and serves as the buffer zone to the core. Fishery, mariculture, recreation, rehabilitation of small islands and mangrove ecosystem, education and research are allowed in this area.

Central to the law is the creation of the Palawan Council for Sustainable Development, which serves as governance, implementation, and policy director of the SEP. It is composed of the Members of the House of the Representatives representing the province of Palawan, the Deputy Director General of the National Economic and Development Authority, the Undersecretary of Environment and Natural Resources, the Undersecretary for Special Concerns of the Department of Agriculture, the Governor of Palawan, the

Mayor of Puerto Princesa City, the President of the Mayor's League of Palawan, the President of the Provincial Chapter of the Liga ng mga Barangay, the Executive Director of the Palawan council for Sustainable Development Staff.

Philippine Natural Gas Industry Development Act

Republic Act No. 12120, the Philippine Natural Gas Industry Development Act, passed on January 8, 2025, promotes “natural gas as a safe, efficient, and cost-effective source of energy and an indispensable contributor to energy security”.

The Act provides a framework for the development of the Philippine Downstream Natural Gas Industry, and its transition from an emerging industry into a mature industry within a competitive natural gas market. It also defines the responsibilities of various government agencies and private entities in furtherance of this national goal.

Under this Act, power produced from indigenous natural gas shall have priority over other conventional energy sources. Such prioritization shall cover indigenous natural gas supply power supply contracting, including mechanisms for minimum supply requirements.

The Act also mandates the DOE to establish mechanisms for the optimal and full utilization of indigenous natural gas in the generation, transmission, distribution, and supply of power, subject to standards and limitations consistent with the state's policy of ensuring energy security and consumer welfare. Pursuant thereto, the DOE shall formulate mechanisms that shall prescribe a mandated minimum percentage of the electricity demand of generation companies and/or distribution utilities to be sourced from indigenous natural gas. Such minimum percentage shall be reviewed and adjusted by the DOE as may be necessary.

The Implementing Rules and Regulations for this Act were issued on March 26, 2025, and came into effect 15 days after its publication on April 4, 2025.

ACEN is supportive of natural gas as a transition fuel in support of the energy transition and the stated goals of the Philippine government to have an energy mix with 35% RE by 2030, since it is cleaner than conventional fossil fuels.

Other Applicable Regulations

Foreign Investment Act

The FIA liberalized the entry of foreign investment into the Philippines. Under the FIA, in domestic market enterprises, foreigners can own as much as 100% equity except in areas specified in the Eleventh Regular Foreign Investment Negative List (the “**Negative List**”) signed on 29 October 2018. This Negative List enumerates industries and activities which have foreign ownership limitations under the FIA and other existing laws. Nationalized activities include, among others, land ownership, telecommunications, mining, and the operation of public utilities.

In connection with the ownership of private land, the Philippine Constitution states that no private land shall be transferred or conveyed except to citizens of the Philippines or to corporations or associations organized under the laws of the Philippines at least 60% of whose capital is owned by such citizens. Likewise, under the Philippine Constitution, only citizens of the Philippines or corporations or associations organized under the laws of the Philippines at least 60% of whose capital is owned by such citizens may engage in activities relating to the exploration, development, and utilization of natural resources, which covers the utilization of natural resources for the operation of renewable energy power plants.

Data Privacy Act

Republic Act No. 10173, otherwise known as the Data Privacy Act of 2012 or DPA, was signed into law on 15 August 2012, to govern the processing of all types of personal information (*i.e.*, personal, sensitive, and privileged information) in the hands of the government or private natural or juridical person through the use of Information and Communications System or ICT, which refers to a system for generating, sending, receiving, storing or otherwise processing electronic data messages or electronic documents and includes the computer system or other similar device by or which data is recorded, transmitted or stored and any procedure related to the recording, transmission or storage of electronic data, electronic message, or electronic document. While the law expressly provides that it does not apply to certain types of information, including those necessary for banks and other financial institutions under the jurisdiction of BSP to comply with the AMLA and other applicable laws, the said law applies to all other personal information obtained by banks for other purposes.

It mandated the creation of a National Privacy Commission, which shall administer and implement the provisions of the DPA and ensure compliance of the Philippines with international standards set for data protection. The Philippines recognizes the need to protect the fundamental human right of privacy and of communication, while ensuring free flow of information to promote innovation and growth. It also identifies the vital role of information and communications technology in nation building and its inherent obligation to ensure that personal information in ICT in the government and in the private sector are secured and protected.

The DPA seeks to protect the confidentiality of “personal information,” which is defined as “any information, whether recorded in material form or not, from which the identity of an individual is apparent or can be reasonably and directly ascertained by the entity holding the information, or when put together with other information would directly and certainly identify an individual.” The law provides for certain rights of a data subject or an individual whose personal information is being processed. The law imposes certain obligations on “personal information controllers” and “personal information processors.” It also provides for penal and monetary sanctions for violations of its provisions.

The Philippine Competition Act

Republic Act No. 10667 or the Philippine Competition Act (“PCA”) authorizes the Philippine Competition Commission or the PCC to review mergers and acquisitions to ensure compliance with the PCA. The PCA, its Implementing Rules and Regulations, as amended, and the Rules on Merger Procedure (collectively, the “Merger Rules”) provide for mandatory notification to the PCC of any merger or acquisition within 30 days of signing any definitive agreement relating to the transaction, where the transaction value (“Size of Transaction”) exceeds ₱2.5 billion; and where the size of the ultimate parent entity, including the entities directly or indirectly controlled by the ultimate parent entity of either party (“Size of Party”) exceeds ₱6.1 billion. Parties may not consummate a notifiable transaction prior to receiving PCC approval or the lapse of the period stated in the Merger Rules. A merger or acquisition that meets the thresholds under the Merger Rules but was not notified to the PCC, or notified but consummated, in whole or in part, prior to the expiration of the waiting period, is considered void and will subject the parties to a fine ranging from 1% to 5% of the value of the transaction. Anti-competitive agreements, as defined under the law, are subject to penalties that include: (a) a fine of not less than ₱50 million but not more than ₱250 million; and (b) imprisonment for two to seven years for directors and management personnel who knowingly and wilfully participate in such criminal offenses. Administrative fines of ₱100 million to ₱250 million may be imposed on entities that engage in anti-competitive agreements, abuse their dominant position, and conclude prohibited mergers and acquisitions. Treble damages may be imposed where the violation involves the trade or movement of basic necessities and prime commodities.

Effective 1 March 2024, mergers and acquisitions that breach a Size of Party of Php 7.8 billion and a Size of Transaction of Php 3.2 billion have to be notified to the PCC for mandatory merger review.

Local Government Code

The Local Government Code (“LGC”) establishes the system and powers of provincial, city, municipal, and *barangay* governments in the country. The LGC general welfare clause states that every local government unit (“LGU”) shall exercise the powers expressly granted, those necessarily implied, as well as powers necessary, appropriate, or incidental for its efficient and effective governance, and those which are essential to the promotion of the general welfare.

LGUs exercise police power through their respective legislative bodies. Specifically, the LGU, through its legislative body, has the authority to enact such ordinances as it may deem necessary and proper for sanitation and safety, the furtherance of the prosperity, and the promotion of the morality, peace, good order, comfort, convenience, and general welfare of the locality and its inhabitants. Ordinances can reclassify land, order the closure of business establishments, and require permits and licenses from businesses operating within the territorial jurisdiction of the LGU.

Revised Corporation Code of the Philippines

Republic Act No. 11232, or the Revised Corporation Code, was signed into law on 20 February 2019 and became effective on 8 March 2019. Among the salient features of the Revised Corporation Code are:

- Corporations are granted perpetual existence, unless the articles of incorporation provide otherwise. Perpetual existence shall also benefit corporations whose certificates of incorporation were issued before the effectivity of the Code, unless a corporation, upon a vote of majority of the stockholders of the outstanding capital stock notifies the Philippine SEC that it elects to retain its specific corporate term under its current Articles of Incorporation;
- The Code allows the creation of a “One Person Corporation” (“OPC”), which is a corporation composed of a single stockholder, provided that, only natural person, trust, or an estate may form such. No minimum authorized capital stock is also required for an OPC, unless provided for under special laws;
- Material contracts between the Corporation and its own directors, trustees, officers, or their spouses and relatives within the fourth civil degree of consanguinity or affinity must be approved by at least two-thirds of the entire membership of the Board, with at least a majority of the independent directors voting to approve the same;
- The right of stockholders to vote in the election of directors or trustees, or in shareholders meetings, may now be done through remote communication or in absentia if authorized by the corporate by-laws or by a majority of the board of directors. However, as to corporations vested with public interest, the right to vote through such modes, may be exercised notwithstanding the absence of a provision in the corporate by-laws. The shareholders who participate through remote communication or in absentia are deemed present for purposes of quorum. When attendance, participation and voting are allowed by remote communication or in absentia, the notice of meetings to the stockholders must state the requirements and procedures to be followed when a stockholder or member elects either option; and,
- In case of transfer of shares of listed companies, the Commission may require that these corporations whose securities are traded in trading markets and which can reasonably demonstrate their capability to do so, to issue their securities or shares of stock in uncertificated or scripless form in accordance with the Rules of the Commission.

The Revised Corporation Code refers to the PCA in case of covered transactions under said law involving the sale, lease, exchange, mortgage, pledge, or disposition of properties or assets; increase or decrease in the capital stock, incurring creating or increasing bonded indebtedness; or mergers or consolidations covered by the PCA thresholds.

Real Property Valuation and Assessment Reform Act (RPVARA)

Republic Act No. 12001, the RPVARA, passed on June 13, 2024, aims for the establishment and maintenance of Philippine Valuation Standards for to govern the valuation of real property in the country, whereby market value shall be adopted as the single real property valuation base for the assessment of real property-related taxes in the country, and the valuation of real property for transactions by all government agencies.

The Bureau of Local Government Finance (BLGF) of the Department of Finance shall be the primary agency to lead the implementation of this Act, and it shall be reorganized to include a Real Property Valuation Service. The BLGF shall work with its regional bureaus to ensure that all local government units (LGUs) throughout the country shall prepare Schedules of Market Values for the different classes of real property within their respective LGUs.

Overview of Regulatory Framework for Wind Farm Power Plant Projects in Indonesia

Regulation Background

The relevant laws and regulations for a wind farm power plant project (“WFPP”) in Indonesia include the following:

- Law No. 30 of 2009 on Electricity, as recently amended by Law No. 11 of 2020 on Job Creation (“Law on Electricity”);
- Law No. 32 of 2009 on Environmental Protection and Management, as recently amended by Law No. 11 of 2020 on Job Creation (“Law on Environment”);
- Law No. 25 of 2007 on Investment, as recently amended by Law No. 11 of 2020 on Job Creation (“Law on Investment”);
- Law No. 40 of 2007 on Limited Liability Company, as recently amended by Law No. 11 of 2020 on Job Creation (“Law on Company”);
- Law No. 41 of 1999 on the Forestry, as amended by Law No. 19 of 2004 and partly revoked by Law No. 18 of 2013 and, as recently amended by Law No. 11 of 2020 on Job Creation (“Law on Forestry”);
- Law No. 2 of 2017 on Construction Services, as recently amended by Law No. 11 of 2020 on Job Creation;
- Government Regulation No. 21 of 2021 on Implementation of Spatial Layout;
- Government Regulation No. 22 of 2021 on Implementation of Environmental Protection and Management;
- Government Regulation No. 23 of 2021 on Forestry Implementation (“Government Regulation 23”);
- Government Regulation No. 25 of 2021 on Implementation in Energy and Mineral Resources Field;
- Minister of Energy and Mineral Resources (“MEMR”) Regulation No. 39 of 2018 regarding Electronically Integrated Business Licensing Services in the Field of Electricity (“MEMR Regulation 39-2018”);
- Government Regulation No. 14 of 2012 on Power Supply Business Activities, as amended by Government Regulation No. 23 of 2014 (“Government Regulation 14”);
- MEMR Regulation No. 50 of 2017 regarding the Utilization of Renewable Energy Sources for Electricity Supply, as amended lastly by MEMR Regulation No. 4 of 2020 (“MEMR Regulation 50-2017”);
- MEMR Regulation No. 001 of 2006 on the Procedure of Purchase of Electricity and/or Lease of Network in Procurement of Electricity for Public Interest, as amended by MEMR regulation No. 004 of 2007 and partly revoked by MEMR Regulation No. 19 of 2017 and MEMR Regulation 50-2017;
- MEMR Regulation No. 27 of 2018 on Compensation for Land, Buildings and/or Plants Located under Electrical Transmission Network Free Spaces;
- Presidential Regulation No. 1044 of 2021 on Line of Business on Investment (“Investment List”);
- Head of National Land Agency (*Badan Pertanahan Nasional* – “BPN”) Regulation No. 17 of 2019 regarding Location Permits, as amended by Head of BPN Regulation No. 13 of 2020 (“Head of BPN Regulation 17-2019”);

- Minister of Environment and Forestry (“MOEF”) Regulation No. P.38/MENLHK/SETJEN/KUM.1/7/2019 on Types of Planned Businesses and/or Activities Subject to Mandatory Environmental Impact Assessment (“Regulation 38-2019”);
- MOEF Regulation No. P.26/MENLHK/SETJEN/KUM.1/7/2018 regarding the Guidelines on the Preparation and Assessment as well as Evaluation of Environmental Documents in the Implementation of Electronically Integrated Business Licensing Services; and
- MOEF Regulation No. P.27/MENLHK/SETJEN/KUM.1/7/2018 regarding the Guidelines on the Borrow and Use of Forestry Area, as amended by MOEF Regulation P.7/MENLHK/SETJEN/KUM.1/2/2019 (“MOEF Regulation 27-2018”).

This section sets out the overall regulatory framework and the main business licenses applicable to WFPPs in Indonesia. This section is not intended to set out a comprehensive review of all of the different regulations, regulatory requirements or licenses/permits applicable to Indonesian WFPPs. Additional regulatory requirements (as well as the obligation to obtain additional technical and/or operational licenses) may apply based on the specific activities, operating procedures and utilized equipment of a project company. For example, specific construction activities, manpower arrangements, use or development of ancillary facilities (such as roads and ports) and hazardous waste arrangements are subject to separate regulatory requirements outside the scope of this section.

General Corporate Documents and Licenses

Based on the Law on Company, among the general corporate documents applicable for a newly established company involved in a WFPP is the Deed of Establishment and any amendments thereto, together with the relevant approval and notification receipts from the Minister of Law and Human Rights.

With regard to general business licenses, the relevant mandatory licenses include the company’s tax related licenses.

Company Registration

Foreign investment companies (Penanaman Modal Asing or the “PMA company/ies”) are generally allowed to engage in the business of electricity supply for the public interest and electricity power generation under the Law on Electricity but subject to business activities closed to foreign ownership under the Investment List.

A Business Registration Number (Nomor Induk Berusaha - “NIB”) is an identity number for Indonesian business entities issued by the Online Single Submission (“OSS”) system following the registration of such business entity in the OSS system. An NIB also serves as a company’s Company Registration Certificate (Tanda Daftar Perusahaan), Importer Identification Number (Angka Pengenal Importir) and customs access right (nomor induk kepabeanan). Business entities with an NIB are also automatically registered with the national healthcare and employment social security schemes (Badan Penyelenggara Jaminan Sosial). The requirement to obtain an NIB through the OSS system also applies to business entities which were established prior to the establishment of the OSS system in 2018. The registration of an Indonesian PMA company is generally evidenced by its NIB.

Under the Law on Investment, a PMA company engaged in a WFPP must have an NIB with a classification of “electricity generation.” The “electricity generation” business classification for WFPPs, in turn, is separated into two different categories under the Investment List, as follows:

- electricity generation of less than 1MW (which is allocated to local cooperatives and local micro, small and medium-scale business only – where such business involves simple technology, having specific process/labour intensive/cultural heritage and/or having capital of no more than Rp 10 billion); and

- electricity generation of equal to or more than 1MW (which generally allows for foreign ownership up to 100%).

Operational Licenses

Under the Law on Electricity and its implementing regulations, a company engaged in the development of a WFPP must secure a Business License in the form of an Electricity Supply Business License (Izin Usaha Penyedia Tenaga Listrik or the “IUPTL”), which is its main business license.

IUPTL

As a requirement for the supply of electricity to PT PLN (Persero) (“PLN”), a project company is required to secure an IUPTL, as its Business License, issued by MEMR (or by its delegated authority). The IUPTL is granted for up to 30 (thirty) years and can be extended.

Pursuant to MEMR Regulation 39-2018, MEMR, in the framework of electronically integrated business licensing services, has delegated to the OSS system its authority to grant several licenses, including IUPTLs. Therefore, an application to obtain an IUPTL must be submitted through the OSS system and the IUPTL will be issued by the OSS system for and on behalf of MEMR.

In order for an IUPTL issued through the OSS system to become effective, certain administrative and technical requirements are required to be complied with by the project company. These include, among others, MEMR approval of the selling price of electricity, a copy of the relevant Power Purchase Agreement entered into with PLN and evidence of the financial capabilities of the project company.

Operational Feasibility Certificate

After the commissioning test of a WFPP, MEMR Regulation 39-2018 requires the power plant to undergo inspection and testing for the purpose of obtaining an Operational Feasibility Certificate (Sertifikat Laik Operasi) issued through the OSS system, which will certify the fitness of the electricity installation and formally recognize that the power plant is ready to commence operations.

Environmental and Forestry Licenses

Environmental Approval

An environmental approval is required to be secured with respect to the construction of a WFPP. In case of a WFPP with capacity of equal to or more than 50MW, Regulation 38-2019 categorizes the construction thereof as an activity that requires an Environmental Impact Assessment (*Analisis Mengenai Dampak Lingkungan Hidup* or the “AMDAL”). However, if the capacity of the WFPP is less than 50 MW, then it would instead be required to have an Environmental Management Effort-Environmental Monitoring Effort (*Upaya Pengelolaan Lingkungan Hidup-Upaya Pemantauan Lingkungan Hidup*) document. The AMDAL is a document which consists of an Environmental Impact Assessment Report (*Analisa Dampak Lingkungan Hidup* or the “ANDAL”), an ANDAL Terms of Reference Form (*Formulir Kerangka Acuan Analisa Dampak Lingkungan Hidup* or the “KA-ANDAL”), an Environmental Management Plan (*Rencana Pemantauan Lingkungan* or the “RPL”) and an Environmental Monitoring Plan (*Rencana Pengelolaan Lingkungan* or the “RKL”).

The approval process of the AMDAL includes the project company's preparation and submission of a KA-ANDAL to the AMDAL Valuation Committee for approval. The AMDAL documents must then be prepared and eventually submitted to the MOEF or Head of Regional Government (Governor or Regent/Mayor), as applicable. The Environmental Approval, in the form of Environmental Feasibility Approval, will state that the business activities are feasible for the environment, the obligations of the project company and the validity of the approval, among others.

Forestry Area Utilization Approval, if applicable

Under the Law on Forestry and Government Regulation 23, a Forestry Area Utilization Approval is mandatorily required to be obtained if a project company is to carry out electricity business in an area which has been categorized as “production forest” or “protection forest” (together, the “Forest Zones”). The Forestry Area Utilization Approval can be issued to a company conducting activity in a Forest Zone for the period equal to the validity period of the business License (*i.e.*, in this case, the IUPTL). The conditions attaching to a Forestry Area Utilization Approval, in the form of a Borrow and Use Permit can be extensive (including the obligation to comply with financial and land compensation requirements). In accordance with MOEF Regulation 27-2018, an application to obtain a Borrow and Use Permit must be submitted by the management of the relevant project company (which has obtained an NIB) to the MOEF through the OSS system.

Land Arrangements

Location Permit

Under Head of BPN Regulation 17-2019, a Location Permit is required to be secured by the project company in order to be allowed to acquire a certain land area and apply for the relevant land title in respect of such land in accordance with Regional Spatial Layout Plan. A Location Permit will typically be based on a commitment from its holder to obtain additional approvals. If the land acquisition process cannot be completed within the initial period provided in the Location Permit (of up to 3 years), the Location Permit can be extended for a one (1) year period, provided the holder of the Location Permit has acquired at least 50% of the total land area specified in the Location Permit at the time of extension.

A PMA company can only acquire land within the area indicated in the Location Permit issued in its favour. Based on Head of BPN Regulation 17-2019, Location Permits are applied for and issued through the OSS system. For purposes of a WFPP, it is necessary that the Location Permit specifically allows for electricity business activities, among others, to be carried out on that land. The Location Permit is different from and separate to the actual underlying land title.

Land rights applicable to a WFPP

While there are different kinds of registered land titles in Indonesia, the most relevant for an IUPTL holder is a ‘right to build’ (hak guna bangunan or the “HGB”). The HGB gives the holder the right to own and use land and to erect and/or possess buildings and installations on the land. HGB certificates are issued to evidence the ownership of this type of title. Usually, an HGB is for a period of up to 30 years and extendable for maximum periods of 20 years per extension.

Electricity Tariffs and Power Purchase Agreements with PLN

Pursuant to MEMR Regulation 50-2017, for Indonesian WFPPs, the relevant electricity sale pricing shall be determined as follows:

- up to 85% of the local grid average national PLN electricity supply cost (biaya pokok penyediaan pembangkitan - “BPP”), if the local grid BPP is higher than the national BPP; or
- based on mutual agreement between PLN and the independent power producer, if the local grid BPP is less than or equal to the national BPP.

The electricity price based on the above pricing mechanism must obtain an electricity price approval from MEMR which must be applied by PLN to the MEMR at the latest 5 business days as of the completion of the independent power producer procurement process. This process will be managed through the co-operation of PLN during the negotiation of the terms of the power purchase agreement.

Overview of Regulatory Framework for Renewable Solar/Wind Power Plant Projects in Vietnam

Relevant laws and regulations

General (applicable to all power projects)

- Investment Law No. 61/2020/QH14 passed by the National Assembly (“Investment Law”)
- Decree No. 31/2021/ND-CP dated 26 March 2021 as the implementing regulations of the Investment Law
- Electricity Law No. 28/2004/QH11 dated 3 December 2004 passed by the National Assembly (as amended by Law No. 24/2012/QH13 dated 20 November 2012) (“Electricity Law”)
- Decree No. 137/2013/ND-CP dated 21 October 2013 implementing the Electricity Law (as amended by Decree No. 08/2018/ND-CP)
- National Power Master Plan VII (amended) for the period 2011—2020 approved by the Prime Minister under Decision 428/QĐ-TTg dated 18 March 2016 (“Power Master Plan VII”). Power Master Plan VII aims to increase solar power capacity from the current almost zero to 850MW by 2020 and 12,000MW by 2030
- Land Law No. 45/2013/QH13 dated 29 November 2013 passed by the National Assembly (as amended by Law No. 35/2018/QH14) (“Land Law”)
- Decree No. 43/2014/ND-CP dated 15 May 2014 implementing the Land Law (as amended by Decree No. 01/2017/ND-CP and Decree No. 148/2020/ND-CP)
- Construction Law No. 50/2014/QH13 dated 18 June 2014 passed by the National Assembly (as amended by Law No. 35/2018/QH14 dated 20 November 2018 and by Law on Amendment to Construction Law No. 62/2020/QH14 dated 17 June 2020 as from 1 January 2021) (“Construction Law”)
- Decree No. 44/2015/ND-CP dated 6 May 2015 on detailed regulations on construction planning (as amended by Decree 72/2019/ND-CP)
- Consolidated Document No. 07/VBHN-BXD dated 22 November 2019 on detailed regulations on construction planning
- Decree No. 15/2021/ND-CP dated 3 March 2021 on management of construction investment projects (“Decree 15”)
- Consolidated Document No. 02/VBHN-BXD dated 20 July 2018 on management of construction investment projects
- Circular No. 06/2021/TT-BXD dated 30 June 2021 on classification of constructions and guidelines for application in management of construction investment (took effect on 15 August 2021)
- Grid-connected solar power projects
- Circular No. 18/2020/TT-BCT dated 17 July 2020 issued by the Ministry of Industry and Trade (“MOIT”) on project development and model power purchase agreements for solar power projects (“Circular 18”)

Grid-connected wind power projects

- Decision No. 37/2011/QĐ-TTg dated 29 June 2011 issued by the Prime Minister on mechanism to support in development of wind power projects in Vietnam (as amended by Decision No. 39/2018/QĐ-TTg)

- Consolidated Document No. 05/VBHN-BCT dated 1 August 2019 issued by the MOIT on mechanism to support in development of wind power projects in Vietnam
- Circular No. 02/2019/TT-BCT dated 15 January 2019 issued by the MOIT on wind power project development and model power purchase agreements for wind power projects

Environment; Firefighting and Fire Prevention

- Law on Environmental Protection No. 55/2014/QH13 dated 23 June 2014 passed by the National Assembly (to be replaced by Law on Environmental Protection No. 72/2020/QH14 dated 17 November 2020 as from 1 January 2022) (“Law on Environmental Protection”)
- Decree No. 18/2015/ND-CP dated 14 February 2015 on environmental protection planning, strategic environmental assessment, environmental impact assessment and environmental protection plans (as amended by Decree No. 40/2019/ND-CP dated 13 May 2019)
- Law on Firefighting and Fire Prevention No. 27/2001/QH10 dated 29 June 2001 passed by the National Assembly (as amended by Law No. 40/2013/QH13 dated 22 November 2013)
- Decree No. 136/2020/NP-CP dated 24 November 2020 providing guidelines for the amended Law on Firefighting and Fire Prevention No. 40/2013/QH13 (“Decree 136”)

Enterprise Registration Certificate

The enterprise registration certificate is a license issued by the provincial Planning and Investment Department certifying the incorporation of a project company. The enterprise registration certificate generally contains the following information:

- name and enterprise number of the project company
- address of the project company’s head office
- information of the legal representative of the project company
- information of the owner/members of the project company (applicable to a limited liability company only)
- charter capital of the project company

Inclusion in power master plan

A proposed solar/wind power project must be included in the provincial (general) power development master plan or the national (general) power development master plan, or the provincial solar/wind power development master plan or the national solar/wind power development master plan. To have a project included in such master plans, the project proponent must first conduct a preliminary feasibility study for the project, which should include, among others, the description of the project: proposed location, construction scale and area, construction items, relevant contents of industry master plan and local construction master plan, need for the project and its advantages and disadvantages, total investment capital, source of funds, capacity of project proponent to mobilize funds, project implementation schedule, analysis of economic, financial and social efficiency, plan for land using, land clearance and compensation, environmental impact assessment, fire fight and fire prevention plan and other requirements in respect of national defence and public security (if any) and plan for supports in construction of technical infrastructure (“Pre-FS”).

As a matter of procedure, the Pre-FS should then be submitted to and reviewed by the Energy General Department (for inclusion in the national solar/wind power development master plan) or submitted to relevant provincial Department of Planning and Investment and then forwarded to the Energy General Department for review (for inclusion in the provincial solar/wind power development master plan).

The Prime Minister has issued Decision 1264/QĐ-TTg on 1 October 2019 approving the mission of preparation of the national electricity development planning for the period 2021-2030 (“National Master Plan VIII”) in order to replace the National Master Plan VII. Pending the issuance of the National Master Plan VIII, currently, a proposed solar/wind power project, regardless its capacity, needs to be approved by the Prime Minister.

In-principle approval for investment

Upon inclusion in the relevant power master plan, the project proponent, in accordance with the Investment Law, must apply for in-principle approval for investment with:

- the National Assembly—in the case of (i) a project which seriously affects or may seriously affect the environment; (ii) a project involving the conversion of land use purpose for wet rice dual harvest cultivation in an area of 500 hectares or more; (iii) a project involving the relocation and resettlement of 20,000 people or more in mountainous areas or 50,000 people or more in other areas; or (iv) a project requiring the application of a special mechanism or policy which should be decided by the National Assembly;
- the Prime Minister—in case of a project involving the relocation and resettlement of 10,000 people or more in mountainous areas or 20,000 people or more in other areas; or
- the People’s Committee—in case of (i) a project to which the State allocates or leases land without auction, tendering or transfer; (ii) a project requiring the conversion of land use purpose; or (iii) a project of foreign investors and foreign-invested business entities executed on islands or in border or coastal communes, or in other areas affecting national defence and security.

The *in-principle approval for investment* is necessary for and will enable the project proponent to apply for an investment registration certificate

Investment Registration Certificate

Within five working days from the issuance date of the in-principle approval for investment, the provincial Department of Planning and Investment (“DPI”) will issue an investment registration certificate (“IRC”) to the project company in accordance with the Investment Law. The IRC is the official document recording the right of the project proponent to invest in and implement the solar/wind power project.

Under the Investment Law, generally, the term of an investment project is 50 years. The term of an investment project to be implemented in areas with specially difficult socio-economic conditions or an investment project with large investment capital but slow capital recovery may be longer but shall not exceed 70 years.

Land Clearance and Compensation Process; Land Lease

The project proponent may proceed with the land clearance and compensation process with respect to the project land upon receipt of the in-principle approval for investment.

Upon completion of the land clearance process, the project company may then proceed with the application for a land lease decision to be issued by the People’s Committee and for the People’s Committee to sign a land lease agreement.

1/500 Master Plan

The project proponent submits a proposed detailed (1/500) construction master plan of the solar/wind power plant for appraisal by the provincial People's Committee. The approved 1/500 construction master plan is a basis for the project company to prepare the dossier and to obtain a construction permit.

Construction permit

After a land lease decision, land lease agreement and 1/500 construction master plan are secured, the project company may then apply for a construction permit from the provincial Department of Construction in accordance with the Construction Law. Upon issuance of the construction permit, the project company must then commence construction work within 12 months thereafter. The 12-month construction deadline can be extended twice for a period of additional 12 months each in accordance with the Construction Law.

Land use right certificate

The land use right certificate ("LURC") is the prima facie evidence of title to land use rights. The LURC will be issued in favour of the project company by the provincial People's Committee or its authorized land division after the land lease agreement is executed and rent obligations to the government are fulfilled. It has the same term as the land lease agreement.

Feasibility Study and Technical design approval

In terms of construction and pursuant to the Construction Law (including Decree 59 and Circular 3), another part of the process is the submission of a feasibility study ("FS") for appraisal by: (i) the Department of Construction or the specialized construction management Department for a project with a capacity of up to 30MW; or (ii) the specialized construction management agency of the MOC or the specialized construction management Ministry for a project with a capacity of more than 30MW.

The FS should contain the basic design, among others. Upon approval of the basic design and the FS, the project company must then prepare a more detailed technical design, which will be evaluated and approved by: (i) the Department of Construction or the specialized construction management Department for a project with a capacity of up to 30MW; or (ii) the specialized construction management agency of the Ministry of Construction ("MOC") or the specialized construction management Ministry for a project with a capacity of more than 30MW.

Electricity contracts and licenses

The following agreements/licenses must be secured by the project company for a solar/wind power project with various divisions of EVN:

- the Power Purchase Agreement (PPA);
- the Grid Connection Agreement;
- the SCADA/EMS (DMS) Agreement;
- the Load Dispatch Information System Agreement; the Protective Relay System Agreement;
- the Metering Agreement; and
- the Electricity Operation License.

The agreements are typically negotiated with the EVN or its relevant divisions during the FS process.

Environment impact assessment

The solar/wind power project company which uses land with a total area of 200 hectares or more must also prepare the Environmental Impact Assessment Report (“EIAR”) during the preparation of the basic design for the FS. The EIAR will then be submitted to and evaluated and approved by either the Ministry of Natural Resources and Environment (“MONRE”) or the provincial People’s Committee depending on the scale and sector of the project pursuant to the Law on Environmental Protection. The investor is required to re-prepare an EIAR in cases (i) the investment project does not commence operation within 24 months from the date on which the EIAR is approved; or (ii) the increase of the investment project’s scale and capacity or change in technology to increase negative impacts on the environment compared to the approved EIAR.

The solar/wind power project company which (i) uses land from 50 hectares to under 200 hectares; or (ii) during its operation, generates wastewater from 20 m³/day or more, or discharges solid waste from one ton/day, or waste gas from 5,000 m³/hour or more, must register the environmental protection plan with the local environmental authorities.

Fire Prevention and Firefighting design approval and implementation

Pursuant to Decree 136 and as part of the requirements for issuance of the construction permit, the project company must also submit its Fire Prevention and Firefighting (“FPFF”) design to the Police Department of Fire Prevention and Firefighting (“Fire Department”) for appraisal and approval.

As required by Decree 136, after completion of construction works, but before operations, the project company must also have the Fire Department certify that the construction works are built in accordance with the FPFF design approval.

Overview of Electricity Regulatory Framework for Wind Farm Project in Tasmania & Solar Farm Project in New South Wales, Australia

Electricity generation and connection approvals

A project company who wishes to supply electricity from a wind farm project in Tasmania or solar farm project in New South Wales (“NSW”) is required to register as a Market Participant with the Australian Energy Market Operator (“AEMO”) under the National Electricity Law (“NEL”). In addition, a generator must liaise with the relevant transmission or distribution network supplier to connect to the electricity transmission network under a process set out in the National Electricity Rules (“NER”), which is overseen by AEMO.

In Tasmania, a company must also secure a license from the Tasmanian Economic Regulator (“TER”).

Registration as a Participant with AEMO

Under the NEL, a person who will engage in the activity of owning, controlling, or operating a generating system connected to the interconnected transmission or distribution system in the National Electricity Market (“NEM”) is required to be a registered participant with AEMO, unless an exemption applies. The transmission and distribution systems in both Tasmania and NSW are part of the NEM.

To be a registered participant, such a person must register within a particular category with AEMO. In case of generation, such a person is required to register with AEMO in the “Generator” category before commencing operation of any generation facilities.

The process for registration and requirements for applicants is outlined in the NER. The applicant must, among other matters, satisfy AEMO that it is (and will continue to be) able to fulfil the financial obligations relating to market participants and has demonstrated an ability to comply with the NER.

License for generation of electricity in Tasmania

In addition, a person wishing to carry on operations in the electricity supply industry in Tasmania, including generating electricity from a wind farm project, is required to secure, a license in Tasmania as a generator under the Electricity Supply Industry Act 1995 (Tasmania). This license is in addition to registration as a Market Participant with AEMO.

The project company should file a license application with the TER, specifying the information required by TER in the applicable form. In addition, the application must, among other matters, identify the officers and major shareholders, if applicable, of the project company, contain the details of the proposed generating plant and details relating to the generator's connection to the relevant the transmission system or distribution network, and such any other relevant information requested by TER.

Connection to transmission network

The NER provides for the procedure for connection to a transmission network or a distribution network and access to the national grid. This procedure is overseen by AEMO.

To be able to connect, the project company is required to submit an application to connect and enter into a connection agreement with a network service provider prior to being connected to the network.

On receipt of a connection inquiry, a network service provider must, in accordance with the system strength impact assessment guidelines, undertake a system strength impact assessment of each proposed new connection of a generating system. The network service provider must then proceed to prepare an offer to connect and accept with a specific period, which should also contain the relevant terms and conditions for connection.

If the network service provider determines that an application will have an adverse system strength impact as part of its assessment, it can require as a condition of connection that the applicant participate in a system strength remediation scheme. This may include installation of plant or undertaking other works to augment the capacity of the transmission network.

Once it has received an offer to connect, the project company then has the opportunity negotiate and enter into a connection agreement with the relevant network service provider. The timing of the connection process is heavily dependent on the specific nature of the connection and features of the relevant parts of the transmission or distribution network. AEMO guidelines suggest that the entire process could a number of years, but could also be much shorter (for example, 10 months) in the case of less complicated connections.

Overview of Electricity Regulatory Framework for Solar Projects in Gujarat and Rajasthan, India

Central Regulatory Framework

The Electricity Act 2003, as amended from time to time (the “Electricity Act”), primarily governs the regulatory framework of the solar power sector in India. The Electricity Act is proposed to be amended *vide* the Electricity (Amendment) Bill, 2021, which is currently pending before the Parliament of India. The Electricity Act has created several independent regulatory agencies for the electricity sector, namely, the Central Electricity Regulatory Commission (“CERC”), the State Electricity Regulatory Commissions (“SERCs”), Appellate Tribunal for Electricity (“APTEL”), the Central Electricity Authority (“CEA”), regional and national load dispatch centres, regional power committees, central transmission utility (“CTU”) and the state transmission utilities (“STUs”). The electricity sector is also regulated through several laws and regulations framed by the CERC, SERC and orders issued by the CERC, SERCs, the APTEL, along with other policies adopted by the Government of India (“GoI”) and the relevant State Governments.

The CERC mainly regulates and determines tariff for generation and inter-state power supply or inter-state transmission and is also responsible for issuance of transmission licenses. CERC also adjudicates disputes involving generation companies, distribution licensees or inter-state transmission licensees. SERCs determine tariffs for generation, distribution and transmission of power within a state, regulate the power procurement process of distribution licensees, issue distribution and transmission licenses and regulate intra-state electricity transmission, along with adjudication of disputes involving generation companies, distribution licensees or intra-state transmission licensees.

The CEA acts as an advisory body to the GoI with regard to technical matters concerning generation, transmission and distribution, which also includes prescribing grid standards for operation and maintenance of transmission lines. APTEL, which has the appellate power under the Electricity Act, acts in a superintending role over regulators. The CTU is a government owned company which operates majority of the inter-state/inter-regional transmission networks in India. Likewise, STUs are government owned companies appointed at the state level and both, the CTU and the STUs provide connectivity to generators and ensure development of the transmission lines. Lastly, to ensure optimum scheduling and dispatch of electricity in terms of the relevant grid code, load dispatch centres are established under the Electricity Act at the national, regional and state levels.

The Electricity Act also mandated the GoI, in consultation with the State Governments and the CEA, to prepare a national electricity policy and a tariff policy. Accordingly, the GoI issued the national electricity policy in 2005 (“NEP”) and a tariff policy in 2006 which was replaced by the tariff policy of 2016 (“Tariff Policy”). The NEP aims at laying guidelines for accelerated development of the power sector, providing electricity to all areas and protecting interests of consumers, keeping in view the availability of energy resources, the technology available to exploit these resources, economics of generation using different resources and energy security issues. The Tariff Policy provides for guidelines for the development of the power sector, to attract investments in the power sector and to ensure reasonable charges for the consumers. The Tariff Policy also provides, among others, guidance to the regulatory bodies in framing the tariff regulations and encourages competitive procurement of power.

Forecasting and Scheduling

In March 2015, the CERC published its proposed ‘Framework for Forecasting, Scheduling and Imbalance Handling for Wind & Solar Generating Stations at Inter-State Level’ according to which renewable energy forecasting was required to be done by both, the renewable energy generator and the concerned load dispatch centre. Further, under the deviation settlement mechanism (“DSM”), load serving entities are charged with penalties for deviations from requested day-ahead schedules and generators are charged for deviations from committed day-ahead schedules.

Tariff Determination

The Electricity Act provides for the procedures for two types of tariff determination. The first is when tariff is determined by the CERC or the relevant SERC through negotiated power purchase agreements (“PPAs”) with the distribution licensees, which should be approved by the CERC or the relevant SERC, as the case may be. The second way to discover tariff is through a competitive bidding conducted in accordance with the competitive bidding guidelines issued by the GoI. The standard bidding guidelines were issued by the Ministry of Power under Section 63 of the Electricity Act in 2017 for tariff-based competitive bidding processes, for procurement of power from grid-connected solar PV projects and wind power projects.

Introduction of the Basic Customs Duty

The Ministry of New and Renewable Energy, GoI (“MNRE”) issued an office memorandum dated 9 March 2021 (“MNRE OM”), whereby the acceptance by the Ministry of Finance, GoI of the MNRE's proposal to impose basic customs duty (“BCD”) on solar cells and solar modules (without grandfathering of bid out projects) was notified. The MNRE OM states that with the objective of developing India's domestic solar manufacturing capacities and to reduce India's dependence on imports, a BCD of 40% will be leviable on imported solar modules and 25% on imported solar cells, with effect from 1 April 2022.

The MNRE OM also clarifies that imposition of the BCD will not be considered as a 'change in law' event for any bids, with bid submission dates falling subsequent to the date of the MNRE OM.

SC Order for Protection of the Great Indian Bustard

In *M.K. Ranjitsinh v. Union of India* (I.A. No. 85618 of 2020 in Writ Petition (Civil) No. 838 of 2019), the Supreme Court of India (“SC”) issued an order dated 19 April 2021, which contained directions to the Government of Rajasthan (“GoR”) and Government of Gujarat (“GoG”) to ensure protection of the priority and potential habitats of the Great Indian Bustard (“GIB”) (which is on the verge of extinction), as identified by the Wildlife Institute of India. The SC order noted the impact of overhead power transmission lines on the health and habitat of birds that die due to collision with power lines, particularly the GIB. Certain mitigation measures were issued as directions to the GoR and GoG by SC, which included the following:

- The GoR and GoG are required to take steps to install bird divertors on overhead power lines that currently exist in the priority and potential habitats of the GIB.
- Low voltage overhead power lines existing presently in the priority and potential habitats of GIB will be converted into underground power lines. All low voltage power lines to be laid in the priority and potential habitats of GIB, in all cases will be laid underground in the future.
- Laying of high voltage underground power lines would require expertise for feasibility assessment and therefore, a committee was constituted by the SC for such purpose. The committee may obtain technical reports from experts in the field of electricity supply or assistance of the GoI to arrive at a decision, if required. If the GoR and GoG face feasibility issues while laying underground power transmission lines, they should refer the matter to the committee with the relevant details.
- Where converting the overhead power lines into underground power lines is feasible, the GoR and GoG are required to complete such conversion within one year. Till such conversion is completed, the bird divertors should be hung from the existing power lines.

Regulatory Framework in Gujarat

The regulatory framework governing the solar energy sector in Gujarat comprises the Electricity Act and the rules thereunder, regulations framed by the Gujarat Electricity Regulatory Commission (“GERC”) under the Electricity Act, orders passed by the GERC and policies formulated by the GoG.

Pursuant to enactment of the Electricity Act, the erstwhile Gujarat State Electricity Board was unbundled and reorganized into the following separate generation, distribution and transmission companies:

- Generating company: Gujarat State Electricity Corporation Limited;
- Transmission company: Gujarat Energy Transmission Corporation Limited (“GETCO”); and
- Distribution companies (“Discoms”): (a) Dakshin Gujarat Vij Company Limited; (b) Madhya Gujarat Vij Company Limited; (c) Uttar Gujarat Vij Company Limited; and (d) Paschim Gujarat Vij Company Limited.

Further, Torrent Power Limited is a private distribution licensee in Gujarat which operates in Surat, Ahmedabad, Gandhinagar and Dahej.

GETCO is the designated STU and is responsible for developing and providing access to the transmission system within the state of Gujarat, whereas the Discoms are responsible for the distribution and retail supply of electricity to consumers in their respective distribution areas. The GoG has also established the Gujarat Energy Development Agency (“GEDA”) as the nodal agency to promote the development of renewable energy generation plants, including solar power plants.

The GoG has established a holding company, GUVNL, which is given the right to trade in electricity *i.e.*, purchase power from various sources for onward sale to the four Discoms. GUVNL executes the PPAs with power producers and subsequently sells such power purchased to the Discoms.

Gujarat Solar Policy

The GoG issued the Gujarat Solar Power Policy, 2015 (“Gujarat Policy 2015”), under which, GEDA is the nodal agency responsible for *inter alia*, facilitation of implementation of solar power projects in Gujarat.

The Gujarat Policy 2015 is superseded by the Gujarat Solar Policy 2021 dated 29 December 2020 (“Gujarat Policy 2021”). The solar power systems installed and commissioned during the operative period of the Gujarat Policy 2021, i.e. from the date of its notification, 29 December 2020 to 31 December 2025, are eligible for the benefits and incentives declared under the Gujarat Policy 2021, for a period of 25 years from their date of commissioning or for the lifespan of the solar power system, whichever is earlier, if registered with GEDA as per the Gujarat Policy 2021.

Deviation Settlement Mechanism

The GERC (Forecasting, Scheduling, Deviation Settlement and Related Matters for Solar and Wind Generation Sources) Regulations, 2019 (“Gujarat F&S Regulations”) apply to every wind and solar power generator having a combined installed capacity of 1 MW and connected to the state grid, whether independently or through pooling substations and generating power for self-consumption or for sale within or outside the state. The GERC notified the Gujarat F&S Regulations with an objective to facilitate large scale

grid integration of wind and/or solar power generating stations and grid security through forecasting, scheduling and commercial mechanism for deviation settlement of the generators.

Interconnectivity

In order to connect its solar project to the state grid, a solar power developer will be typically required to enter into a connection agreement with the STU, which sets out the terms relating to a connection and/or use of the intra-state transmission system. Any applicant seeking to establish a new connection to and/or use an existing transmission system is required to submit an application to the STU/Discom for connection to the state grid in accordance with the procedure set out in the GERC (Gujarat Electricity Grid Code) Regulations, 2013.

Regulatory Framework in Rajasthan

The regulatory framework governing the solar energy sector in Rajasthan comprises the Electricity Act, regulations framed by the Rajasthan Electricity Regulatory Commission (“RERC”) under the Electricity Act, orders passed by the RERC and policies formulated by the GoR.

Pursuant to enactment of the Electricity Act, the erstwhile Rajasthan State Electricity Board was reorganized and the following companies were formed:

- Generating company: Rajasthan Rajya Vidyut Utpadan Nigam Limited;
- Transmission company: Rajasthan Rajya Vidyut Prasaran Nigam Limited (“RRVPNL”); and
- Discoms: (a) Jaipur Vidyut Vitran Nigam Limited; (b) Jodhpur Vidyut Vitran Nigam Limited; and (c) Ajmer Vidyut Vitran Nigam Limited.

RRVPNL is the designated STU and is responsible for developing and providing access to the transmission system within the state of Rajasthan. The Discoms are responsible for the distribution and retail supply of electricity to consumers in their respective distribution areas. The GoR has also established the Rajasthan Renewable Energy Corporation Limited (“RRECL”) as the nodal agency to promote the development of renewable energy generation plants, including solar power plants and facilitate energy conservation in Rajasthan.

Rajasthan Solar Policy

The GoR issued the Rajasthan Solar Energy Policy, 2019 (“Rajasthan Solar Policy”), which is applicable to all grid connected solar power projects in Rajasthan, including grid connected solar rooftop projects and off-grid solar projects. Under the Rajasthan Solar Policy, RRECL is designated as the nodal agency, responsible for inter alia, facilitation of the implementation of solar power projects. All the projects installed in the state are required to be registered with RRECL under the Rajasthan Solar Policy. The Rajasthan Solar Policy also provides for various incentives/benefits for solar power projects.

Deviation Settlement Mechanism

The RERC (Forecasting, Scheduling, Deviation Settlement and Related Matters for Solar and Wind Generation) Regulations, 2017 (“Rajasthan F&S Regulations”) apply to, inter alia, every solar power generator supplying power to Discoms in Rajasthan having individual or combined capacity of 5 MW, whether connected to the state grid independently or through pooling substations and/or solar park, or connected to the state grid through a pooling substation and/or solar park with a total capacity of 5 MW. For

shortfall in generation and excess generation as against the schedule provided to the state load despatch centre, deviation charges as set out in the Rajasthan F&S Regulations are required to be paid.

Interconnectivity

In order to connect to the state grid, a solar power developer will be typically required to enter into connection agreements with the STU, which sets out the terms relating to a connection and/or use of the intra-state transmission system. Also, as per the RERC (Rajasthan Electricity Grid Code) Regulations 2008, in order to establish a new connection for the use of RRVPNL's (*i.e.*, the STU's) transmission system, a generating company has to apply to RRVPNL in accordance with the procedure set out by RRVPNL.

Applicable Permits and Consents

Development of solar projects in Gujarat and Rajasthan requires permits and consents from relevant government authorities, either at the central or the state level, as set out below. Permits which are required to be obtained for carrying out the general business of a project company and which are not specific to the solar power projects; *i.e.*, tax related registrations, shops and establishment registration, employees' state insurance, employees provident fund, corporate approvals, etc., have not been included in this section.

S.no.	Consents and approvals	Particulars
(A) <u>Applicable permits for solar projects</u>		
1.	Registration of the solar power project	Solar power projects are required to be registered with the state nodal agencies, GEDA in Gujarat for availing incentives and RRECL in Rajasthan, as applicable.
	Approvals for overhead transmission lines	Prior to construction by a project company of overhead transmission lines (with voltage exceeding 11kv and outside the premises in its control), the approval from the CEA is required as per Section 68 of the Electricity Act.
	Clearance from the Power and Telecommunication Coordination Committee ("PTCC")	A clearance from the PTCC is required to be obtained to ensure safety of the personnel and telecom equipment as per Section 160 of the Electricity Act and under Regulation 77 of the CEA (Measures relating to safety and electricity supply) Regulations, 2010 before energization of new power lines of 11 kv and above.
	Approval under Section 164 of the Electricity Act	Grant of authorization under Section 164 of the Electricity Act is required to be obtained from the CEA to exercise the powers of a telegraph authority under the Indian Telegraph Act, 1885, for setting up electrical lines for the purposes of transmission of electricity.

S.no.	Consents and approvals	Particulars
	No-objection certificate from the CGWA	If the project company needs to withdraw ground water for the solar project, then a no-objection certificate (“NOC”) should be obtained from the Central Ground Water Authority. The requirements for the NOC would depend on whether the project falls within a notified area or a non-notified area.
	Connection Agreement	The project company is also required to submit an application to the STU/Discom to connect to the state grid. Thereafter, a connection agreement is required to be executed between the generating project company and the relevant transmission licensee prior to the physical interconnection of the solar power project with the state grid.
	Approval of the design and specification of	The Electricity Act, among others, requires the CEIG to certify that any equipment and plant for generation, transmission, distribution or use of energy meets the required safety regulations. This approval is necessary to be obtained prior to the energization of the solar power project.
	Approval for synchronization	Prior to synchronization of the solar power project, the project company is required to secure the approval of the transmission company /the state load despatch centre and GEDA/SECI, as the case maybe, as per the requirements of the PPA.
	Commissioning Certificate	The project company is also required to obtain a commissioning certificate from GEDA or RRECL, as applicable, before it can deliver power. Generally, the commissioning certificate will allow to ascertain the specific date on which the respective units have been commissioned.
	Authorization under Hazardous & Other Wastes (Management and Trans-boundary Movement) Rules, 2016 (“Hazardous Waste Rules”).	The Ministry of Environment, Forest and Climate Change issued an office memorandum dated 7 July 2017, which provides that the disposal of PV cells attracts the provisions of the Hazardous Waste Rules. From a reading of the Hazardous Waste Rules, it seems that any entity, including a solar project engaging in disposal of the PV cells will be required to obtain an authorisation of the relevant state pollution control board prior to such disposal of PV cells.
(B) <u>Additional Permits</u>		
Apart from the permits mentioned in (A) above, the following permits may also need to be obtained in respect of a solar power project, depending on other variable factors affecting the projects, such as the geographical location of the project, the number of workmen deployed or such other factually relevant circumstances affecting the project related activities.		
2.	IEC Code	In the event that any of the equipment, including spares, for the projects is imported into India or to export any equipment out of India, the project company must obtain an import export code from the

S.no.	Consents and approvals	Particulars
		Ministry of Commerce and Industry, GoI, in accordance with the provisions of Foreign Trade (Development and Regulations) Act, 1992.
	Crossing approvals	If any transmission line forming part of the projects crosses over a village road, national highway, state road (including state highways), river or nallah, then a crossing approval / NOC of the relevant sanctioning authority (such as, Gram Panchayat, National Highway Authority of India, Ministry of Railways or the relevant State Authority) is required to be obtained.
	Approval for storing explosives	If the solar power producer stores or brings fuel oil, explosives and inflammable liquids, gases and chemicals at the project site, it must obtain a license under the Explosives Act, 1884, Explosives Rules, 2008, the Petroleum Act, 1934 and the Petroleum Rules, 2002.
	Height clearance from the Airports Authority of India (“AAI”)	A clearance is required from AAI if a power project is situated within 20 kilometres or less from an Aerodrome Reference Point (“ARP”) of a Visual Flight Rules (“VFR”) airport, and 56 kilometres or less from the ARP of an Instrument Flight Rules (“IFR”) airport.
	NOC from Ministry of Defence if the project is located near an International border or an air force base	The Aircraft Act, 1934 and the Ministry of Civil Aviation (Height Restrictions for Safeguarding of Aircraft Operations) Rules, 2015 (“MoCA Rules”) provide that an NOC for height clearance is required to be obtained for constructing or erecting any structure within a radius of 20 kilometres from the ARP of the civil and defence aerodromes as listed out in the MoCA Rules. Further, the MoCA Rules provide that no structure higher than the height specified in Schedule II of the MoCA Rules is required to be constructed or erected within a radius of 20 km from the ARP.
	Approvals under Factories Act, 1948 (“Factories Act”)⁽¹⁾ Registration under the Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”) Registration under the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 (“BOCW Act”) and payment of cess under	If the project company employs 10 or more workers during the operations of the solar project, then it would qualify as a factory under the Factories Act, requiring it to secure the relevant approvals from the Chief Inspector of Factories of the relevant state, including approval of the site and building plan, license to operate factory and certificate of stability. A certificate of registration under the CLRA and the rules framed thereunder must be obtained from the Labour Department of the relevant state by the principal employer of every establishment, if 20 or more workmen were employed on any day of the preceding 12 months at the factory (which is employing contract labour). The registration requirement with the Labour Department of the relevant state under the BOCW Act may apply to the project company if it employs or had employed 10 or more building workers on any

S.no.	Consents and approvals	Particulars
	the Building and Other Construction Workers Welfare Cess Act, 1996 (“Cess Act”) Registration under the Inter-State Migrant Workmen (Regulation of Employment and Condition of Service) Act, 1979 (“Migrant Workers Act”)	day of the preceding 12 months. Further, the entity to whom the BOCW Act applies is also required to remit ‘cess’ to authorities at the rate of 1 percent of the ‘cost of construction’. Registration under the Migrant Workers Act and the rules framed thereunder is required to be obtained by project company from the Labour Department of the relevant state if 5 or more inter-state migrant workmen are employed by it in Gujarat or Rajasthan, as the case may be, on any day of the preceding 12 months by the solar power producer or its contractor,
	Permission from the gram panchayat; <i>i.e.</i> the village council	Under Section 104 of the Gujarat Panchayats Act, 1993, no person can construct a building within the limits of the village without taking prior permission from the panchayat. While the Rajasthan Panchayati Raj Act, 1994 does not specifically provide for any approval required from the gram panchayat to construct a building on any land within the jurisdiction of the gram panchayat, there appears to be a requirement in practice to obtain permission from the relevant gram panchayat before undertaking any construction activities on land which falls within the jurisdiction of the gram panchayat.

Note:

- (1) The Code on Social Security, 2020; Industrial Relations Code, 2020; and Occupational Safety, Health and Working Conditions Code, 2020, has been recently passed by the Indian Parliament, consolidating and amalgamating various employment laws in India. These codes are yet to come into force and when they do, certain employment law requirements associated with engaging contract workers, inter-state migrant workers, building and other construction workers would vary in India. The notes here will therefore need to be revisited as and when the new codes come into force.

Real Estate Regulations

In India, the primary modes of transfer of immovable property are sale and lease and the central laws pertaining to which are provided for under the Transfer of Property Act, 1882 (“TPA”). The provisions of the TPA deal with lease of immovable property (including the rights and liabilities of lessor and lessee, form of lease, transfer of lease, determination of lease and so on), as well as sale of immovable property (including types of sale and rights and liabilities of buyer and seller).

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (“LARR Act”) has been enacted by the GoI; and is the general unified legislation dealing primarily with: (i) the acquisition of land for public purposes by the Government or for/on behalf of private companies or public sector undertakings (for a public purpose); (ii) for providing fair compensation; and (iii) to make adequate provisions for rehabilitation and resettlement of the persons affected. The provisions of the LARR Act relating to land acquisition, compensation, rehabilitation and resettlement, may also be made applicable on sale and purchase of land acquired through private negotiations.

Forest Lands

Diversion and use of government owned land notified as forest land is regulated in terms of primarily the Forest Conservation Act, 1980 (“Forest Conservation Act”). Under the Forest Conservation Act, prior approval of the GoI is required before a state government can 'de-reserve' / use / assign forest land to a private person or corporation, for non-forest purposes. In addition, GoI has also promulgated the Forest (Conservation) Rules, 2003, wherein detailed guidelines have been prescribed for submission of proposals for diversion of forest land for non-forest purposes under the Forest Conservation Act.

Laws applicable to acquisition of land in Gujarat

Tenancy Laws

In Gujarat, acquisition of privately-owned agricultural land is governed by various tenancy laws, (applicable in distinct areas of the state), read along with the provisions Gujarat Land Revenue Code, 1879 (“Gujarat Land Revenue Code”). The aforesaid tenancy laws are set out hereunder:

- Gujarat Tenancy and Agricultural Lands (Vidharba Region and Kutch Area) Act, 1958, applicable to the Vidarbha and Kutch Regions;
- Saurashtra Gharked Tenancy Settlement and Agricultural Land Ordinance, 1949, applicable to the Saurashtra Region; and
- Gujarat Tenancy and Agricultural Lands Act, 1948, applicable to the remaining regions of Gujarat.

Conversion of agricultural land for non-agricultural purposes

As per the Gujarat Land Revenue Code, if an occupant of agricultural land wishes to use his land for non-agricultural purposes, then the District Collector’s prior approval must be obtained by such occupant. In the alternative, if the occupant of agricultural land wishes to use such land for a bona fide industrial purpose, it will be lawful for such occupant to use the land for such purpose, without the permission of the District Collector, subject to fulfilment of the conditions set out in the Gujarat Land Revenue Code.

Ceiling Restrictions

The Gujarat Agricultural Land Ceilings Act, 1960 (“Gujarat Ceiling Act”) comprises *inter alia* restrictions (in terms of quantum) applicable to the acquisition of agricultural land. Under the Gujarat Ceiling Act, a person (including a private company) is not permitted to hold agricultural land in excess of the ceiling limits, either as an owner or as a tenant; and in this regard, the ceiling limits are set for each category of agricultural land (for example, dry crop land, seasonally irrigated land, land irrigated by private source etc.) with an upper limit of 21.85 hectares. The Gujarat Ceiling Act also sets out provisions for exemption from ceiling restriction.

Government Land

Section 60 of the Gujarat Land Revenue Code read with Rule 42 of the Gujarat Land Revenue Rules, 1972 provides that unoccupied government land required for non-agricultural purposes may be allotted by the District Collector by auction or in its discretion under private arrangement (on a leasehold basis) upon payment of a price fixed by the District Collector.

Gujarat Solar Policy

The Gujarat Policy 2015 provides that the developer is responsible for obtaining the land for setting up the solar project. Similar provisions are present under the Gujarat Policy 2021 as well.

Gujarat Wasteland Allotment Policy for Renewable Parks

The Gujarat Wasteland Allotment Policy for Renewable Parks (comprised in the resolutions passed by the GoG dated 25 January 2019 and 29 July 2019, as amended on 14 September 2020), in addition to providing the procedure to be followed for the allotment of government wastelands to renewable energy park developers, provides that government wastelands (if allotted) shall be provided on a leasehold basis, for a tenure of 40 years (comprising 5 years for the development of the project and 35 years for the operations thereof). The policy also allows sub-leasing of such lands by the developer of the project to the eventual power producers, amongst other conditions relating to the use, allotment and transfer thereof.

Laws applicable to acquisition of land in Rajasthan

Rajasthan Tenancy Act and Rajasthan Revenue Act

The Rajasthan Tenancy Act, 1955 (“Rajasthan Tenancy Act”) was enacted with a view to regulate the tenancies of agricultural lands and to provide for certain measures of land reforms in relation to the same. Similarly, the Rajasthan Revenue Act, 1956 (“Rajasthan Revenue Act”) aims to consolidate and amend various laws in relation to land and the revenue payable in relation to the same.

Ceiling Limits

The Rajasthan Imposition of Ceiling on Agricultural Holding Act, 1973 (“Rajasthan Ceiling Act”) as amended *vide* the Rajasthan Imposition of Ceiling on Agricultural Holdings (Amendment) Act, 2020, (“Ceiling Amendment Act”), was enacted with a view to reduce the disparity in holding agricultural land and the concentration of such land with a few persons. In Rajasthan, the ceiling limit is prescribed basis the nature/class of agricultural land; *i.e.* fertile, semi-fertile, hilly, desert etc., and no person (including a company, whether incorporated or not) can acquire, through any mode of conveyance, agricultural land in excess of the applicable ceiling limit, except with the approval of the GoR.

Conversion of Agricultural Lands

Although prior permission from the GoR is mandatory as per the Rajasthan Revenue Act for the non-agricultural use of agricultural lands, the Rajasthan Land Revenue (Conversion of agricultural land for non-agricultural purposes in rural areas) Rules, 2007 (“Rajasthan Conversion Rules”) provide that for leasing agricultural land for solar power projects, conversion is not mandatory and an intimation to the relevant jurisdictional authority and the RRECL, 30 days before the commencement of non-agricultural use, will be sufficient.

Rajasthan Solar Policy

The Rajasthan Solar Policy comprises of provisions relating to allotment/procurement of government land as well as private land for establishing solar power projects/solar park.

Land Tax

It is relevant to highlight that recently, the Finance Department (Tax Division), GoR *vide* notification dated 30 March 2020 (“GoR Notification”) has notified the rates of land tax payable on a yearly basis on various categories of land, pursuant to the provisions of the Rajasthan Land Tax Act, 1985 and the Finance Act, 2020. The GoR Notification sets out that the rate for land tax payable for industrial lands is INR 2 per square meter for lands (in excess of 10,000 square meters). In view of this, the Finance Department (Tax Division) has issued notices to various solar power project developers operating in Rajasthan, demanding the land tax for certain periods, along with penalties and interest. From the information available in public domain, the issuance of notices and levy of land tax on renewable projects has been challenged by state and national renewable energy organisations.

Demand and Supply Targets for Energy Outlook 2020-2040.⁵

	Scenario Assumptions	
	Reference Scenario (Business as Usual)	Clean Energy Scenario (Alternative Scenario)
Energy Demand	■ Supports an accelerated economic expansion post-COVID19 (i.e., High GDP scenario). ■ Maintains current blending schedule for biofuels (2.0 percent biodiesel and 10.0 percent bioethanol) until 2040. ■ 5.0 percent penetration rate of electric vehicles for road transport (motorcycles, cars, jeepneys) by 2040. ■ Current efforts on energy efficiency and conservation (EEC) as a way of life continues until 2040.	■ 10.0 percent penetration rate of electric vehicles for road transport (motorcycles, cars, jeepneys) by 2040. ■ 1.5 percent increase in aggregate natural gas consumption from the Transport and Industry sectors between 2020 and 2040. ■ 5.0 percent blending for biodiesel starting 2022. ■ Up to 5.0 percent energy savings on oil products and electricity by 2040.
Energy Supply	■ Present development trends and strategies continue. ■ Existing power plant as of December 2019 and committed power projects as of September 2020. ■ 35.0 percent RE share in generation mix by 2040. ■ 25.0 percent reserve margin. ■ 70.0 percent load factor for the total Philippines. ■ Indigenous production targets: Coal – 282 million metric tons (MMT) at 14.8 MMT/year; Oil – 64 million barrels (MMB) at 3.4 MMB/year; Natural Gas – 4 trillion standard cubic feet (SCF) at 4.8 billion SCF/year. ■ LNG imports to come in starting 2022 at 349 billion SCF/year to augment supply from Malampaya gas field.	■ Assumptions under the Reference, as well as the following: ■ Up to 50.0 percent RE share in generation mix by 2040; and ■ Achieve at least 12.0 percent reduction in the greenhouse gas (GHG) emission for the country's Nationally Determined Contribution (NDC).

Note: Reference date for energy and energy-related data, including macroeconomic indicators, used in the simulation for this Energy Outlook is 10 June 2021.

The Renewable Energy Act of 2008

On 16 December 2008, then President Gloria Macapagal-Arroyo signed into law Republic Act No. 9513, also known as the Renewable Energy Act of 2008 (the “RE Law”). The RE Law then took effect on 31 January 2009. It aims to accelerate the development and exploration of renewable energy resources in the country such as wind, hydro, and geothermal energy sources to achieve energy self-reliance and independence. It also aims to increase the utilization of renewable energy by institutionalizing the development of national and local capabilities in the use of renewable energy systems, and promoting its efficient and cost-effective commercial application by providing fiscal and non-fiscal incentives.

⁵ Philippine Energy Plan 2020-2040 available on the DOE’s website https://www.doe.gov.ph/sites/default/files/pdf/pep/PEP%202022-2040%20Final%20eCopy_20220819.pdf last accessed on 8 March 2024.

With this Act, it is envisioned that the country will aggressively develop resources such as solar, biomass, geothermal, hydropower, wind, and ocean energy technologies. The said law is also expected to mitigate the global problem of climate change.

Specifically, the law provides prospective proponents in renewable energy with the following benefits and advantages:

1. Market

- a. Renewable portfolio market – all registered suppliers of electricity will have to source a certain percentage of their supply from eligible renewable energy sources
- b. Renewable energy market – refers to the market (to be incorporated in the WESM) where the trading of renewable energy certificates to an amount generated from renewable energy resources is made;
- c. Green option – provides end-users with the option to choose renewable energy resources as their sources of energy; also allows end-users to directly contract from renewable energy facilities their energy requirements distributed through their utilities; and
- d. Net metering for renewable energy – allows a user of renewable energy technology (e.g., solar) to sell back to a utility at the latter's retail price any excess in generation from the house electricity consumption.

2. Pricing mechanism through a FIT system

- a. Allows a fixed price of electricity from renewable energy sources for twelve (12) years, to be determined by the ERC in consultation with the National Renewable Energy Board ("NREB") within one (1) year upon the effectivity of the law and priority purchase, transmission, and payment from the national grid; and
- b. Mandated for electricity produced from wind, solar, ocean, run-of-river hydropower, and biomass.

3. Access to the grid through transmission and distribution system development

- a. Requires the Transmission Corporation and DUs to include required connection facilities for renewable energy-based projects in the Transmission and Distribution Plans subject to the approval of the DOE; and
- b. Connection facilities of renewable energy plants, including the extension of transmission and distribution lines, shall be subject only to ancillary services covering such connections.

The DOE is the lead government agency tasked to implement the provisions of the RE Law. The IRR of the RE Law were released in May 2009 and presented the guidelines on the implementation of the various fiscal and non-fiscal incentives provided by the law, which include the following:

Renewable Portfolio Standards (RPS)

On 22 December 2017, the DOE signed the landmark Department Circular No. 2017-12-0015 promulgating the "Rules and Guidelines Governing the Establishment of the Renewable Portfolio Standards RPS for On-Grid Areas" or the "RPS On-Grid Rules."

The RPS On-Grid Rules mandates all electric power industry participants, including DUs for their captive customers, suppliers of electricity for Contestable Market, and generating companies to the extent of their actual supply to their directly connected customers, to source or produce a specified portion of their electricity requirements from eligible renewable energy resources including biomass, geothermal, solar, hydro, ocean, and wind. The RPS On-Grid Rules establishes a minimum annual RPS requirement and minimum annual incremental percentage of electricity sold by each mandated participant which shall, in no case, be less than one percent (1%) of such mandated participant's annual energy demand over the next ten (10) years.

FIT System

On 27 July 2012, the ERC approved the initial FIT rates that shall apply to generation from Run-of-River Hydro, Biomass, Wind, and Solar. The said FIT rates are as follows: ₱5.90/kwh for Run-of-River Hydro, ₱6.63/kwh for Biomass, ₱8.53/kwh for Wind, and ₱9.68/kwh for Solar. The ERC, however, deferred fixing the FIT for Ocean Thermal Energy Conversion Resource for further study and data gathering. The decision came after a series of public hearings ending in March 2012, on the petition of the NREB for the setting of the FIT rates.

Under the RE Law, all qualified and registered generating plants with intermittent renewable energy resources shall enjoy the benefit of priority dispatch. Priority purchase, transmission, and payment for such electricity is also provided for by the RE Law. Furthermore, all renewable energy generators are ensured of payment for electricity generated via the FIT scheme for a period of twenty (20) years.

On 17 May 2013, Guimaras Wind received DOE's Declaration of Commerciality ("DOC") for the San Lorenzo Project (the "Project"). The DOC means that the Project will be eligible to avail of the FIT, but only upon successful completion and commissioning of the Project.

On 23 November 2015, the ERC issued a Decision in ERC Case No. 2015-002RM entitled "In the Matter of the Adoption of the Amendments to Resolution No. 10, Series of 2012, entitled "A Resolution Approving the Feed-in-Tariff (FIT) Rates" (FIT Rules), Particularly for WIND FIT Rates, as necessitated by the review and re-adjustment of the WIND FIT since the Installation Target for Wind Technology has already been achieved."

In the said Decision, the ERC approved a FIT2 in the amount of PhP 7.4000/kWh for Guimaras Wind, Petrowind Energy Inc., and Alternergy Wind One Corporation.

In the recent ERC Resolution No. 28, series of 2025, the Commission approved a Resolution Approving the Adjustments to the FIT for 2021 to 2025, approving and adopting FIT adjustments for the years 2021, 2022, 2023, 2024, and 2025 using 2014 as the base year for the CPI and FOREX, and to be recovered for a period of five (5) years, starting CY 2026. The ERC resolved that the year 2014 shall be used as the base year for the CPI and FOREX in succeeding adjustments.

The NGCP and all DUs are mandated to include the required connection facilities for renewable energy-based electricity in their transmission and distribution development plans. They are also required to effect the connection of renewable energy-based power facilities with the grid, upon the approval of the DOE, at the start of their commercial operations. The ERC shall provide the mechanism for the recovery of the cost of these connection facilities.

The RE Law provides for the following fiscal incentives:

- Income tax holiday for a period of seven (7) years from the start of commercial operation;
- Exemption from duties on renewable energy machinery, equipment, and materials;
- Special realty tax rates on equipment and machinery;
- Net operating loss carry over ("NOLCO") of the renewable energy developer during the first three (3) years from start of commercial operation shall be carried over for the next seven (7) consecutive taxable years immediately following the year of such loss;
- Corporate tax rate of ten percent (10%);
- Accelerated depreciation;
- Zero percent (0%) value-added tax on energy sale;

- Tax exemption of carbon credits; and
- Tax credit on domestic capital equipment and services related to the installation of equipment and machinery.

National Renewable Energy Board (NREB) and the Renewable Energy Management Bureau (REMB)

For purposes of promoting the development of renewable energy resources, two new government bodies were created under the R.A 9513 or the RE Law – the NREB and the REMB.

NREB will serve as the recommending body on renewable energy policies and action plans for implementation by the DOE. As provided under Section 27 of the RE Law, the powers and functions of the NREB are as follows:

- Evaluate and recommend to the DOE the mandated RPS and minimum RE generation capacities in off-grid areas, as it deems appropriate;
- Recommend specific actions to facilitate the implementation of the National Renewable Energy Program (“NREP”) to be executed by the DOE and other appropriate agencies of government and to ensure that there will be no overlapping and redundant functions within the national government department and agencies concerned;
- Monitor and review the implementation of the NREP, including compliance with the RPS and minimum RE generation capacities in off-grid areas;
- Oversee and monitor the utilization of the Renewable Energy Trust Fund created pursuant to Section 28 of the Renewable Energy Law and administered by the DOE; and
- Perform such other functions, as may be necessary, to attain the objectives of the RE Law.

The NREB shall be composed of a Chairman and one (1) representative each from the DOE, Department of Trade and Industry, DENR, NPC, NGCP, PNOC, and PEMC shall be designated by their respective secretaries to the NREB on a permanent basis. The Board shall also have one (1) representative each from the following sectors: (1) renewable energy developers, (2) government financial institutions, (3) private DUs, (4) electric cooperatives, (5) electricity suppliers, and (6) non-government organizations (NGOs), duly endorsed by their respective industry associations and all to be appointed by the President of the Republic of the Philippines.

On the other hand, REMB was created for the purpose of implementing the provisions of the RE Law. The REMB shall replace the Energy Utilization Management Bureau under the DOE.

The powers and functions of the REMB are as follows:

- Implement policies, plans, and programs related to the accelerated development, transformation, utilization and commercialization of renewable energy resources and technologies;
- Develop and maintain a centralized, comprehensive, and unified data and information based on renewable energy resources to ensure the efficient evaluation, analysis, and dissemination of data and information on renewable energy resources, development, utilization, demand, and technology application;
- Promote the commercialization / application of renewable energy resources including new and emerging technologies for efficient and economical transformation, conversion, processing, marketing, and distribution to end users;
- Conduct technical research, socio-economic, and environment impact studies of renewable energy projects for the development of sustainable renewable energy systems;

- Supervise and monitor activities of government and private companies and entities on renewable energy resources development and utilization to ensure compliance with existing rules, regulations, guidelines, and standards;
- Provide information, consultation, and technical training and advisory services to developers, practitioners, and entities involved in renewable energy technology and develop renewable energy technology development strategies; and
- Perform other functions that may be necessary for the effective implementation of the RE Law and the accelerated development and utilization of renewable energy resources in the country.

Environmental Laws

The Company's power generation operations are subject to extensive, evolving, and increasingly stringent safety, health, and environmental laws and regulations. These laws and regulations, such as R.A. 8749 or the Clean Air Act and R.A. 9275 or the Philippine Clean Water Act, address, among other things, air emissions, wastewater discharges, the generation, handling, storage, transportation, treatment, and disposal of toxic or hazardous chemicals, materials and waste, workplace conditions, and employee exposure to hazardous substances. ACEN and its subsidiaries have incurred, and expect to continue to incur, operating costs to comply with such laws and regulations. The Company and its subsidiaries spend at least PhP 2.24 million annually for emissions testing to comply with safety, health, and environmental laws and regulations.

Human Capital

As of 28 February 2026, ACEN has three hundred sixty-five (365) employees. Of the total employees, two hundred eleven (211) are managers and officers, one hundred fifty-one (151) are supervisors, and three (3) are non-supervisory employees. The Company intends to hire eighteen (18) additional employees in the coming months.

The Company has no Collective Bargaining Agreement with its employees. No employees went on strike within the past three (3) years, nor are they planning to go on strike.

The relationship between management and employees has always been one of coordination and collaboration. The Company believes that professionalism, open communication, and upright engagement between management and employees are effective ways to resolve workplace concerns.

Aside from standard compensation packages and cash benefits, the Company offers a competitive employee benefit package that comprehensively supports employees' financial and personal well-being. Medical and wellness benefits include comprehensive health insurance, medical allowances, a defined-contribution retirement plan, entitlement to extended paid medical leave (cancer care leave), sponsorship of professional or organizational club memberships, and a subsidy for activities that promote overall well-being. ACEN's reward system includes long-term incentive plans, which are equity-based compensation programs designed to incentivize the management team in driving high performance and achieve our targeted 3-year performance indicators on growth, total shareholder return, and ESG. Rewards under this plan are granted in the form of performance shares, which are awarded to executives and key employees in the year following the completion of the performance cycle.

INTEGRATING SUSTAINABILITY

ACEN has deepened its commitment to sustainable development and continues to find areas where we can contribute and help solve global issues. We go beyond metrics and regulatory compliance – we aim to deliver value that would benefit society and would impact our employees, customers, suppliers, partners and shareholders meaningfully.

Embedding sustainability across our strategy has established a strong foundation to the entire organization, influencing our thinking and decision-making.

We've made important progress over the last year through our Environmental, Social, and Governance (ESG) initiatives. To make our sustainability efforts more strategic and focused, and drive the sustainability performance of our organization, we have identified key ESG issues that are material to ACEN and to what matters to our stakeholders. We have established a baseline of our ESG data, including climate that helped us develop our metrics and targets in assessing risks and opportunities.

Our ESG roadmap sets out clear targets to achieve our Net Zero greenhouse gas emissions by 2050 and sustainable development ambitions. These targets are aligned with the UN Sustainable Development Goals (SDGs). The roadmap uses metrics to track our progress toward achieving our goals.

ENVIRONMENTAL: NET ZERO BY 2050

As ACEN aspires to be a Net Zero company by 2050, we recognize our role to help conserve the environment and prevent the continued decline in biodiversity and risk to the natural resources which we all depend on.

Our commitment to the environment is built on three focus areas: Climate Change, Biodiversity, and Resource Efficiency. Through these three focus areas, we aim to manage our key environmental impacts, help address the urgent issue of climate change and use resources responsibly.

Our Net Zero roadmap completion

In December 2022, we announced the completion of a robust Net Zero roadmap that includes near-term emission reduction targets aligned with the GHG Protocol and the latest climate-science and long-term targets that are consistent with the deep decarbonization of the power sector. ACEN is the first energy company in Southeast Asia to take this critical step towards achieving Net Zero, providing an accountable and transparent framework for monitoring progress.

ACEN recognizes that to reach the Net Zero outcome for the power sector, it will need to rely on both emissions reduction and neutralization of residual emissions.

As part of its transition plan, ACEN aims to deliver reduction-led decarbonization by 2040, with an interim target for 2030, and a Net Zero status (including neutralization) by 2050. This 2050 goal is in line with the broader Ayala group net zero target, while ACEN will continue to explore opportunities to further accelerate these targets in the future.

In 2025, ACEN's generation portfolio has grown to 7.0 GW of attributable renewable energy capacity spanning operational, under-construction, and committed projects across the Philippines, Australia, India, Vietnam, India, Indonesia, Lao PDR, the USA, Malaysia, and Bangladesh.

Energy Transition Mechanism

Accelerating further our Net Zero aims, in November 2022, we completed the full divestment of the South Luzon Thermal Energy Corporation coal plant using the Energy Transition Mechanism (ETM) framework, the first market-based implementation in the world. This landmark transaction will enable the early retirement of the 246 MW SLTEC coal plant in Batangas, Philippines. Under the structure, the coal plant will be retired by 2040 and transitioned to a clean technology, thereby reducing its operating life of up to 50 years by half. This will help avoid or reduce up to 50 million metric tons of carbon emissions. The transaction generated ₱7.2 billion in proceeds for ACEN, which will be reinvested into renewable energy projects.

Aligning with TCFD

Since 2021, ACEN has been a supporter of the Task Force for Climate-Related Financial Disclosures (TCFD), established by the Financial Stability Board to develop voluntary, consistent, climate-related financial disclosures to improve transparency on climate risks and opportunities. These disclosures revolve around four thematic areas: governance, strategy, risk management, and metrics and targets.

We recognize that in order to effectively address the impact of climate change, it is imperative that we gain a better understanding of our exposure and the financial implications of climate-related risks and opportunities to our business. This would allow us to better integrate climate-related factors into our risk management, strategic planning, capital allocation, and overall decision-making processes.

Biodiversity

Biodiversity is important to us. We all depend on our natural resources, and the continued decline and degradation of our environment has been alarming.

While we scale up our renewables development to help other industry sectors catch up with the energy transition, we are mindful of our own environmental impact. Guided by our Environmental, Social & Governance Policy and Management System, we assess future projects by identifying their direct impact on biodiversity.

We reference best-practice mitigation hierarchy guidelines to shape the biodiversity plans we develop in our sites. Furthermore, mitigation measures will be designed to achieve no net loss, including identifying and protection of set-asides, and/or restoring habitat during and/or after operations. We develop a biodiversity plan, not only to mitigate potentially significant impacts, but most importantly, to enhance biodiversity that will also create a meaningful impact to our host communities.

SOCIAL: INVESTING IN PEOPLE

We invest in our people and communities. We recognize that access to energy is essential and our aim is to build and provide more clean energy for the society and for economic growth. We also rely significantly on our ability to effectively and efficiently engage with them as we work towards our sustainable goals. We create meaningful ways to ensure a functional and productive society as we commit to drive positive change for people and the planet.

Human capital: Our people and culture

At ACEN, we prioritize our goal to attract, retain and grow the best talent in each aspect of our business, as the quest for a Net Zero world is a tall order indeed. ACEN 2030 is an aggressive goal and we believe that we have the right elements to succeed. We have a strong balance sheet, robust pipeline, strong partnerships and most importantly, a highly energized organization.

We put our people first – we provide a safe, supportive and inclusive environment for our people, a workplace where they can feel a complete sense of ownership and belongingness, and where their opinions matter. We believe in fostering an inclusive culture where everyone feels they are heard, treated fairly and with respect. We create programs and benefits that support the development of the entire organization, ensure a safe work environment and a diverse culture for our employees.

Social investments

As ACEN continues to scale up its renewables expansion across the region, we also commit to invest in the socio-economic progress of the communities where we operate. We collaborate with local governments, state agencies and conservation groups in establishing programs that can be a force for good through livelihood creation, large-scale infrastructure development, improved community health and safety awareness and disaster response, and innovative waste management approach – with the objective to create tangible, long-term value for our communities.

GOVERNANCE: INTEGRATING SUSTAINABILITY

To complement good ESG metrics, transparency is important to help our investors make decisions, and assess both risks and opportunities. We have been aligning our disclosures and policies with the different ESG frameworks and data providers.

We have established our baseline data and set our directions across our organization, our aim is to deliver our strategy and report on our progress.

Our environmental and social initiatives are embedded across our organization to drive forward initiatives that are important to us and our aspiration to be a Net Zero GHG emissions company by 2050. In parallel, our Corporate Governance System provides a clear organizational structure guided by an active Board of Directors, visionary management, strong core values and adequate policies and controls to ensure the integration of sustainability across the organization.

The Board approved the creation of a Sustainability Committee, which is responsible for the oversight of sustainability issues and climate-related risks and opportunities. The Sustainability Committee regularly reviews our sustainability strategy, culture and values, and performance. Dedicating a committee to sustainability reinforces the commitment of the Board towards climate governance and oversight over the business as we move towards a low carbon portfolio.

At the executive level, the ESG Committee advises on ESG-related matters in policymaking as well as monitors our performance on key ESG and climate-related metrics. Furthermore, the Risk and Health & Safety Committee provides an oversight function towards operational safety and sustainability-related risks. We also facilitated capacity building and awareness campaigns on ESG for our senior leaders to further embed sustainability into decision-making.

At the corporate level, the Sustainability team performs sustainability and climate oversight functions. This is headed by the Senior Vice President and Head of Corporate Communications and Sustainability who has oversight in terms of managing sustainability initiatives and the company's climate-related risks and opportunities, as well as climate-related disclosures.

At the project level, project development leads proactively work to mitigate the physical effects of climate change in the planning and design of new projects. The Sustainability team works closely with the project development teams to assess and manage environmental and social risks and issues. For operating plants, plant managers, HSSE leads, sustainability officers, pollution control officers work closely with the Sustainability team to address any environmental and social issues.

ACEN's aspiration to be a leading renewable energy provider is driven by its goal to create value that would benefit society, as well as its employees and shareholders. Sustainability is at the core of our business, and it is integrated into the way we do things.

More information on the Company's sustainability efforts can be viewed at <https://www.acenrenewables.com/disclosures/2025-integrated-report/>

A copy of the Company's 2025 Integrated Report may be accessed via <https://www.acenrenewables.com/disclosures/2025-integrated-report/>

RISK FACTORS RELATED TO THE BUSINESS

Risks Relating to the Company and its Businesses

Increased competition in the power industry, including competition resulting from legislative, regulatory and industry restructuring efforts could have a material adverse effect on the Company's operations and financial performance.

The Company's success depends on its ability to identify, invest in and develop new power projects, and the Company faces competition to acquire future rights to develop power projects and to generate and sell power. No assurance can be given that the Company will be able to acquire or invest in new power projects successfully.

In recent years, the Philippine government has sought to implement measures designed to establish a competitive power market. These measures include the planned privatization of at least 70% of the NPC-owned-and-controlled power generation facilities and the grant of a concession to operate transmission facilities. The move towards a more competitive environment could result in the emergence of new and numerous competitors. These competitors may have greater financial resources, and have more extensive experience than the Company, giving them the ability to respond to operational, technological, financial and other challenges more quickly than the Company. These competitors may therefore be more successful than the Company in acquiring existing power generation facilities or in obtaining financing for and the construction of new power generation facilities. The type of fuel that competitors use for their generation facilities may also allow them to produce electricity at a lower cost and to sell electricity at a lower price. The Company may therefore be unable to meet the competitive challenges it will face.

The impact of the ongoing restructuring of the Philippine power industry will change the competitive landscape of the industry and such changes are expected to affect the Company's financial position, results of operations and cash flows in various ways.

Any decision to develop and construct power projects in various jurisdictions, including, but not limited to, the Philippines, Indonesia, Vietnam, India and Australia, will be made after careful consideration of regulatory requirements, availability of fiscal incentives, market conditions (including the demand and supply conditions), land availability, and other considerations. For those jurisdictions that require participation through a competitive bidding process or through the submission of a formal proposal, in which the Company will need to compete for projects based on pricing, technical and engineering qualifications, the financial condition of the Company, availability of land, access to financings, track record and other specifications of the proposed project, the bidding or proposal submission process and selection process may be affected by a number of factors, including factors which may be beyond the Company's control, such as market conditions or government incentive programs. In such cases, the Company may not acquire the rights to develop new power projects in the event that the Company misjudges its competitiveness when submitting its bids or proposals or, where bidding includes price competition, if the Company's competitors have more competitive pricing. The ability of the Company's competitors to access resources that it does not have access to, including labour and capital, may prevent the Company from acquiring additional power projects in strategic locations or from increasing its generating capacity, and the Company may not be able to expand its business as a result.

The Company may not successfully implement its growth and other strategic objectives, and the impact of acquisitions and investments could be less favourable than anticipated.

As part of its business strategy, the Company continues to carry out acquisitions and investments of varying sizes, some of which are significant, as well as develop additional power projects. This strategy may require entering into strategic alliances and partnerships and will involve substantial investments. In addition, the Company may from time to time divest its interests in certain of its assets in order to realise value or to structure its portfolio to align with the Company's long-term objectives. The Company's success in implementing its strategic priorities will depend on, among other things, its ability to identify and assess potential partners, investments and acquisitions, successfully finance,

close and integrate such investments and acquisitions, control costs, identify value realisation initiatives and potential purchasers, and maintain sufficient operational and financial controls.

The Company's strategic initiatives could place significant demands on the Company's management and other resources. The Company's future growth may be adversely affected if it is unable to make these investments, form these partnerships or engage in value realisation and portfolio restructuring initiatives, or if the Company's investments and partnerships prove unsuccessful. Further, the Company's strategic goals, including acquisitions and investments, involve numerous risks, including, without limitation, the following: (i) the assumptions used in the underlying business plans may not prove to be accurate, in particular with respect to synergies and expected demand; (ii) the Company may not integrate acquired businesses, technologies, products, personnel, and operations effectively; (iii) the Company may fail to retain key employees, customers and suppliers of the companies acquired; (iv) the Company may be required or wish to terminate pre-existing contractual relationships, which could be costly and/or on unfavourable terms; and (v) the Company may increase its indebtedness to finance these acquisitions. As a result, it is possible that the expected benefits of completed or future acquisitions, investments, or value realisation or portfolio restructuring initiatives may not materialise within the time periods or to the extent anticipated and may affect the Company's financial condition.

The Company may not be able to identify suitable acquisition, investment, value realisation and portfolio restructuring opportunities or make acquisitions, investments, value realisations or portfolio restructuring, on beneficial terms, or obtain financing necessary to complete and support such acquisitions and investments. Regulation of merger and acquisition activity by relevant authorities or other regulators may also limit the Company's ability to engage in future acquisitions or mergers. The impact on the Company of any future acquisitions or investments cannot be fully predicted and any of the risks outlined above, should they materialise, could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

The operations of the Company's power projects are subject to significant government regulation, including regulated tariffs such as FIT, and the Company's margins and results of operations could be adversely affected by changes in the law or regulatory schemes.

The Company's inability to predict, influence or respond appropriately to changes in law or regulatory schemes, including any inability or delay in obtaining expected or contracted increases in electricity tariff rates or tariff adjustments for increased expenses, or any inability or delay in obtaining or renewing permits for any facilities, could adversely impact the Company's results of operations and cash flow. Furthermore, changes in laws or regulations or changes in the application or interpretation of laws or regulations in jurisdictions where power projects are located, particularly utilities where electricity tariffs are subject to regulatory review or approval, could adversely affect the Company's business, including, but not limited to:

- adverse changes in tax law;
- changes in the timing of tariff increases or in the calculation of tariff incentives;
- change in existing subsidies and other changes in the regulatory determinations under the relevant concessions;
- other changes related to licensing or permitting which increase capital or operating costs or otherwise affect the ability to conduct business; or
- other changes that have retroactive effect and/or take account of revenues previously received and expose power projects to additional compliance costs or interfere with the Company's existing financial and business planning.

Any of the above events may result in lower margins for the affected businesses, which could adversely affect the Company's results of operations.

For renewable energy assets, pricing is fixed by regulatory arrangements which operate instead of, or in addition to, contractual arrangements. To the extent that operating costs rise above the level approved in the tariff, the Company's businesses that are subject to regulated tariffs would bear the risk. During the life of a project, the relevant government authority may unilaterally impose additional restrictions on the project's tariff rates and related payments, subject to the regulatory frameworks applicable in each jurisdiction.

Failure to obtain financing on reasonable terms or at all could adversely impact the execution of the Company's expansion and growth plans.

The Company's expansion and growth plans are expected to require significant fund raising. As part of the Company's current strategy to reach 15,000 MW of renewable energy capacity by 2030, the Company estimates that it will require around U.S.\$2 billion. The Company's continued access to debt and equity financing as a source of funding for new projects, acquisitions and investments, and for refinancing maturing debt is subject to many factors, including: (i) laws, regulations, and internal bank policies limiting bank exposure (including single borrower limits) to a single borrower or related group of borrowers; (ii) the Company's compliance with existing debt covenants; (iii) the ability of the Company to service new debt; (iv) the macroeconomic fundamentals driving credit ratings of the Philippines and other jurisdictions; and (v) perceptions in the capital markets regarding the Company and the industries and regions in which it operates and other factors, some of which may be outside of its control, including general conditions in the debt and equity capital markets, political instability, an economic downturn, social unrest, changes in the regulatory environments where any power projects are located or the bankruptcy of an unrelated company operating in one or more of the same industries as the Company, any of which could increase borrowing costs or restrict the Company's ability to obtain debt or equity financing. There is no assurance that the Company will be able to arrange financing on acceptable terms, if at all. Any inability of the Company to obtain financing from banks and other financial institutions or from capital markets would adversely affect the Company's ability to execute its expansion and growth strategies.

The Company's international businesses and results of operations are subject to the macroeconomic, social and political developments and conditions of the countries where the Company's portfolio of projects are located.

The Company's portfolio of power projects in operation and under construction include those located in Australia, Indonesia, Vietnam, USA, and India. International operations and plans for further international expansion may be affected by the respective domestic economic and market conditions as well as social and political developments in these countries, government interference in the economy in certain countries, and changes in regulatory conditions. There is no guarantee that the Company's operations as well as expansion plans will be successful in those countries, and the Company cannot provide assurance of effective mitigation to systemic risks in those countries. The Company's financial condition, prospects and results of operations could be adversely affected if it is not successful internationally or if these international markets are affected by changes in political, regulatory, economic and other factors, over which the Company has no control.

Changes in tax policies, affecting tax exemptions and tax incentives could also adversely affect the Company's results of operations. Certain Associates of the Company are registered with the BOI and the Philippine Economic Zone Authority as new operators with pioneer status and non-pioneer status for greenfield projects and benefit from certain capital tax exemptions and tax incentives, deductions from taxable income subject to certain capital requirements and duty-free importation of capital equipment, spare parts and accessories.

If these tax exemptions or tax incentives expire, are revoked, or are repealed, the income from these sources will be subject to the corporate income tax rate, which is 25% of net taxable income. As a result, the Company's tax expense would increase, and its profitability would decrease. The expiration, non-renewal, revocation or repeal of these tax exemptions and tax incentives, and any associated impact on the Company, could have a material adverse effect on the Company's business, financial condition and results of operations.

Future pandemics, epidemics or outbreaks of diseases could have an adverse effect on economic activity in the Philippines, and could materially and adversely affect the Company's business, financial condition and results of operations.

The Philippines remains vulnerable to exposure and spread of the disease for the following reasons: (a) the considerable number of Overseas Filipino Workers (“OFWs”) globally; (b) the impact of international travel which raises the probability of transmission; and (c) lack of the necessary infrastructure to contain the spread of the disease. In response to the 2020 recent outbreak of COVID-19, the Philippines imposed travel bans on several affected countries, which had an adverse impact to its suppliers’ ability to deliver, which could delay the construction of the Company’s projects.

Preventive and corrective quarantine measures may cause disruptions to businesses and economic activities, and its impact on businesses continue to evolve. In particular, the various degrees of community quarantine imposed across the jurisdictions where the Company operates have affected and could adversely impact (a) the completion of the Company’s projects as construction is not an activity given priority under the government guidelines, (b) demand for the Company’s product, as industries, offices, and shopping malls account for bulk of energy consumption, (c) spot market prices as demand for electricity may be lower, and (d) ability to collect from its customers, which could negatively impact its cash flows. Another outbreak similar to COVID-19 and the measures to contain it may have an adverse effect on economic activity in the countries where the Company has investments and operations in, thus, could materially and adversely affect the Company’s business, financial condition, and results of operations.

The Company's long-term success is dependent upon its ability to attract and retain key personnel and in sufficient numbers.

The Company depends on its senior executives and key management members to implement the Company’s projects and business strategies. If any of these individuals resigns or discontinues his or her service, it is possible that a suitable replacement may not be found in a timely manner or at all. If this were to happen, there could be a material adverse effect on the Company’s ability to successfully operate its power projects and implement its business strategies.

Power generation involves the use of highly complex machinery and processes, and the Company’s success depends on the effective operation and maintenance of equipment for its power generation assets. Technical partners and third-party operators are responsible for the operation and maintenance of certain power projects. Although the Company is circumspect in its selection of technical partners and third-party operators, any failure on the part of such technical partners and third-party operators to properly operate and/or adequately maintain these power projects could have a material adverse effect on the Company’s business, financial condition and results of operations.

In addition, the Company’s growth to date has placed, and the anticipated further expansion of the Company’s operations will continue to place, a significant strain on the Company’s management, systems, and resources. In addition to training, managing, and integrating the Company’s workforce, the Company will need to continue to develop the Company’s financial and management controls. The Company can provide no assurance that the Company will be able to efficiently or effectively manage the growth and integration of the Company’s operations dispersed businesses and any failure to do so may materially and adversely affect the Company’s business, financial condition, results of operations and prospects. In addition, if general economic and regulatory conditions or market and competitive conditions change, or if operations do not generate sufficient funds or other unexpected events occur, the Company may decide to delay, modify or forego some aspects of its growth strategies, and its future growth prospects could be adversely affected.

The Company's business depends on various governmental policy commitments to the promotion of renewable energy.

The countries in which the Company has investments have demonstrated a commitment to renewable energy. As a result, these countries have created favourable regulatory and tax regimes and financial incentives, as well as renewable portfolio standards that require distributors to source a certain percentage of their power requirements from renewable energy sources.

For the Philippines, it adopted a FIT programme in 2010 for eligible renewable power projects from wind, solar, hydro, biomass, and hybrid energy sources, among others. Eligible renewable power plants are granted a 20-year entitlement. Subsequent to the FIT programme in the Philippines, the DOE also issued the Rules and Guidelines Governing the Establishment of the Renewable Portfolio Standards ("RPS") for On-Grid Areas and Off-Grid Areas in 2017 and 2018, respectively. The RPS is a market-based policy that mandates power DUs, electric cooperatives, and retail electricity suppliers to source an agreed portion of their energy supply from eligible renewable energy facilities. The RPS Rules established a minimum annual RPS requirement. This pertains to the RE share of electricity coming from RE resources in the energy mix based on an aspirational target of 35% in the generation mix expressed in MWh by 2030, subject to regular review and assessment by the DOE. The RPS Rules also established the minimum annual incremental RE percentage, which was initially set at 1%, to be applied to the net electricity sales of the mandated participant for the previous year, and thereafter adjusted by the DOE as may be necessary. It has been since adjusted to 2.52% effective 2023.

In 2021, the DOE also established the Green Energy Auction Program (GEAP), which aims to facilitate investments in renewable energy in the country. Similar to the FIT programme, under the GEAP, eligible power plants who succeed in the auctions are granted 20-year renewable energy payment agreements.

For Vietnam, its FIT programme provides for a FIT rate of U.S.\$0.0935/kWh for 20 years for solar plants completed by June 2019, with the exception of solar power projects in located in Ninh Thuan province, which has extended this period to December 2019, and U.S.\$0.0850/kWh for wind projects completed by November 2021. In April 2020, the Vietnam government unveiled a second round of FIT rates as follows for project commissioned within 2020: U.S.\$0.0769/kWh for floating solar, U.S.\$0.0709/kWh for ground mounted solar, and U.S.\$0.0838/kWh for rooftop energy solar energy projects. Both FIT rates for solar and wind projects are expected to be set for 20 years once awarded.

Further, the FIT commitments are generally matters of domestic public policy and are subject to the execution of the relevant power purchase agreement. Should these commitments to renewable energy be reduced for any reason, it could affect the project company's ability to operate or renew the project company's permits and licenses and reduce the financial incentives available to the project companies, which could, in turn, have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

The Company may not be able to adequately influence the operations of its Associates and joint ventures and the failure of one or more of its strategic partnerships may negatively impacts its business, financial condition, results of operations and prospects.

The Company derives a portion of its income from investments in Associates and joint ventures, in which it does not have majority voting control. These relationships involve certain risks including the possibility that these partners:

- may have economic interests or business goals that are not aligned with the Company's;
- may be unable or unwilling to fulfil their obligations under relevant agreements, including shareholder agreements under which the Company has certain voting rights in respect of key strategic, operating and financial matters;

- may take actions or omit to take any actions contrary to, or inconsistent with, the Company's policies or objectives or prevailing laws;
- may have disputes with the Company as to the scope of their responsibilities and obligations; and/or
- may have difficulties in respect of seeking funds for the development or construction of projects.

The success of these partnerships depends significantly on the satisfactory performance by the partners and the fulfilment of their obligations. If the Company or a strategic partner fails to perform its obligations satisfactorily, or at all, the partnership may be unable to perform adequately. As a result, cooperation among its partners or consensus with other shareholders in these entities is crucial to these businesses' sound operation and financial success. The Company's business, financial condition, results of operations and prospects may be materially adversely affected if disagreements develop between the Company and its strategic partners, and such disagreements are not resolved in a timely manner.

In addition, if any of the Company's strategic partners discontinues its arrangement with the Company, is unable to provide the expected resources or assistance, or competes with the Company on business opportunities, the Company may not be able to find a substitute for such strategic partner. Failure of one or more of the Company's strategic partners to perform their obligations may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Risks and delays relating to the development of greenfield power projects could have a material adverse effect on the Company's operations and financial performance.

The development of greenfield power projects involves substantial risks that could give rise to delays, cost overruns, unsatisfactory construction or development in the projects. Such risks include the inability to secure adequate financing, inability to negotiate acceptable offtake agreements, extreme weather conditions, and unforeseen engineering and environmental problems, among others. Any such delays, cost overruns, unsatisfactory construction or development could have a material adverse effect on the business, financial condition, results of operation and future growth prospects of the Company.

For the Company's projects under development, the estimated time frame and budget for the completion of critical tasks may be materially different from the actual completion date and costs, which may delay the date of commercial operations of the projects or result in cost overruns. The Company is expanding its power generation operations and there are projects in its energy portfolio under construction. These projects involve environmental, engineering, construction and commission risks, which may result in cost overruns, delays or performance that is below expected levels of output or efficiency. In addition, projects under construction may be affected by the timing of the issuance of permits and licenses by government agencies, any litigation or disputes, inclement weather, natural disasters, accidents or unforeseen circumstances, manufacturing and delivery schedules for key equipment, defect in design or construction, and supply and cost of equipment and materials. Further, project delays or cancellations or adjustments to the scope of work may occur from time to time due to incidents of force majeure or legal impediments.

Depending on the severity and duration of the relevant events or circumstances, these risks may significantly delay the commencement of new projects, reduce the economic benefit from such projects, including higher capital expenditure requirements and loss of revenues, which in turn could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

The Company's expected Net Attributable Capacity from its pipeline to be undertaken together with various partners and through various subsidiaries, associates and joint ventures have not yet been determined. The target pipeline reflects its current strategy and may change as proposed projects are reviewed or contracts are entered into, and subject to various factors, including market conditions, the general state of the economy and investment environment where the projects will be located and the ability to obtain financing, among others.

Any restriction or prohibition on the Company's Associates' or joint ventures' ability to distribute dividends would have a negative effect on its financial condition and results of operations and its ability to fulfil its guarantee obligations under the Notes.

The Company is a holding company that conducts its operations through its Associates and joint ventures. As a holding company, the Company's income is derived primarily from dividends paid to the Company by its Associates and joint ventures.

The Company is reliant on these sources of funds with respect to its obligations and in order to finance its Associates. The ability of the Company's Associates and joint ventures to pay dividends to the Company (and their shareholders in general) is subject to applicable law and may be subject to restrictions contained in loans and/or debt instruments of such Associates and may also be subject to the deduction of taxes. Currently, the payment of dividends by a Philippine corporation to another Philippine corporation is not subject to tax. Under Philippine law, dividends may be declared by a corporation's board of directors, however, any stock dividend declaration requires the approval of shareholders holding at least two-thirds of such corporation's total outstanding capital stock. Additionally, SEC approval is required if the issuance of stock dividends requires an increase in such corporation's authorized capital stock.

In addition, certain Associates are subject to debt covenants for their respective existing debt. Failure to comply with these covenants may result in a potential event of default, which if not cured or waived, could result in an actual event of default and the debt becoming immediately due and payable. This could affect the relevant company's liquidity and ability to generally fund its day-to-day operations. In the event this occurs, it may be difficult to repay or refinance such debt on acceptable terms or at all. Furthermore, such restrictions could likewise impact the Company's ability to fulfil its guarantee obligations under the Notes.

Any restriction or prohibition on the ability of some or all of the Company's Associates and/or joint ventures to distribute dividends or make other distributions to the Company, either due to regulatory restrictions, debt covenants, operating or financial difficulties or other limitations, could have a negative effect on the Company's cash flow and therefore, its financial condition.

The administration and operation of power generation projects by project companies involve significant risks.

The administration and/or operation of power generation projects by project companies involve significant risks, including:

- breakdown or failure of power generation equipment, transmission lines, pipelines or other equipment or processes, leading to unplanned outages and operational issues;
- flaws in the equipment design or in power plant construction;
- issues with the quality or interruptions in the supply of key inputs, including fuel or water;
- material changes in legal, regulatory or licensing requirements;
- operator error;
- performance below expected levels of output or efficiency;
- actions affecting power generation assets owned or managed by the Company, its Associates, joint ventures or its contractual counterparties;
- pollution or environmental contamination affecting the operation of power generation assets;
- claims or issues in relation to potential environmental, ecological and social effects in relation to the sites of its power development projects;
- force majeure and catastrophic events including fires, explosions, earthquakes, volcanic eruptions, floods and terrorist acts that could cause forced outages, suspension of operations, loss of life, severe damage and plant destruction;

- planned and unplanned power outages due to maintenance, expansion and refurbishment;
- inability to obtain or the cancellation of required regulatory, permits and approvals; and
- opposition from local communities and special interest groups.
- There is no assurance that any event similar or dissimilar to those listed above will not occur or will not significantly increase costs or decrease or eliminate revenues derived by the Company, its joint ventures and affiliates from their power projects.

Climate change may adversely affect the Company's business and prospects.

Policy and regulatory changes, technological developments and market and economic responses relating to climate change may affect the Company's business and the markets in which it operates. The enactment of an international agreement on climate change or other comprehensive legislation focusing on greenhouse gas emissions could have the effect of restricting the use of coal. Other efforts to reduce greenhouse gas emissions and initiatives in various countries to use cleaner alternatives to coal such as natural gas may also affect the use of coal as an energy source. In addition, technological developments may increase the competitiveness of alternative energy sources, such as renewable energy, which may decrease demand for coal generated power. Other efforts to reduce emissions of greenhouse gases and initiatives in various countries to encourage the use of natural gas or renewable energy may also discourage the use of coal as an energy source. Similarly, recent trends in investment mandates and strategies favouring renewable over conventional energy sources may make it more difficult for the Company to obtain financing or refinance existing financing in respect of its thermal coal projects. The physical effects of climate change, such as changes in rainfall, water shortages, rising sea levels, increased storm intensities and higher temperatures, may also disrupt the Company's operations. As a result of the above, the Company's business, financial condition, results of operations and prospects may be materially and adversely affected.

Environmental regulations may cause the relevant project companies to incur significant costs and liabilities.

The operations of the project companies are subject to environmental laws and regulations by central and local authorities in which the projects operate. These include laws and regulations pertaining to pollution, the protection of human health and the environment, air emissions, wastewater discharges, occupational safety and health, and the generation, handling, treatment, remediation, use, storage, release and exposure to hazardous substances and wastes. These requirements are complex, subject to frequent change and have tended to become more stringent over time. The project companies have incurred, and will continue to incur, costs and capital expenditures in complying with these laws and regulations and in obtaining and maintaining all necessary permits. While the project companies have procedures in place to allow it to comply with environmental laws and regulations, there can be no assurance that these will at all times be in compliance with all of their respective obligations in the future or that they will be able to obtain or renew all licenses, consents or other permits necessary to continue operations or that there will be no complaints filed or issues raised by environmental groups and local communities against the Company, its subsidiaries, or its affiliates for its operations. Any failure to comply with such laws and regulations or to address such complaints or issues could subject the relevant project company to significant fines, penalties and other liabilities, which could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

In addition, environmental laws and regulations, and their interpretations, are constantly evolving and it is impossible to predict accurately the effect that changes in these laws and regulations, or their interpretation, may have upon the Company's business, financial condition, results of operations or prospects. If environmental laws and regulations, or their interpretation, become more stringent, the costs of compliance could increase. If the Company cannot pass along future costs to customers, any increases could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Grid curtailments may limit the generation capacity of power projects.

From time to time, national grid operators curtail the energy generation for a number of reasons, including to match demand with supply and for technical maintenance reasons, including as a result of grid infrastructure that is not up to international standards. For example, in the first half of 2021, the Company experienced a 5.8% curtailment in respect of the power generation of its solar assets in Vietnam as a result of lower demand due to the COVID-19 pandemic and the Tet holidays in the country, and it is possible that the Company will be subject to further curtailments in the future as electricity generation and supply is adjusted in line with demand and other market factors. In such circumstances, a power project's access to the grid and thus its generation capacity can be reduced. Such reductions result in a corresponding decrease in revenue, which if prolonged or occur frequently could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

The Company enters into transactions with related parties.

In the ordinary course of business, the Company transacts with its related parties, such as its associates and certain of its associates and joint ventures enter into transactions with each other. These transactions have principally consisted of advances, loans, bank deposits, reimbursement of expenses, purchase and sale of real estate and other properties and services, sale of electricity, construction contracts and development, management, marketing and administrative service agreements.

While the Company believes that all past related party transactions have been conducted at arm's length on commercially reasonable terms, these transactions may involve conflicts of interest, which, although not contrary to law, may be detrimental to the Company.

The Company is exposed to credit and collection risks.

As in other businesses, the power business is exposed to credit and collection risks related to its customers. These include the TransCo, rated corporations as well as cooperatives that have varying credit ratings and private DUs. Further, the government may impose moratorium on collections. For example, the Bayanihan 2 Act imposed a minimum 30-day grace period for the payment of electricity and other utilities falling due within the period of ECQ or modified ECQ without penalty and further provides that such payments may be settled on a staggered basis in no fewer than three monthly instalments. In April 2021, the ERC released a public advisory that there will be a moratorium on the imposition of interest on delayed FIT payments due to the COVID-19 pandemic. This moratorium will be imposed for six billing periods from the relevant billing period wherein the interest had first been incurred. In addition, the power projects in Indonesia and in Vietnam are exposed to collection risks from the *Perusahaan Listrik Negara* ("PLN") as the sole electricity business authority in Indonesia and Vietnam Electricity ("EVN"), which has total control of the national power transmission and distribution market in Vietnam, respectively. The power projects in India, once operational, may also be exposed to collection risk from government related entities such as SECI and GUVNL, which are its off-takers. There can, however, be no assurance that all customers will pay the Company in a timely manner or at all. In such circumstances, the Company's working capital needs would increase, which could, in turn, divert resources away from the Company's other projects. If a large amount of its customers were unable or unwilling to pay the Company, its financial condition could be negatively affected.

Exchange rate and/or interest rate fluctuations may have a significant adverse impact on the Company's business, financial condition, results of operations and prospects.

The Company's functional currency is the Philippine Peso, and the Company has and may have assets, income streams and liabilities denominated in a number of currencies, including U.S. Dollars, Indonesian Rupiah, Vietnamese Dong, Indian Rupee, and Australian Dollars. Changes in foreign currency rates could have an adverse impact on the Company's business, financial condition, results of operations and prospects. Currency fluctuations affect the Company because of mismatches between the currencies in which

operating costs are incurred and those in which revenues are received. While the company implements hedging strategies for its foreign exchange currency exposure, there may still be residual exposures.

The insurance coverage of the power projects may not be adequate.

The power projects maintain levels of insurance, which the Company believes are typical with the respective business structures and in amounts that it believes to be commercially appropriate. However, a power project may become subject to liabilities against which it has not insured adequately or at all, or are unable to insure. In addition, insurance policies contain certain exclusions and limitations on coverage, which may result in claims not being honoured to the extent of losses or damages suffered. Further, such insurance policies may not continue to be available at economically acceptable premiums, or at all. The occurrence of a significant adverse event, the risks of which are not fully covered or honoured by such insurers, could have a material adverse effect on a power project's business, financial condition, results of operations and prospects. In addition, under some of the power project's debt agreements, the power project is required to name the lenders under such debt agreements as a beneficiary or a loss payee under some of its insurance policies, or assign the benefit of various insurance policies to the lenders. Therefore, even if insurance proceeds were to be payable under such policies, any such insurance proceeds will be paid directly to the relevant lenders instead of to the power project. If an insurable loss has a material effect on a power project's operations, the power project's lenders may not be required to pay any insurance proceeds or to compensate the power project for loss of profits or for liabilities resulting from business interruption, and this could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

The Company may be adversely affected by WESM price fluctuations.

Market prices for electric power fluctuate substantially. As electric power can only be stored on a very limited basis and generally must be produced concurrently with its use, frequent supply and demand imbalances result in power prices that are subject to significant volatility. Electricity prices may also fluctuate substantially due to other factors outside of the Company's control, including, but not limited to:

- changes in the generation capacity in the markets, including additional new supply of power from development or expansion of power plants, and decreased supply from closure of existing power plants;
- additional transmission capacity;
- electric supply disruptions, such as power plant outages and transmission disruptions;
- changes in power demand or in patterns of power usage, including the potential development of demand-side management tools and practices;
- the authority of the ERC to review and adjust the prices on the WESM;
- climate, weather conditions, natural disasters, wars, embargoes, terrorist attacks and other catastrophic events;
- availability of competitively priced alternative power sources; and
- changes in the power market and environmental regulations and legislation.

The foregoing factors may have a material adverse effect on the business, financial condition, and operations of the Company.

Increased volatility and uncertainty in fuel and commodity prices resulting from the war in Ukraine may affect the supply and pricing of raw materials for thermal energy production and the direct supply costs borne by ACEN and its supplier network.

On 24 February 2022, the Russian Federation launched a “special military operation” to invade the country of Ukraine in Eastern Europe, resulting in the escalation of the Russo-Ukrainian War. Armed conflict between Russian and Ukrainian forces soon ensued, killing, and injuring several military and civilian personnel, and which continues to the date of this Information Statement.

To impose sanctions on Russia as a result of the invasion, the United States has banned the importation of Russian oil and gas, while the United Kingdom has committed to phase out the said petroleum products by the end of 2022. Both Russia and Ukraine are major exporters of raw materials for thermal energy production, namely coal, oil, and gas. As of end-2020 (latest available data), Russia is one of the world’s largest producers of oil and coal.⁶ In addition, Ukraine is an important transit country for supplies of oil and natural gas from Russia to countries throughout Europe, and prior to the war, also a major exporter of coal.⁷

With sanctions and conflict cutting thermal raw material supply in both countries, market expectations of oil and gas production from Russia, as well as coal production from Ukraine have similarly been reduced. Global market prices of petroleum and coal products in general subsequently began to rise, with Newcastle coal (ICE commodity symbol: NEWC) reaching US\$336.00 per metric ton⁸ and Brent Crude Oil reaching US\$118.05 per barrel.⁹ As a result, since the Philippines remains mostly dependent on thermal energy, spot market prices remain elevated. Should the war in Ukraine continue, high power prices may adversely impact ACEN’s trading position, if it continues to be a net buyer on the WESM. However, with the completion of new projects in its aggressive RE expansion, the company believes that it may achieve a net seller position with an RE portfolio that may be able to take elevated power prices in the merchant market without the higher costs associated with raw materials for thermal resources.

As of early 2026, the ongoing conflict involving the United States, Israel, and Iran may present risks to ACEN’s operating and financial outlook, primarily through its impact on global energy markets and macroeconomic conditions. Escalation in the Middle East has heightened the risk of disruption to critical oil and gas supply routes, particularly the Strait of Hormuz, a key transit point for a significant portion of global energy trade, potentially resulting in sustained increases in fuel and electricity prices. While the extent and duration of the conflict remain uncertain, any sustained escalation, and the consequent prolonged volatility in energy prices and capital markets, could have adverse implications on the Company’s prospects and financial performance.

Risks Relating to the Philippines

Any political instability in the Philippines may adversely affect the Company.

The Philippines has from time to time experienced political and military instability. The Philippine constitution provides that in times of national emergency, when the public interest so requires, the Government may take over and direct the operation of any privately-owned public utility or business. In the last few years, there has been political instability in the Philippines, including public and military protests. No assurance can be given that the political environment in the Philippines will stabilise or that periods of political instability will not occur in the future. There can be no assurance that the next administration will continue to implement the economic policies favoured by the current administration. Major deviations from the policies of the current administration or fundamental change of direction, including with respect to Philippine foreign policy, may

⁶ BBC News. <<https://www.bbc.com/news/58888451>>

⁷ U.S. Energy Information Administration. <<https://www.eia.gov/international/analysis/country/UKR>>

⁸ As of 18 March 2022, end of trading, for March 2022 contracts.

⁹ As of 18 March 2022, end of trading, for front-month contracts.

lead to an increase in political or social uncertainty and instability. Any political instability in the future may result in inconsistent or sudden changes in the economy, regulations and policies that affect the Company, which could have an adverse effect on its business, results of operations and financial condition.

Any decrease in the credit ratings of the Philippines may adversely affect the Company's business.

The Philippines is currently rated investment grade by major international credit rating agencies such as Moody's S&P and Fitch. While in recent months these rating agencies have assigned positive or stable outlooks to the Philippines' sovereign rating, no assurance can be given that these agencies will not in the future downgrade the credit ratings of the Government and, therefore, Philippine companies, including the Company. Any such downgrade could have an adverse impact on the liquidity in the Philippine financial markets, the ability of the Government and Philippine companies, including the Company, to raise additional financing and the interest rates and other commercial terms at which such additional financing is available.

Territorial disputes among the Philippines and its neighbouring nations may adversely affect the Philippine economy and the Company's business.

China and other Southeast Asian nations, such as Brunei, Malaysia, and Vietnam, have been engaged in competing and overlapping territorial disputes over islands in the West Philippine Sea (also known as the South China Sea). This has produced decades of tension and conflict among the neighbouring nations. The West Philippine Sea is believed to house unexploited oil and natural gas deposits, as well as providing home to some of the biggest coral reefs in the world. China, in recent years, has been vocal in claiming its rights to nearly the whole of the West Philippine Sea – as evidenced by its increased military presence in the area. This has raised conflict in the region among the claimant countries.

In 2013, the Philippines filed a case to legally challenge China's claims in the West Philippine Sea and to resolve the dispute under the United Nations Convention on the Law of the Sea. The case was filed on the Permanent Court of Arbitration, the international arbitration tribunal at The Hague, Netherlands. In July 2016, the tribunal ruled in favour of the Philippines and stated that China's claim was invalid. China rejected the ruling, claiming that it did not participate in the proceedings as the tribunal had no jurisdiction over the case. News reports have reported increased Chinese activity in the area, including the installation of missile systems and the deployment of bomber planes. Other claimants have challenged China's actions in the West Philippine Sea.

There is no guarantee that tensions will not escalate further or that the territorial disputes among the Philippines and its neighbouring countries, especially China, will cease. In an event of escalation, the Philippine economy may be disrupted and the Company's business and financial standing may be adversely affected, particularly as to the operations of ENEX's SC 55 block which is located near the West Philippine Sea.

Corporate governance and disclosure standards in the Philippines may differ from those in more developed countries.

Although a principal objective of Philippine securities laws is to promote full and fair disclosure of material corporate information, there may be less publicly available information about Philippine public companies, such as the Company, than is regularly made available by public companies in the U.S. and other countries. As a result, public shareholders of the Company may not have access to the same amount of information or have access to information in as timely of a manner as may be the case for companies listed in the U.S. and many other jurisdictions. Furthermore, although the Company and its Philippine subsidiaries comply with the requirements of the Philippine SEC with respect to corporate governance standards, these standards may differ from those applicable in other jurisdictions. For example, the Revised Corporation Code of the Philippines requires the Company to have independent Directors constituting at least 20.0% of its board of directors. The Company exceeds that requirement and currently has four (4) independent directors.

Furthermore, corporate governance standards may be different for public companies listed on the Philippine securities markets than for securities markets in developed countries. Rules and policies against self-dealing and regarding the preservation of interests of public shareholders of the Company may be less well-defined and enforced in the Philippines than elsewhere, putting public shareholders at a potential disadvantage. Because of this, the directors of Philippine companies may be more likely to have interests that conflict with the interests of shareholders generally, which may result in them taking actions that are contrary to the interests of public shareholders of the Company.

Volatility in the value of the Peso against the U.S. dollar and other currencies as well as in the global financial and capital markets could adversely affect the Company's businesses.

The Philippine economy has experienced volatility in the value of the Peso and also limitations to the availability of foreign exchange. The value of the Peso underwent significant fluctuations between July 1997 and December 2004 and the Peso declined from approximately ₱29.00 to U.S.\$1.00 in July 1997 to ₱56.18 to U.S.\$1.00 by December 2004, recovering to ₱43.89 at the end of December 2010. The value of the Peso has generally depreciated since 2010, and its valuation may be adversely affected by certain events and circumstances such as the strengthening of the U.S. economy, the rise of the interest rates in the U.S. and other events affecting the global markets or the Philippines, causing investors to move their investment portfolios from the riskier emerging markets such as the Philippines. Consequently, an outflow of funds and capital from the Philippines may occur and may result in increasing volatility in the value of the Peso against the U.S. Dollar and other currencies. As of 31 December 2025, according to the BSP reference exchange rate bulletin, the Peso was at ₱58.81 per U.S.\$1.00 and ₱58.01 per U.S.\$1.00 at the end of 2025 and 2024, respectively.

Investors may face difficulties enforcing judgments against the Company.

The Company is organized under the laws of the Republic of the Philippines. A substantial portion of the Company's assets is located in the Philippines. It may be difficult for investors to effect service of process outside of the Philippines upon the Company. Moreover, it may be difficult for investors to enforce judgments against the Company outside of the Philippines in any actions pertaining to the Notes. In addition, most of the directors and officers of the Company are residents of the Philippines, and all or a substantial portion of the assets of such persons are or may be located in the Philippines. As a result, it may be difficult for investors to effect service of process upon such persons or enforce against such persons judgments obtained in courts or arbitral tribunals outside of the Philippines predicated upon the laws of jurisdictions other than in the Philippines.

The Philippines is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments but is a signatory to the United Nations Convention on the Recognition and Enforcement of Foreign Arbitral Awards. Moreover, the Philippine enacted Republic Act No. 9285, otherwise known as the Alternative Dispute Resolution Act of 2004, to facilitate the enforcement of arbitral awards in the Philippines. Judgments obtained against the Company in any foreign court may be recognized and enforced by the courts of the Philippines in an independent action brought in accordance with the relevant procedures set forth in the Rules of Court of the Philippines to enforce such judgment. The enforceability of foreign judgments in the Philippines is specifically provided for in the 1997 Rules of Civil Procedure. Section 48 of Rule 39 of the Rules of Civil Procedure provides that a judgment or final order of a tribunal of a foreign country having jurisdiction to give the judgment or final order is as follows: (a) in case of a judgment or final order upon specific property, is conclusive upon the title to that property; and (b) in case of a judgment or final order against a person, is presumptive evidence of a right between the parties and their successors in interest by a subsequent title. Further, Philippine courts have held that a foreign judgment is presumed to be valid and binding in the country from which it issues, until the contrary is shown, and the party contesting the foreign judgment has the burden of overcoming the presumption of its validity. However, such foreign judgment or final order may be rejected in the following instances: (i) such judgment was obtained by collusion or fraud, (ii) the foreign court rendering such judgment did not have jurisdiction, (iii) such order or judgment is contrary to good customs, public order, or public policy of the Philippines, (iv) the Company did not have notice of the proceedings before the foreign court, or (v) such judgment was based upon a clear mistake of law or fact.

Regulatory uncertainty may result in delays in implementation of government programs, or in changes in regulations

The Philippines is a unitary democratic republic, with a President as its head of state and government, elected to a non-renewable six-year term. General elections for the President, Vice President, are held every six years, while Congress and officials of local government units are elected to three-year terms. Presidential administrations and legislative sessions, as well as the officials and political parties holding these offices, vary from term to term, due to term limits prescribed by the 1987 Philippine Constitution and results of elections. As a result, the President and his administration may implement programs, endorse legislation, enforce executive orders, and/or execute other actions, that may result in delays of implementation of government programs, or may result in changes in regulations that benefit ACEN, its partners, and its affiliate businesses. In addition, the bicameral Philippine Congress, may also pass legislation that delays said implementation of government programs or change regulations that promote RE in the Philippines. Several government programs such as the Renewable Energy Law, the RCOA Program, and the Green Energy Option Program, benefit the Company through the expansion of its RE market.

Properties

ACEN and its subsidiaries own the following fixed assets as of 31 December 2025:

Properties	Location	Amount (in thousand PhP)
Land and land improvements	Bacnotan, La Union/ Norzagaray, Bulacan/ San Lorenzo, Guimaras/ Manapla, Negros Occidental/ Bangui, Ilocos Norte/ Palauig, Zambales/ Botolan, Zambales	2,363,982
Buildings and improvements	Makati City/ San Lorenzo, Guimaras/ Norzagaray, Bulacan/ Subic, Olongapo/ San Carlos, Negros Occidental	3,502,856
Machinery and equipment	San Lorenzo, Guimaras/ Norzagaray, Bulacan/ Bacnotan, La Union// San Carlos, Negros Occidental/ Bangui, Ilocos Norte/ Lanao Del Norte/ Subic, Olongapo/ Iloilo/ Bais City, Negros Oriental/ Alaminos, Laguna/ Palauig, Zambales/ Mariveles, Bataan	99,293,972
Transportation equipment	Makati City/ San Lorenzo, Guimaras/ Norzagaray, Bulacan/ Subic, Olongapo/ Bacnotan, La Union/ Pililia, Rizal/ San Carlos, Negros Occidental	412,372
Tools and other miscellaneous assets	Makati City/ San Lorenzo, Guimaras/ Bacnotan, La Union/ Lal-lo, Cagayan/ San Carlos, Negros Occidental	9,084,049
Office furniture, equipment and others	Makati City/ San Lorenzo, Guimaras/ Bacnotan, La Union/ Norzagaray, Bulacan/ San Carlos, Negros Occidental/ Lal-lo, Cagayan	626,470
Construction in progress	Alaminos, Laguna/ San Marcelino, Zambales/ Pagudpud, Ilocos Norte/ Lal-lo, Cagayan/ Uralla, New South Wales, Australia/ Real, Quezon/ Mauban, Quezon/ Pacte, Laguna/ Palauig, Zambales/ San Manuel, Pangasinan/ Jakarta, Indonesia	43,078,099
Total		158,361,800
Less: Accumulated depreciation, amortization and impairment		10,081,410
Net		148,280,390

Source: Audited consolidated financial statements as of 31 December 2025

The Group invested significant capital expenditures related to the following consolidated projects amounting to ₱24,053.37 million and ₱34,885.90 million for the years ended December 31, 2025 and 2024, respectively.

Development cost totaling to ₱5,305.76 million (US\$90.53 million) of New England Solar Farm 1 was reclassified as property, plant and equipment upon the project's commercial date of operations on May 1, 2024.

Project	Capacity (MW)	Location	% Completion	
			2025	2024
San Manuel Solar	60	Pangasinan, Philippines	100%	99.5%
Palauig 2 Solar	300	Zambales, Philippines	97%*	84%*

Project	Capacity (MW)	Location	% Completion	
			2025	2024
Quezon North Wind (Phase 1)	553	Real and Mauban, Quezon, Philippines	17%	--
San Marcelino Solar (Phase 3)	200	Zambales, Philippines	13%	5%
Stubbo Solar	520	Central Western Central Western Tablelands, New South Wales, Australia	100%	91%
New England BESS	200	Uralla, New South Wales, Australia	74%	8%

** Excluding transmission line with 67.45% and 55% completion as of December 31, 2025 and 2024, respectively.*

On March 19, 2024, AREIT and BCHC, among other parties, executed a Deed of Exchange, for the subscription by BCHC to AREIT shares in exchange for a 276-hectare parcel of land located in Zambales, Philippines. Total cost of the land disposed during the transaction amounted to ₱500.76 million.

Unpaid Property, Plant and Equipment

As at December 31, 2025 and 2024, unpaid balance of property, plant and equipment acquisitions amounted to ₱1,579.50 million and ₱1,006.93 million, respectively.

Borrowing Cost Capitalized

Borrowing cost capitalized to property, plant, and equipment amounted to ₱2,400.87 million and ₱2,634.81 million for the years ended December 31, 2025 and 2024, respectively. The capitalization rate used to determine the borrowing cost eligible for capitalization is 4.91% and 6.28% in 2025 and 2024, respectively.

Mortgaged Property, Plant and Equipment

NorthWind's Land, Wind Turbine Generator, Building and Machinery with a carrying value of ₱2,124.05 million and ₱1,702.64 million as at December 31, 2025 and 2024, respectively, included under "Machinery and Equipment" account, is mortgaged as security for a long-term loan (refer to Note 13 of the Group's audited consolidated financial statements for the details).

Guimaras Wind's wind farm with a total carrying value of ₱3,216.43 million and ₱3,402.92 million as at December 31, 2025 and 2024, respectively, included under "Machinery and Equipment" account is mortgaged as security for a long-term loan (refer to Note 13 of the Group's audited consolidated financial statements for the details).

MONTESOL's solar power plant with a carrying value of ₱746.49 million and ₱803.50 million as at December 31, 2025 and 2024, respectively, included under "Buildings and Improvements" and "Machinery and Equipment" accounts is mortgaged as security for a long-term loan (refer to Note 13 of the Group's audited consolidated financial statements for the details).

Contractual Commitments

The Group has commitments for property, plant and equipment which are contracted for, but not provided for in the Group's consolidated audited financial statements, amounting to ₱53,427.10 million and ₱76,755.59 million as at December 31, 2025 and 2024, respectively.

Disposals

As at December 31, 2025 and 2024, the Group sold equipment with a total net carrying amount of ₱36.30 million and ₱17.04 million, respectively, for cash considerations of ₱24.38 million and ₱63.68 million, respectively.

Lease Commitments

Lease with Laguna Lake Development Authority (LLDA)

On August 8, 2023, the Group signed a Renewable Energy Contract Area Utilization (RECAU) agreement with Laguna Lake Development Authority (LLDA) to lease 800 hectares of Renewable Energy Areas (REAs) in Laguna, Philippines for a floating solar project with 800 MW capacity.

The term of the lease shall be 25 years commencing from the signing of the contract and may be renewed for a maximum of 25 years subject to terms and conditions as mutually agreed by the Lessor and the Group. Upon signing of the contract, the Group was required to pay an initial bid fee, to be settled based on the scheduled payment tranches until 2025. Upon payment of the initial bid fee, the Group was given the exclusive right to use the lake to build, construct projects for renewable energy within the area. Upon commercial operation, the Lessee is also required to pay an annual user's fixed fee until the expiration of the lease agreement, subject to compounded increase of 2% per year.

New England Solar Farm Stage 2

Between February and November 2023, the Group entered into several lease agreements totalling 2,331 acres of land located in Uralla, New South Wales as site for the construction and operation of the proposed 416MW solar power plant project.

The term of the leases is for a period of 30 years, with a fixed annual rental payment per acre of leased area per annum, exclusive of GST. The rental fee is subject to annual adjustment of whichever is higher between 3% per annum and CPI. The period of lease may be extended, under the same terms and conditions, at the sole discretion of the Group for up to another 20 years. It is a requirement that the Group returns the leased area to the landholder in substantially the same condition it was in at the Commencement date.

Stubbo Solar

Between February and August 2023, the Group entered into several lease agreements totalling 4,077 acres of land located in Stubbo, New South Wales as the site for the construction and operation of the proposed 520MW solar power plant project.

The term of the lease is for a period of 30 years, with a fixed annual rental payment per acre of leased area per annum, exclusive of GST. The rental fee is subject to an annual adjustment of CPI. The period of lease may be extended, under the same terms and conditions, at the sole discretion of the Group for up to another 20 years. It is a requirement that the Group returns the leased area to the landholder in substantially the same condition it was in at the Commencement date.

San Carlos Solar 1A and 1B

On March 7, 2014, the Group entered into a lease agreement with a third party for the lease of 35 hectares of land located in Barangay Punao, San Carlos City, Negros Occidental as site for the construction and operations of the Phase 1A and Phase 1B solar power plant projects. Upon execution of the agreement, the Group holds the land area delineated for Phase 1A for a period of 25 years. The area delineated for Phase 1B is held for the remaining term of the agreement upon the receipt of notice by the Group.

On June 18, 2020, the Group had its lease modified with the lessor. The modification amends the timing of payment and the basis of the annual escalation rate, which is now every 10th day of January, and is based on the average of the available and published inflation rates of the CPI for the immediately preceding twelve-month period, respectively. The lease modification did not result in a separate lease.

San Carlos 1C and 1D

On October 21, 2014, the Group entered into a lease agreement with a third party for the lease of 32.4214 hectares of land located in Barangay Punao, San Carlos City, Negros Occidental as the site for the construction and operations of Phases 1C and 1D solar power plant projects. Upon execution of the agreement, SACASOL holds the land area for a period of 25 years.

On June 18, 2020, the Group had its lease modified with lessor. The modification amends the timing of payment and the basis of the annual escalation rate, which is now every 10th day of January, and is based on the average of the available and published inflation rates of the CPI for the immediately preceding twelve-month period. The lease modification did not result in a separate lease.

La Carlota 2A and 2B

On June 5, 2014, the Group entered into a lease agreement for the lease of 24.4258 hectares of land located at La Carlota City, Negros Occidental as the site for the construction and operations of Phases 2A and 2B solar power plant projects of the Group. The Group holds the land area delineated for a period of 25 years. The lease may be subjected to re-negotiation upon written notice served upon the lessor by the lessee not earlier than one (1) year but not later than six (6) months before the expiration of the original period of lease. The extension of lease shall be in writing executed by both parties three (3) months before the expiration of the original period of lease.

On May 6, 2015, the Group entered into another lease agreement for the lease of approximately 180,331.76 sq.m. of land located at La Carlota City, Negros Occidental. The Group holds the land area delineated for a period of 25 years. The lease may be subjected to re-negotiation upon written notice served upon the Lessor by the lessee not earlier than 1 year but not later than 6 months before the expiration of the original period of lease. The extension of lease shall be in writing executed by both parties 3 months before the expiration of the original period of lease.

Alaminos Solar Plant

On September 30, 2019, the Group entered into a lease agreement with a related party Ayala Land, Inc., Crimson Field Enterprises Inc., and Red Creek Properties Inc., for 106.59 hectares of land located in Barangay San Andres, Alaminos, Laguna as the site for the construction and operation of a solar power facility.

The term of the lease is for a period of 21 years, with a fixed monthly rental payment of per square meter, exclusive of VAT. The rental fee is subject to annual adjustment of whichever is higher between 3% per annum and the rate of increase of real property tax where the property is located. The period of lease may be extended, under the same terms and conditions, at the sole discretion of the Group for up to another 21 years.

Bataan BESS

On April 22, 2020, the Group entered into a lease agreement with a third party for 13.95 hectares of land located in Batangas II, Mariveles, Bataan. The property is used to develop, operate and maintain a 5MW RE Laboratory facility. The term of the sublease is for a period of 25 years, with a fixed monthly rental payment per square meter, exclusive of VAT. The period of lease may be extended, under the same terms and conditions at the sole discretion of the Group for up to another 25 years.

Palauig 2 Solar

On September 26, 2024, the Group executed a lease contract over the property of the Group's 300MW solar power plant project in Palauig, Zambales. The lease term is from the rent commencement date on July 1, 2024 (referred to as "Rent Commencement Date") to June 30, 2049, renewable for another twenty-five years at the option of the lessee, upon the written agreement of the lessor and lessee under such terms and conditions as may acceptable to them. The initial rent is based on a fixed rate per sq.m per annum, exclusive of VAT, with annual escalation of 1.50% commencing on July 1, 2025. Lease payment commencing from July 1, 2025 shall be done in advance on a quarterly basis. This lease is part of the sale and leaseback transaction of the Group and its affiliate, AREIT, Inc.

Market for Registrant's Common Equity and Related Stockholders' Matters

Market Price

ACEN's common shares are listed on the Philippine Stock Exchange. The following table shows the high and low prices (in PHP) of ACEN CORPORATION's shares in the Philippine Stock Exchange for the years 2025 and 2024:

	<u>2025</u>		<u>2024</u>	
	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
1 st Quarter	4.23	2.87	4.38	3.77
2 nd Quarter	3.04	2.39	5.10	3.10
3 rd Quarter	2.69	2.13	5.90	4.58
4 th Quarter	2.93	2.18	5.39	3.47

Source: Philippine Stock Exchange

The market capitalization of the Company's common shares as of end-2025, based on the closing price of P2.72/share, was approximately ₱109 billion. The price information of ACEN common shares, preferred A and preferred B shares as of the close of the latest practicable trading date, 24 March 2026, are ₱2.67, ₱1,001, and ₱1,043, respectively.

Dividends

The dividends declared and paid from 2023 to the present are as follows:

Date of Declaration	Dividend			Record Date
	Type	Rate (in PHP)	Amount (in thousands PHP) *	
7 August 2023	Cash	0.04 per common share	1,587,096	22 August 2023
3 November 2023	Cash	Php 17.835 per Series A Preferred Share	148,749	17 November 2023
3 November 2023	Cash	Php 20.00 per Series B Preferred Shares	333,170	17 November 2023

Date of Declaration	Dividend			Record Date
	Type	Rate (in PHP)	Amount (in thousands PHP) *	
8 February 2024	Cash	Php 17.8325 per Series A Preferred Share	148,750	23 February 2024
8 February 2024	Cash	Php 20.00 per Series B Preferred Share	333,170	23 February 2024
6 May 2024	Cash	Php17.8325 per Series A Preferred Share	148,750	20 May 2024
6 May 2024	Cash	Php20.00 per Series B Preferred Share	333,170	20 May 2024
26 June 2024	Cash	Php0.0500 per Common Share	1,983,869	11 July 2024
5 August 2024	Cash	Php17.8325 per Series A Preferred Share	148,750	19 August 2024
5 August 2024	Cash	Php20.00 per Series B Preferred Share	333,170	19 August 2024
4 November 2024	Cash	Php17.8325 per Series A Preferred Share	148,750	18 November 2024
4 November 2024	Cash	Php20.00 per Series B Preferred Share	333,170	18 November 2024
3 February 2025	Cash	Php 17.8325 per Series A Preferred Share	148,750	17 February 2025
3 February 2025	Cash	Php 20.00 per Series B Preferred Share	333,170	17 February 2025
5 May 2025	Cash	Php 17.8325 per Series A Preferred Share	148,750	19 May 2025

Date of Declaration	Dividend			Record Date
	Type	Rate (in PHP)	Amount (in thousands PHP) *	
5 May 2025	Cash	Php 20.00 per Series B Preferred Share	333,170	19 May 2025
4 June 2025	Cash	Php0.0500 per Common Share	1,983,869	20 June 2025
4 August 2025	Cash	Php 17.8325 per Series A Preferred Share	148,750	19 August 2025
4 August 2025	Cash	Php 20.00 per Series B Preferred Share	333,170	19 August 2025
4 November 2025	Cash	Php 17.8325 per Series A Preferred Share	148,750	20 November 2025
4 November 2025	Cash	Php 20.00 per Series B Preferred Share	333,170	20 November 2025

Dividend policy

The payment by ACEN of dividends is subject to the availability of retained earnings following the SEC rule on calculation of available retained earnings for dividend declaration, loan covenants, and financial ratios.

ACEN declares cash or stock dividends to its common stockholders in amounts determined by the Board taking into consideration the results of the Company's operations, its cash position, investments and capital expenditure requirements, and unrestricted retained earnings. The Company also declares special cash dividends where appropriate.

Recent Issuances of Securities Constituting an Exempt Transaction

On 21 March 2022, the Company signed Subscription Agreements with the following entities for the following number of shares in the Company at a price of Php 11.32 per share in exchange for cash in the aggregate amount of Php 10.66 billion:

1. UPC Renewables Asia Pacific Holdings Pte Limited ("UPCAPH") – 869,119,204
2. Anton Johannes Rohner - 61,630,796

The transaction was approved by the Board of Directors of the Company on 18 October 2021. The issuance and listing of the ACEN common shares were approved by the Company's stockholders on 15 December 2021.

Exempt from Registration. The requirement of registration under Subsection 8.1 of the SRC does not apply to the issuance of shares to UPACPH and Mr. Rohner as the sale was to fewer than twenty (20) persons in the Philippines during any twelve-month period (*Subsection 10.1 [k] of the SRC*).

On 18 October 2021, the Board of Directors of the Company approved the issuance of up to 390 million shares to the owners, affiliates, and/or partners of UPC Philippines (collectively, the “UPC PH Group”) at a price of Php 8.2889 per share, thus:

1. UPC Philippine Wind Partners Ltd. - 183,900,026
2. Alan Kerr - 4,318,008
3. PQN Holdings Ltd. - 8,473,688
4. Butterfly Securities Ltd. - 3,412,744
5. Brian E. Caffyn Revocable Trust - 85,407,247
6. Estanyol Holdings Ltd. - 61,622,826
7. Tenggay Holdings Ltd. - 42,861,294

The issuance and listing of the ACEN common shares were approved by the Company's stockholders on 15 December 2021.

On 8 March 2022, the Board of Directors approved a revised list of subscribers constituting the UPC PH Group, including a re-allocation of some of the shares for subscription, in exchange for cash in the aggregate amount of ~Php 3.23 billion, thus:

1. UPC Philippines Wind Partners Ltd. – 19,059,423
2. Wind City Inc. – 142,668,634
3. Estanyol Holdings Ltd. – 153,493,200
4. Tenggay Holdings Ltd. – 70,525,763
5. Alan Kerr - 4,248,813

The issuance and listing of the ACEN common shares, as revised, were approved by the Company’s stockholders on 25 April 2022.

At the Annual Stockholders' Meeting held on 19 April 2021, stockholders approved the allocation of 960 million common shares to the Employee Stock Ownership Plan (**Plan**) out of the unsubscribed portion of the Company’s capital stock, to be available to qualified employees upon achievement of the Company’s goals and the determination of any variable compensation of the grantee. The foregoing Plan replaces the Company’s Stock Grants and Stock Options Plan, which does not have any remaining life.

Under the Plan, qualified employees are awarded the option to subscribe to a specified number of ACEN shares based on a discounted market price determined by the Personnel and Compensation Committee and are subject to the Plan’s vesting period. The subscription price equals the market price of the shares, with a discount

determined by the Personnel and Compensation Committee at the time the option is granted. Grants under the Plan are exercisable in three (3) annual tranches. Any availment is payable within a maximum period of ten (10) years.

On 4 March 2022, the SEC confirmed that the Plan is an exempt transaction under Section 10.2 of the Securities Regulation Code.

Presented below are the ACEN shares granted to its officers and employees under the Plan as of 31 December 2025:

- Year 2021 – 8,188,097 common shares at the subscription price of ₱6.96 per share
- Year 2022 – 32,622,666 common shares at the subscription price of ₱6.50 per share
- Year 2025 – 274,040,291 common shares at the subscription price of ₱2.60 per share for the 56,679,615 common shares and ₱1.86 per share for the remaining 217,360,676 common shares

Total – 314,851,054 common shares

Total expense arising from the equity-settled share-based payment transaction (included under General and administrative expenses) amounted to Php0.01 million in 2025 (nil in 2024 and 2023).

There are no proposed adjustments or amendments to the Plan.

Stockholders

Common Shares

There are 4,652 registered holders of common shares as of 28 February 2026.

The following are the top 20 registered holders of common shares of the Company, the number of shares held, and the percentage of ownership as of 28 February 2026 based on the records of our stock transfer agent:

	Stockholder name	No. of common shares	Percentage of common shares
1.	AC Energy and Infrastructure Corporation	23,297,588,489	58.29%
2.	PCD Nominee Corporation (Non-Filipino)	8,929,973,270	22.34%
3.	PCD Nominee Corporation (Filipino)	7,107,172,988	17.78%
4.	ESOWN Administrator 2025	217,360,676	00.54%
5.	Ayala Corporation	100,603,569	00.25%
6.	SM Investments Corporation	39,891,363	00.10%
7.	Ferdinand A. Dumlao	36,000,000	00.09%
8.	ESOWN Administrator 2022	32,622,666	00.08%
9.	Shoemart Inc.	22,587,609	00.06%
10.	Henfels Investments Corporation	18,450,000	00.05%
11.	ACEN CORPORATION Treasury Shares	14,500,000	00.04%
12.	Ayala Corporation FAO various eligible stockholders for property dividend	13,447,019	00.03%
13.	Social Security System	9,874,083	00.02%
14.	ESOWN Administrator 2021	8,188,097	00.02%
15.	Niels Jacobsen	5,593,546	00.01%
16.	Kia Borch Jacobsen	4,661,289	00.01%
17.	Kresten Borch Jacobsen	4,661,289	00.01%
18.	Sysmart Corporation	4,544,103	00.01%
19.	Emily Chua Catienza	3,895,402	00.01%
20.	Jose Maria Pons Zabaleta	3,750,162	00.01%

A list of the Company's top 100 registered holders of common shares as of 31 December 2025 can be found through this link:

https://edge.pse.com.ph/openDiscViewer.do?edge_no=124410fbe073f53664d70b69f0a3140b

Preferred Shares - Series A

There are two (2) registered holders of Preferred Shares - Series A as of 28 February 2026.

	Stockholder name	No. of Preferred Shares – Series A	Percentage of Preferred Shares – Series A
1.	PCD Nominee Corporation – Filipino	8,269,370	99.14%
2.	PCD Nominee Corporation – Non Filipino	72,130	0.86%

A list of the Company's top 100 registered holders of Preferred Shares – Series A as of 31 December 2025 can be found through this link:
https://edge.pse.com.ph/openDiscViewer.do?edge_no=df7b9c80d99acf2364d70b69f0a3140b

Preferred Shares - Series B

There are eight (8) registered holders of Preferred Shares – Series B as of 28 February 2026.

	Stockholder name	No. of Preferred Shares – Series B	Percentage of Preferred Shares – Series B
1.	PCD Nominee Corporation – Filipino	11,498,230	69.02%
2.	Social Security System	3,500,000	21.01%
3.	Social Security System assigned to Mandatory Provident Fund	1,000,000	6.00%
4.	Social Security System assigned to Employees Compensation Fund	500,000	3.00%
5.	PCD Nominee Corporation – Non-Filipino	156,470	00.94%
6.	Beniya Antoinette Chua Catienza	3,000	00.02%
7.	Myra P. Villanueva	700	00.00%
8.	Jose Antonio Vilar	100	00.00%

A list of the Company's top 100 registered holders of Preferred Shares – Series B as of 31 December 2025 can be found through this link:
https://edge.pse.com.ph/openDiscViewer.do?edge_no=3596352f013b4c5964d70b69f0a3140b

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

PLAN OF OPERATION

Financial Performance

The following discussion and analysis of the financial position and results of operations of ACEN Corporation ("ACEN" or the "Company") and its subsidiaries (the "Group") should be read in conjunction with the audited consolidated financial statements of the Group as at December 31, 2025 and 2024 and for the years ended December 31, 2025, 2024 and 2023. The audited consolidated financial statements of the Group have been prepared in compliance with the Philippine Financial Reporting Standards (PFRS) Accounting Standards.

2025

Corporate Highlights:

- In February 2025, ACEN achieved **Leadership** level and an A– rating for its climate actions from CDP, the global non-profit that assesses corporate environmental transparency and performance in climate change, deforestation and water security. This marks an improvement from ACEN's previous B rating, underscoring the company's continued commitment to climate action and transparency. To attain Leadership status, companies must demonstrate best practices in climate action, environmental governance, transparency, risk management and target setting. CDP scores organizations from A (highest) to D– (lowest) based on the comprehensiveness of their disclosures, awareness of environmental issues, management strategies and progress toward sustainability goals.
- In March 2025, ACEN executed a Share Purchase Agreement and Deed of Absolute Sale with Negros Island Solar Power, Inc. ("Islasol") and Asian Energy Impact Trust Plc ("AEIT") for the sale by AEIT of its seven thousand three hundred seventy-one (7,371) Redeemable Preferred Shares E ("RPS E") in Islasol to ACEN. Upon the completion of the sale, but subject to obtaining the requisite Electronic Certificate Authorizing Registration (eCAR) from the Bureau of Internal Revenue ("BIR"), ACEN will acquire full ownership of Islasol.
- In March 2025, ACEN acted as a sponsor, share security grantor, guarantor, and grantor of Giga Ace 6, Inc. (GA6), the corporate entity for the first phase of the Quezon North Onshore Wind Power Project, for an omnibus loan and security agreement with the Bank of the Philippine Islands, BDO Unibank, Inc., and Rizal Commercial Banking Corporation, together as Senior Lenders, and BDO Unibank, Inc. – Trust Investment Group as the Facility Agent, Paying Agent and Security Trustee, for a senior secured green term loan facility in the amount of up to ₱34.41 billion to partially finance GA6's 344.5 MWp wind plant.
- In April 2025, ACEN Australia, a subsidiary of ACEN, completed the AUD750 million portfolio debt financing of its operating renewable assets and financing for new projects in Australia, cementing its position as a long-term investor in Australia's clean economy. The transaction supports the financing of ACEN Australia's near-complete 520 MWdc (400 MWac) Stubbo Solar project in New South Wales ("NSW") Australia, and follows first generation from Stage 1 of its 521 MWdc (400 MWac) New England Solar project in 2023. The transaction was supported by a group of eleven (11) leading Australian and international lenders, broadening ACEN Australia's financial partnerships and underscoring strong market confidence in ACEN's track record and growth strategy.
- In May 2025, ACEN announced that Mitsubishi Corporation ("Mitsubishi") and its subsidiary, Diamond Generating Asia, Limited ("DGA"), have joined the Company, GenZero, and Keppel Ltd. ("Keppel") in exploring a potential collaboration, through a pioneering effort that leverages the Transition Credits mechanism, for the early retirement and replacement of the generation output of the 246 MW South Luzon Thermal Corporation's coal-fired power plant in the Philippines with clean and reliable energy. Mitsubishi and DGA formally entered the collaboration through the signing of a Deed of Accession to the Memorandum of Understanding established in 2024 between ACEN, GenZero and Keppel. This potential partnership aims to evaluate the feasibility of leveraging Transition Credits through a pioneering initiative that demonstrates how innovative financial mechanisms can accelerate the early retirement of coal-fired power plants in favor of sustainable and clean alternatives. Mitsubishi and DGA's participation enhances access to the Japanese market, which plays a significant role in global decarbonisation efforts and could support the emissions trading scheme in Japan.

- In May 2025, ACEN Australia secured access rights to the Central West-Orana Renewable Energy Zone (“CWO REZ”) for three of its major pipeline projects in NSW Australia which marks a significant step in the strategic growth and diversification of ACEN’s Australian portfolio. The 920 MW Valley of the Winds, 600 MWac (780 MWdc) Birriwa Solar and 600 MW/2hr Birriwa Battery Energy Storage System (“BESS”) projects secured the rights to connect to the new CWO REZ transmission infrastructure assets being delivered by ACE-REZ on behalf of the NSW Australian government following a competitive tender process. The Birriwa Solar and BESS projects were approved by the NSW Australia’s Department of Planning in August 2024, and the Valley of the Winds project is in its final stage of the development planning review process.
- At the end of May 2025, ACEN signed definitive agreements with Copenhagen Infrastructure Partners’ (CIP) Growth Markets Fund II to acquire a 25% minority stake in the latter’s proposed offshore wind project in Camarines Sur, Philippines, subject to applicable regulatory approvals. With the project set to become one of the Philippines’ first offshore wind project with a potential installed capacity of up to 1 GW, this underscores ACEN’s commitment to unlocking the country’s untapped offshore wind resource to accelerate energy transition. Positioned as among the most advanced offshore wind initiatives in the country, the project, located near the coast of San Miguel Bay in Camarines Sur, Philippines, leverages strategic site conditions, including abundant wind resources, shallow water depths to mitigate offshore wind challenges and close proximity to the shore and the nearest substation. The project’s in-bay location also presents a lower typhoon risk, further ensuring stability in operations. The project is currently in its pre-development stage in anticipation of the Philippines’ Department of Energy’s 5th round of the Green Energy Auction (GEA-5) and will be subject to relevant regulatory approvals.
- In June 2025, ACEN’s Executive Committee approved the sale to AC Energy and Infrastructure Corporation (“ACEIC”), the Company’s majority shareholder, of ACEN’s ownership interests in the special purpose companies owning diesel plants, namely – (i) Bulacan Thermal Inc. (“BTI”, formerly Bulacan Power Generation Corporation) owning the 52MW diesel plant in Norzagaray, Bulacan, Philippines; (ii) One Subic Power Generation Corporation (“OSPGC”) owning the 116MW diesel plant in Subic Freeport, Philippines; and (iii) La Union Thermal Inc. (“LTI”, formerly CIP II Power Corporation) owning the 21MW diesel plant in Bacnotan, La Union, Philippines, through the Company’s sale of all its outstanding common shares in these special purpose companies. This divestment helps ensure that the Company achieves its goal of reaching 100% renewable energy generation by the end of 2025. The completion of the transaction is subject to the satisfaction of agreed conditions precedent and the execution of definitive agreements. The sale was ratified by ACEN’s Board of Directors on August 8, 2025 and the Deed of Absolute Sale of Shares between the Company and ACEIC was executed on August 29, 2025.
- In June 2025, ACEN, in partnership with its longtime strategic partner UPC Renewables, commenced the construction of two (2) renewable energy projects in India - a 420 MW solar farm in Rajasthan, India and a 120 MW wind farm in Karnataka, India. Slated for completion by early 2027, the projects are expected to generate a combined 1,158 GWh of clean electricity annually, enough to power around 241,000 homes and avoid over 876,000 tons of annual carbon emissions. Together, the projects will also create over 1,500 green jobs during the construction phase, contributing to local employment and economic development.
- In July 2025, ACEN was recognized by the Philippines’ Department of Environment and Natural Resources (“DENR”) across three (3) regions in the Philippines for its outstanding contributions to environmental protection and climate action. In Region I, ACEN was named Best Environmental Partner for its forest conservation efforts alongside its wind and solar farms in Ilocos Norte and Pangasinan. In Region III, ACEN was recognized for having the most DENR-approved renewable energy projects, including SanMar Solar and Palauig Solar. In Region VI, the Company’s Guimaras Wind project was commended for reforestation initiatives that planted over 45,000 trees.
- In August 2025, ACEN and its joint venture partners successfully commissioned the 600 MW Monsoon Wind Power Project in Laos, the first wind farm in the country and the first cross-border renewable energy project in Southeast Asia. The electricity generated by the plant’s one hundred thirty-three (133) wind turbines is exported to Vietnam via a 500-kV transmission line under a twenty-five (25) year Power Purchase Agreement with Vietnam Electricity (EVN).

- In September 2025, ACEN Australia received federal government approval for its 900 MW Robbins Island Wind project in Tasmania, Australia. This AUD\$3 billion investment marks one of the largest private renewable energy developments in the state's history. The project is expected to power up to 500,000 homes and inject over AUD\$30 million annually into the local economy. It also includes an AUD\$27 million community benefits program and follows eight (8) years of rigorous environmental studies.
- In October 2025, ACEN Renewable Energy Solutions ("ACEN RES"), ACEN's retail electricity unit, secured its third consecutive Gold Award at the 2025 Stevie International Business Awards. ACEN RES made history as the first-ever recipient of the Omni-Channel Marketing Strategy of the Year award, beating nominations from all over the world, and was the only electricity retailer from the Philippines to receive such distinction.
- In November 2025, ACEN received Four (4) Golden Arrows for the third consecutive year at the 2025 ASEAN Corporate Governance Scorecard (ACGS) Golden Arrow Awards, conferred by the Institute of Corporate Directors. ACEN was among 116 publicly listed companies recognized and one of only 17 to earn the Four (4) Golden Arrows distinction, underscoring its strong and consistent corporate governance practices as it advances the energy transition in the Asia-Pacific region.
- In December 2025, ACEN Australia's Stubbo Solar project achieved full commercial operations, becoming the first solar generator supported by a Long Term Energy Service Agreement (LTESA) to reach this milestone and marking a significant step in NSW Australia's clean energy transition. The AUS\$760 million - 520 MWdc (400 MWac) project, developed ahead of the CWO REZ, ranks among the largest solar projects ever built in Australia and reflects strong public and private collaboration. The project is designed with a provision for a 200 MW / 800 MWh BESS, enhancing grid reliability by providing firming capacity.

Operating Highlights:

- As of December 31, 2025, ACEN has 7,001 megawatts (MW) of net attributable renewable capacity from projects in operation, under construction, and committed, within, and outside, the Philippines.
- The project status split of the 7,001 MW net attributable renewable capacity is:
 - 61% or 4,295MW in operation;
 - 36% or 2,510MW under construction; and
 - 3% or 196MW committed.

Committed capacity (project status) refers to a project that was approved by ACEN's Board of Directors but has not yet received the notice to proceed with construction.

- The geographical split of the 7,001MW net attributable renewable capacity is:
 - 35% or 2,429MW – Philippines
 - 24% or 1,689MW – India
 - 18% or 1,242MW – Australia
 - 17% or 1,213MW – Vietnam - Lao PDR
 - 2% or 107MW – Indonesia
 - 2% or 142MW – United States of America
 - 1% or 64MW – Malaysia
 - 1% or 116MW – Others, primarily rooftop solar from the NEFIN partnership across several countries in Southeast Asia
- The technology split of the 7,001MW net attributable renewable capacity is:
 - 66% or 4,625MW – Solar
 - 28% or 1,958MW – Wind
 - 4% or 304MW – Battery
 - 2% or 115MW – Geothermal

- The table below presents the selected data on the Group's renewable portfolio in operation and under construction as of December 31, 2025, with a total of 6,805MW net attributable capacity.

Plant	Class	Technology	Geography	Status	Net Dependable Capacity (MW)	Approx. Economic Interest	Attributable Capacity (MW)
Pagudpud Wind (Bayog/Balaoi)	Renewable	Wind	Philippines	Operating	160	100%	160
North Luzon Renewables	Renewable	Wind	Philippines	Operating	81	81%	66
Capa Wind (Amihan)	Renewable	Wind	Philippines	Operating	70	81%	57
Guimaras Wind	Renewable	Wind	Philippines	Operating	54	100%	54
Northwind	Renewable	Wind	Philippines	Operating	52	100%	52
Monsoon Wind	Renewable	Wind	Lao PDR	Operating	600	24.4%	146
Stockyard Wind	Renewable	Wind	United States	Operating	129	85%	110
Chestnut Flats Wind	Renewable	Wind	United States	Operating	38	85%	32
Quang Binh Wind	Renewable	Wind	Vietnam	Operating	252	80%	202
Ninh Thuan Wind (BIM Wind)	Renewable	Wind	Vietnam	Operating	88	82.15%	72
Lac Hoa & Hoa Dong Wind	Renewable	Wind	Vietnam	Operating	60	80%	48
Mui Ne Wind	Renewable	Wind	Vietnam	Operating	84	50%	42
SanMar Solar 1 & 2	Renewable	Solar	Philippines	Operating	385	100%	385
Alaminos Solar	Renewable	Solar	Philippines	Operating	120	100%	120
Cagayan North Solar (CleanTech/NARE DCO)	Renewable	Solar	Philippines	Operating	133	80%	106
Isasol	Renewable	Solar	Philippines	Operating	80	100%	80
Palauig 1 Solar	Renewable	Solar	Philippines	Operating	63	100%	63
Pangasinan Solar (Sinocalan)	Renewable	Solar	Philippines	Operating	60	100%	60
Arayat-Mexico Solar Phase 1 & 2	Renewable	Solar	Philippines	Operating	116	50%	58
Sacasol	Renewable	Solar	Philippines	Operating	45	100%	45
Montesol	Renewable	Solar	Philippines	Operating	18	100%	18
ACEN RE Tech Hub	Renewable	Solar	Philippines	Operating	4	100%	4
New England Solar Farm (NESF) Phase 1	Renewable	Solar	Australia	Operating	522	100%	522
Stubbo Solar	Renewable	Solar	Australia	Operating	520	100%	520
Masaya Solar	Renewable	Solar	India	Operating	420	80%	336
Sitara Solar	Renewable	Solar	India	Operating	140	80%	112
Paryapt Solar	Renewable	Solar	India	Operating	70	80%	56
Ninh Thuan Solar	Renewable	Solar	Vietnam	Operating	405	74.5%	302
SUPER (Solar NT) First Phase Closing ³	Renewable	Solar	Vietnam	Operating	287	49%	141
Khanh Hoa & Dak Lak	Renewable	Solar	Vietnam	Operating	80	80%	64
NEFIN	Renewable	Rooftop Solar	Various ⁴	Operating	114	100%	114
MGI	Renewable	Geothermal	Philippines	Operating	32	25%	8
Salak & Darajat Geothermal	Renewable	Geothermal	Indonesia	Operating	656	15%	98
Salak Binary Plant	Renewable	Geothermal	Indonesia	Operating	16	15%	2
Alaminos Battery Storage	Renewable	Battery	Philippines	Operating	40	100%	40

Plant	Class	Technology	Geography	Status	Net Dependable Capacity (MW)	Approx. Economic Interest	Attributable Capacity (MW)
Quezon North 1 WPP	Renewable	Wind	Philippines	Under Construction	345	100%	345
Quezon North 2 WPP	Renewable	Wind	Philippines	Under Construction	208	100%	208
Sheo 1 -- Wind	Renewable	Wind	India	Under Construction	153	80%	122
Sheo 2 -- Wind	Renewable	Wind	India	Under Construction	153	80%	122
Bijapur	Renewable	Wind	India	Under Construction	120	80%	96
Maharashtra C&I Hybrid – Wind	Renewable	Wind	India	Under Construction	29	80%	24
Palauig 2 Solar	Renewable	Solar	Philippines	Under Construction	300	100%	300
SanMar Solar 3	Renewable	Solar	Philippines	Under Construction	200	100%	200
Tejorupa	Renewable	Solar	India	Under Construction	420	80%	336
Sheo 1 – Solar	Renewable	Solar	India	Under Construction	201	80%	161
Sheo 2 – Solar	Renewable	Solar	India	Under Construction	201	80%	161
Maharashtra C&I Hybrid – Solar	Renewable	Solar	India	Under Construction	124	80%	99
Dayasinar Solar	Renewable	Solar	Malaysia	Under Construction	40	80%	32
Solarscape	Renewable	Solar	Malaysia	Under Construction	40	80%	32
NEFIN	Renewable	Rooftop Solar	Various ⁴	Under Construction	2	100%	2
Salak Unit 7 Expansion	Renewable	Geothermal	Indonesia	Under Construction	40	15%	6
New England BESS (2hr)	Renewable	Battery	Australia	Under Construction	200	100%	200
Sheo 2 -- Battery	Renewable	Battery	India	Under Construction	45	80%	36
Sheo 1 -- Battery	Renewable	Battery	India	Under Construction	35	80%	28
					Subtotal		6,805
					Committed Capacity		196
					Grand Total		7,001
Notes:							
3. Phases 2, 3, and 4 of the Solar NT acquisition are subject to completion of conditions precedent.							
4. Comprises of Mainland China, Hong Kong, Malavsia, Thailand, Taiwan, and Singapore.							

On August 29, 2025, the Group disposed its 68MW of net attributable capacity in diesel power plants in Bulacan, Subic, and La Union, Philippines.

- The attributable renewable generation output reached 7,009¹⁰ gigawatt hours (GWh) at the end of 2025, reflecting a 20% increase compared to the same period in 2024. This notable growth is largely attributed to the ramp up and eventual full commercial operations of Stubbo solar plant and operationalization of Monsoon wind plant, along with the full year contributions from plants that became operational in 2024. Further, the additional economic stake in partner platforms in Vietnam contributed to the increase in output. This growth was tempered by reduced solar irradiance and grid curtailment experienced in the Philippines and Australia, as well as the ongoing turbine repairs in Northern Luzon, Philippines.

¹⁰ 7,070 GWh including output from diesel plants

For the year ended December 31, 2025:

- Philippines' attributable renewable energy generation was recorded at 1,866¹¹ GWh, representing a 4% decrease compared to the previous year mainly driven by ongoing wind turbine repairs in Northern Luzon, overall lower solar irradiance and low wind regime. Plants' availability remains at par compared to last year.
- Australia's attributable output rose from 784 GWh in 2024 to 1,440 GWh in 2025, reflecting an 84% year-on-year increase. The growth is mainly attributed to the contribution of the Stubbo solar plant which reached full commercial operations in November 2025 (undergone testing and commissioning for the majority of 2025). The Stubbo solar plant contributed 569 GWh for the year ended December 31, 2025. The increase in attributable energy generation in the New England Solar Farm plant year-on-year is due to better plant availability, offset by lower solar irradiance and grid curtailment.
- ACEN Investments' (pertains to international operations, excluding Australia) output rose from 3,064 GWh in 2024 to 3,703 GWh in 2025, reflecting a 21% year-on-year increase. The growth is mainly attributed to the contribution from the Monsoon wind plant's operationalization, strong wind resource in Vietnam and the increased economic stake of ACEN in partner platforms in Vietnam.
- The Philippine business contracts a significant portion of its capacity through the Feed-in-Tariff ("FIT") program, Retail Electricity Supply ("RES") with commercial and industrial customers, and Power Purchase Agreements (PPA) with both distribution utilities and a limited number of industrial customers. Any supply that is not sold to a contracted customer is sold to the Wholesale Electricity Spot Market ("WESM") and is referred to as uncontracted sales. The spot market position reflects the difference between the contracted and uncontracted volumes.
- The Philippines' net selling position for the year ended December 31, 2025 stood at 1,587 GWh, which is an increase of 40% compared to the same period in 2024. The growth is due to an increase in merchant capacity following the termination of baseload and mid-merit contracts with Meralco in November 2024 and the full year contribution from new plants that reached full commercial operations in 2024.
- Contracted capacity for Philippines for the year ended December 31, 2025 stood at 58.5% compared to 77.3% as of the year ended December 31, 2024. The decline is due to the aforementioned termination of supply contracts with Manila Electric Company ("Meralco"). Due to greater capacity available in the portfolio of ACEN Australia (due to ramp up of Stubbo solar), the contracted capacity temporarily dropped to 32.9% in 2025 from 39.9% in 2024. The intention is for contracted capacity in Australia to increase up to 40% upon a full year of commercial operations of the Stubbo solar plant. For the years ended December 31, 2025 and 2024, ACEN Investments is 100% contracted.
- Construction updates as of December 31, 2025 are:

Project Name	Technology	Geography	Attributable Capacity (in MW)	% Completion	Estimated Annual Output (in GWh)	Target Completion
Palauig 2	Solar	Philippines	300	96.67% ¹	453	Q4 2026
San Mar Phase 3	Solar	Philippines	200	13.00%	298	Q1 2027
Sual	Solar	Philippines	69	2%	109	Q4 2026
Quezon North	Wind	Philippines	553	17% ²	1,730	QN 1: Q4 2027 QN 2: Q1 2028
Palauig 1 BESS	Battery	Philippines	35	2%	--	2027
New England BESS	Battery	Australia	200	74% ³	--	Q2 2026
Maharashtra Hybrid	Solar and Wind	India	153	64%	290	Q1 2026

¹¹ 1,927 GWh including output from diesel plants

Project Name	Technology	Geography	Attributable Capacity (in MW)	% Completion	Estimated Annual Output (in GWh)	Target Completion
Tejorupa	Solar	India	420	5%	762	Q1 2027
Sheo 1 Hybrid	Solar, Wind and Battery	India	389	5%	894	Q1 2027
Sheo 2 Hybrid	Solar, Wind and Battery	India	399	5%	886	Q1 2027
Bijapur	Wind	India	120	5%	381	Q1 2027
Salak & Darajat Unit 7	Geothermal	Indonesia	40	38%	320	Q1 2027
Dayasinar	Solar	Malaysia	40	69%	320	Q1 2026
Solarscape	Solar	Malaysia	40	51%	320	Q1 2026
Sonagazi	Solar	Malaysia	68	17%	96	--

1. Palauig 2 solar plant only; 2. Phase 1 only; 3. % disbursed of overall project cost

Financial Highlights:

The Group posted a consolidated net income attributable to equity holders of the Parent Company amounting to ₱3,775.40 million for the year ended December 31, 2025 (compared to ₱9,360.01 million in the year ended December 31, 2024). The consolidated net income attributable to common shareholders of the Parent Company amounted to ₱1,847.72 million and ₱7,432.33 million for the years ended December 31, 2025 and 2024, respectively.

The significant year-on-year decline was primarily driven by the impairment provision (no cash impact) made in respect to two wind projects in Vietnam, namely Lac Hoa and Hoa Dong projects (see discussion below), and a range of operational challenges across various regions. These challenges encompassed depressed spot prices in the Philippines and Australia, poor solar irradiance, grid curtailment and plant availability issues in Northern Luzon, Philippines. In addition, the full-year depreciation recognized in 2025 for plants undergoing testing and commissioning in parts of 2024 contributed to the decline. The significant year-on-year decline in consolidated net income in 2025 was partly offset by a one-time adjustment arising from revised Feed-in Tariff (FIT) rates in the Philippines, following the ERC Advisory issued on 27 February 2026 that revised and clarified Resolution No. 28, Series of 2025, which required the Group to update its 2025 financial statements. This resulted in a one-time increase to net income attributable to equity holders of the Parent Company of ₱608.4 million reflecting the cumulative impact of adjusted FIT rates for the period 2021 to 2025.

Despite the various challenges encountered in 2025, the Group achieved a 20% year-on-year increase in attributable renewable generation output. This strong growth is attributed to several key factors – (i) Stubbo solar plant ramp up, thus reaching full commercial operations in November 2025; (ii) start of operations of the Monsoon wind plant which significantly boosted output; (iii) full year contributions from plants which became operational in 2024; and (iv) increased economic stake in partner platforms in Vietnam.

In the Philippines, renewable energy production increased due to the launch of new facilities, despite some wind turbines in Northern Luzon being out of operation or under maintenance. Outside the Philippines, renewable energy production grew in every market. This growth was fueled by favorable wind and solar conditions in certain markets as well as the addition of new capacity in regions like Australia - highlighted by new projects such as Stubbo solar and Monsoon wind.

In 2025, WESM prices in the Philippines declined sharply, with average settling at ₱3.57/kWh, down 28% year-on-year, primarily driven by slower demand growth but ample supply. Year 2025 saw generally lower contracting demand, except in Q1, while supply conditions were boosted by strong hydro generation (about one-third higher than 2024), the addition of ~1.4 GW of new gas capacity, and ~0.6 GW of new solar. Prices peaked in March 2025 at ₱5.32/kWh due to elevated demand, thermal outages, and tight reserves, but trended downward from Q2 onwards as demand softened and El Niño conditions eased. Heavy rains and further solar injections pushed prices to multi-year lows, with September 2025 posting the lowest monthly price at ₱2.49/kWh. By Q4, demand stabilized and hydro output tapered, briefly lifting prices in October 2025, but additional solar capacity capped any sustained recovery, keeping full-year prices subdued. All these circumstances resulted to weak spot prices in 2025 compared to 2024.

In 2025, Australia's NEM spot prices were moderate overall but remained volatile, reflecting the interaction of expanding renewable supply and episodic weather-driven tightness. Average prices trended lower year-on-year as

significant new wind, solar, battery, and gas capacity improved system capacity and increased the frequency of low and negative pricing during periods of strong renewable output, particularly in the middle of the day. However, prices spiked intermittently during extreme heat and cold events—most notably in winter—when demand surged and wind output dropped sharply, compounded by coal unit outages, leading to short-lived but severe price volatility. As 2025 progressed, improved generation availability, higher renewable penetration, and greater battery dispatch dampened sustained price pressures, resulting in softer prices toward year-end despite peak summer demand, underscoring a market increasingly characterized by lower average prices but with higher intraday volatility.

Solar plants that were in testing and commissioning in parts of 2024, including San Marcelino Solar Phases 1 and 2 (Philippines), Cagayan North Solar (Philippines), and New England Solar Farm 1 (Australia), have recognized full-year depreciation in 2025. Depreciation was not recognized for these solar plants during their testing and commissioning phase.

There were no material divestment leading to a value realization gain in 2025 (as compared to the partial divestment of Mui Ne in 2024 where a value realization gain was recognized).

Overhead expenses, shown as general and administrative expenses in the audited consolidated statements of income, increased year-on-year driven by growth in overall business and pre-development expenses for building future capacity, tempered by the capitalization of development expenses for projects under construction.

The tables below summarize the Group's audited consolidated results of operations for the years ended December 31, 2025 and 2024:

Revenues (amounts in Thousands):

	2025	2024	Increase (Decrease)	
			Amount	%
Revenue from sale of electricity	₱30,992,361	₱36,134,274	(₱5,141,913)	(14)
Dividend income	477,863	515,961	(38,098)	(7)
Rental income	70,597	69,597	1,000	1
Other revenues	481,228	580,570	(99,342)	(17)
	₱32,022,049	₱37,300,402	(₱5,278,353)	(14)

- **Revenue from sale of electricity** declined year-on-year due to several key factors – (i) termination of the Power Supply Agreement with Meralco (200MW baseload and 110MW mid-merit demand) last November 2024; (ii) lower WESM prices in the Philippines; and (iii) reduced output in both the Philippines and Australia due to plant availability issues in Northern Luzon, Philippines and lower solar irradiance and grid curtailment. With the absence of the Meralco contracts, a new trading strategy was adopted with uncontracted third-party supply. It involves instructing a third-party supplier (South Luzon Thermal Energy Corporation or “SLTEC”) to sell supply directly to the spot market, rather than to ACEN, when spot prices fall below SLTEC's cost of supply. However, the decrease in revenue was offset by (i) the contribution of Stubbo solar plant, which reached full commercial operations in November 2025, (ii) the increase in retail customers from the RES business, and (iii) the one-time upward FIT rate adjustment due to ERC's approval of the 2021-2025 AARs. The RES portfolio expanded to 653MW, marking a 163% increase year-on-year, with more commercial and industrial customers and contracts linked to Distribution Utility (DU) rates. As of December 31, 2024, the RES portfolio stood at 554MW.
- **Dividend income** is derived from investments where the Group does not hold voting interest.
- **Rental income** primarily comes from land leases with third parties.
- **Other revenues** include management fees earned by ACEN from its joint ventures and bulk water sales.

Costs and Expenses (amounts in Thousands):

	2025	2024	Increase (Decrease)	
			Amount	%
Costs of sale of electricity				
Cost of purchased power	₱17,805,217	₱22,043,543	(₱4,238,326)	(19)
Depreciation and amortization	3,042,933	2,023,059	1,019,874	50
Fuel	230,531	1,018,764	(788,233)	(77)

Others	2,703,402	2,273,213	430,189	19
	23,782,083	27,358,579	(3,576,496)	(13)
General and administrative expenses				
Provision for impairment	4,179,327	1,135,006	3,044,321	268
Personnel costs, management and professional fees	1,880,366	3,133,250	(1,252,884)	(40)
Depreciation and amortization	784,305	569,218	215,087	38
Others	2,504,411	2,145,290	359,121	17
	9,348,409	6,982,764	2,365,645	34
	₱33,130,492	₱34,341,343	(₱1,210,851)	(4)

- The **costs of sale of electricity** declined primarily due to lower power purchases following the termination of the Meralco Power Supply Agreements, which previously exposed the Group to time-of-day mismatch risk. This mismatch occurs when the hourly profile of energy supply from own generation and third-party sources is not aligned with customer demand, resulting in periods where the Group is structurally long or short. The termination of the Meralco Power Supply Agreements resulted in an excess supply from third parties, significantly decreasing the Group's spot market purchases to meet its contracted demand.

The decrease in the cost of purchased power was offset by the increase in depreciation and amortization largely due to the 2025 full-year depreciation of solar plants which started commercial operations in 2024, including San Marcelino Solar Phases 1 and 2 (Philippines), Cagayan North Solar (Philippines), and New England Solar Farm 1 (Australia). These solar plants were under testing and commissioning as at various months in 2024, thus, not yet subjected to depreciation.

San Marcelino Solar Phases 1 and 2 and Cagayan North Solar, both in the Philippines, started commercial operations, and commenced depreciation, in September 2024 and October 2024, respectively, while New England Solar 1 (Australia) achieved commercial operations in April 2024 and began recognizing depreciation in May 2024. Certain turbines of Pagudpud Wind reached commercial operations in August 2025, and accordingly, recognized depreciation for these turbines.

- **General and administrative expenses** increased year-on-year driven by growth in overall business and pre-development expenses for expansion. The general and administrative expenses includes provisions for expected credit losses on convertible and development loans, and bridge financing, including the related accrued interest receivables, from Vietnam Wind Energy Limited (UPC Vietnam Wind) and UPC-AC Energy Solar Limited (UPC-ACE Solar).

In 2025, the Group recognized a total provision for impairment of ₱3,031.67 million (US\$53.79 million), including a one-off impairment of ₱2,731.17 million (US\$50.2 million) recognized in the 2nd quarter of 2025, on its UPC Vietnam Wind project, which is comprised of the 30 MW Lac Hoa and 30 MW Hoa Dong wind farms. Following the finalization of the Tariff Agreement for the UPC Vietnam Wind project with Vietnam Electricity (EVN) in June 2025, the reduced tariff (compared to the initial tariff) will result to reduced revenues, and such reduction in revenues will negatively impact the ability of the joint venture company owning the project to fully service its financial obligations to ACEN. The tariff reduction is a result of the delayed completion of the UPC Vietnam Wind project, which missed the FIT deadline in October 2021. This delay was attributed to pandemic-related restrictions, supply chain disruptions, and delays in project execution.

Operations commenced on February 20, 2024, for Hoa Dong, and March 11, 2024, for Lac Hoa, with the official Commercial Operations Date (COD) reached in December 2023. Since the start of operations, the plants have been operating under a provisional Power Purchase Agreement (PPA) at VND793/kWh, which is about half of the EVN tariff ceiling of VND1,587/kWh. This provisional rate is denominated in VND and does not have US\$ indexation, unlike the assumed FIT in the investment case of US\$0.085/kWh. The final Power Purchase Agreement (PPA) tariff is confirmed at VND1,578.9/kWh, or 99.49% of the EVN ceiling. This rate will be applied retroactively to the start of operations.

The Group began recognizing partial impairments in 2022, considering the impact on future project cash flows.

Equity in Net Income of Associates and Joint Ventures (amounts in Thousands):

	2025	2024	Increase (Decrease)	
			Amount	%
Philippines	₱1,581,087	₱1,014,046	₱567,041	56
Netherlands	1,408,619	1,072,357	336,262	31
Vietnam	522,613	43,976	478,637	1,088
India	390	(180,058)	180,448	100
Indonesia	(8,978)	(30,919)	21,941	71
United States of America (USA)	(883,091)	(619,747)	(263,344)	(42)
Others	88,674	(108,689)	197,363	182
	₱2,709,314	₱1,190,966	₱1,518,348	127

Year-on-year movements mainly due to:

- **Philippines:** The increase reflects the impact of generally favorable wind conditions in 2025 and the net upward FIT rate adjustments from the ERC approved AARs for 2021-2025. It also includes the share in the net income from Ingrid Power Holdings, Inc., a diesel power plant that generated income from the reserve market beginning June 2024.
- **Vietnam:** The increase is attributed to slightly favorable wind conditions in 2025 (compared to 2024) and the full-year impact of the additional ownership interest acquired by the Group in the 4th quarter of 2024 in wind and solar power plants. These increases were tempered by higher foreign exchange losses due to the appreciation of US\$ versus VND. The project finance of selected Vietnam projects is in US\$, while the functional currency of these projects is VND. Consequently, the forex losses associated with the entire value of the project finance are booked through the income statements of the relevant projects but will be serviced over time since the tariffs of these projects are US\$-linked.
- **India:** The uplift is due to the impact of Masaya Solar's full year operations in 2025 combined with the continued capitalization of costs of projects under construction.
- **Indonesia:** The lower share in pre-operating losses reflects the impact of the Group's full divestment in Sidrap Wind in April 2024. The remaining investment in Salak-Darajat is included under Netherlands and Indonesia because the Group's investment in Salak-Darajat is through a Dutch layer company in the Netherlands. Salak-Darajat's geothermal plant performance improved in 2025, primarily driven by increased steam production, which supported higher generation.
- **USA and other regions:** The higher share in pre-operating losses is due to the ramp up of activities for projects under construction or refurbishment.

Other Income and Charges (amounts in Thousands):

	2025	2024	Increase (Decrease)	
			Amount	%
Interest and other finance income				
Accounts and notes receivable (i)	₱2,926,037	₱2,428,544	₱497,493	20
Investments in redeemable preferred shares and convertible loans (ii)	2,565,251	2,916,233	(350,982)	(12)
Cash in banks and short-term deposits (iii)	711,003	989,573	(278,570)	(28)
	6,202,291	6,334,350	(132,059)	(2)
Interest and other finance charges	(5,363,662)	(3,292,071)	2,071,591	63
Other income - net				
Gain on disposal of assets	131,529	2,638,008	(2,506,479)	(95)
Others	1,350,619	1,112,085	238,534	21
	1,482,148	3,750,093	(2,267,945)	(60)
	₱2,320,777	₱6,792,372	(₱4,471,595)	(66)

- The year-on-year movements of **Interest and other finance income** are attributable mainly to:

- i. Increase in interest income earned from loans extended to projects with partners following the growth of the Group's portfolio.
 - ii. Decrease of dividend income from the investments in India due to a change in the features of the investment, which now requires the declaration of dividends prior to its income recognition (previously, income was recognized without the need for a dividend declaration). The decrease was tempered by higher interest income recognized on the existing redeemable preferred shares that have a compounding feature, where interest earned is added back to the principal amount, resulting to a higher base amount earning interest.
 - iii. Decrease in interest income earned from cash in banks and short-term deposits due to the deployment of funds raised from financing activities to projects under construction.
- The year-on-year increase in **Interest and other finance charges** is largely due to substantially higher short-term and long-term loans, mainly from the drawdown of a syndicated green term loan facility by ACEN Renewables International Pte. Ltd. ("ACRI"), a wholly owned subsidiary of ACEN, and loan drawdowns by ACEN to fund its equity contributions to renewable energy projects, where the Group does not have a controlling interest, that are at pre-development or construction stages. Further, interest expense on loans drawn for project finance of several power plants that reached commercial operations in 2025 ceased to be capitalized, as part of the project costs in the balance sheet, and were recognized as expense in profit and loss for the period beginning from the date of the start of commercial operations.
 - **Other income-net** is lower in 2025 (compared to 2024) due mainly to significant one-off gains recognized in 2024 – such as the (i) gain from the divestment of Sidrap Wind amounting to ₱962.90 million (US\$16.40 million); (ii) gain from the early extinguishment of a convertible loan with TBC amounting to ₱389.18 million (US\$6.97 million); and (iii) sale and leaseback transaction gain from AREIT amounting to ₱1,035.33 million. There were no significant one-off gains recognized in 2025.

Provision for or (Benefit from) Income Tax (amounts in Thousands):

	2025	2024	Decrease	
			Amount	%
Current income tax	₱653,000	₱892,495	(₱239,495)	(27)
Deferred income tax	(1,010,385)	(62,575)	(947,810)	(1,515)
	(₱357,385)	₱829,920	(₱1,187,305)	(143)

- The year-on-year decrease in provision for **current income tax** is due to lower taxable income in 2025 compared to 2024.
- The higher benefit from **deferred income tax** in 2025 (compared to 2024) is driven mainly by the Group's recognition of deferred tax assets from its net operating loss carry over ("NOLCO"), partially offset by deferred tax liabilities recognized from costs that are capitalized. Deferred tax assets are recognized from NOLCO that can be deducted against future taxable income, up to the extent of NOLCO that is allowed to be applied against future taxable income.

The table below bridges the audited consolidated statutory earnings before interests, taxes, and depreciation and amortization (“EBITDA”) to Attributable EBITDA, then to Core Attributable EBITDA.

<i>Amounts in Thousands</i>	For the quarter ended		Increase (Decrease)		For the year ended		Increase (Decrease)	
	Q3 2025	Q4 2025	Amount	%	2025	2024	Amount	%
Revenues	₱7,273,025	₱9,032,751	₱1,759,726	24	₱32,022,049	₱37,300,402	(₱5,278,353)	(14)
Costs and expenses	(7,224,005)	(8,153,900)	(929,895)	13	(33,130,492)	(34,341,343)	1,210,851	(4)
Depreciation and amortization	975,659	993,670	18,011	2	3,827,238	2,592,277	1,234,961	48
Provision for impairment	285,910	308,672	22,762	8	4,179,327	1,135,006	3,044,321	268
Equity in net income of associates and joint ventures	570,108	730,364	160,256	28	2,709,314	1,190,966	1,518,348	127
Interest and other finance income from investments in redeemable preferred shares and convertible loans	575,414	660,857	85,443	15	2,565,251	2,916,233	(350,982)	(12)
Value realization	–	373,900	373,900	100	608,740	2,811,044	(2,202,304)	(78)
Interest and other finance income from accounts and notes receivables	660,028	761,983	101,955	15	2,926,037	2,428,544	497,493	20
Statutory EBITDA	3,116,139	4,708,297	1,592,158	51	15,707,464	16,033,129	(325,665)	(2)
Equity in net income of associates and joint ventures	(570,108)	(730,364)	(160,256)	28	(2,709,314)	(1,190,966)	(1,518,348)	127
Interest and other finance income from investments in redeemable preferred shares and convertible loans	(575,414)	(660,857)	(85,443)	15	(2,565,251)	(2,916,233)	350,982	(12)
Attributable EBITDA from associates and joint ventures	3,998,040	4,317,813	319,773	8	15,169,536	12,586,392	2,583,144	21
Attributable EBITDA	5,968,657	7,634,889	1,666,232	28	25,602,435	24,512,322	1,090,113	4
Value realization	(207,828)	–	207,828	(100)	(207,828)	(2,811,044)	2,603,216	(93)
Interest and other finance income from accounts and notes receivables	(660,028)	(761,983)	(101,955)	15	(2,926,037)	(2,428,544)	(497,493)	20
Core Attributable EBITDA	₱5,100,801	₱6,872,906	₱1,772,105	35	₱22,468,570	₱19,272,734	₱3,195,836	17

Material changes in the audited Consolidated Statements of Financial Position

Assets (amounts in Thousands):

	2025	2024	Increase (Decrease)	
			Amount	%
Current Assets				
Cash and cash equivalents	₱18,358,434	₱25,158,358	(₱6,799,924)	(27)
Current portion of:				
Accounts and notes receivable	24,763,585	22,763,923	1,999,662	9
Input value added tax (VAT)	2,471,774	2,793,187	(321,413)	(12)
Creditable withholding taxes	293,222	360,841	(67,619)	(19)
Financial assets at fair value through profit or loss (FVTPL)	1,412,681	5,704,353	(4,291,672)	(75)
Fuel and spare parts – at cost	227,521	974,526	(747,005)	(77)
Other current assets	1,954,353	1,376,921	577,432	42
Total Current Assets	49,481,570	59,132,109	(9,650,539)	(16)
Noncurrent Assets				
Investments in:				
Associates and joint ventures	46,823,966	42,735,003	4,088,963	10
Redeemable preferred shares and convertible loans	20,050,761	17,828,524	2,222,237	12
Financial assets at FVTPL	744,873	921,787	(176,914)	(19)
Financial assets at fair value through other comprehensive income (FVOCI)	13,279,340	12,116,639	1,162,701	10
Plant, property and equipment	148,280,390	121,852,460	26,427,930	22
Right-of-use assets	8,261,261	8,454,956	(193,695)	(2)
Goodwill and other intangible assets	26,341,205	25,599,005	742,200	3
Net of current portion:				
Accounts and notes receivable	19,807,659	17,809,515	1,998,144	11
Input VAT	3,389,211	3,042,624	346,587	11
Creditable withholding tax	4,262,508	3,681,895	580,613	16
Deferred income tax assets – net	3,085,546	3,316,975	(231,429)	(7)
Other noncurrent assets	17,980,570	13,050,739	4,929,831	38
Total Noncurrent Assets	312,307,290	270,410,122	41,897,168	15
Total Assets	₱361,788,860	₱329,542,231	₱32,246,629	10

- The year-on-year decrease in **Cash and cash equivalents** is largely attributable to the deployment of funds for projects under construction across geographies and land banking activities by the Group in the Philippines. These capital expenditures were funded by cash balance from 2024 and loan drawdowns in 2025.
- The current portion of **Accounts and notes receivable** is higher at end-2025, compared to end-2024, due mainly to additional trade receivables, net of collections, in 2025.
- **Input VAT (current and noncurrent)** increased year-on-year following the ramp up of activities that resulted to higher purchases of assets and services, tempered by the application of output VAT for the period.
- The current portion of **Creditable withholding taxes** decreased as amounts were applied against the income tax payable of the Group's taxable operating entities for the year ended December 31, 2025.
- The current portion of the **Financial assets at FVTPL** decreased year-on-year following the maturities of UITF investments, made by the Group through the Philippine local banks, in 2025. The funds generated by the Group from financing activities, while not yet deployed, were invested in UITF investments.
- **Fuel and spare parts – at cost** decreased largely as a result of the Group's divestment of the entities owning diesel plants.

- **Other current assets** is higher year-on-year primarily due to additional prepayments for operating expenses made by the Group.
- The increase in **Investments in associates and joint ventures** in 2025 is due mainly to additional investments made, as follows (amounts in Thousands):

Investee Company	Place of incorporation and operations	Project	Project Location	Technology	Gross Capacity	For the years ended	
						2025	2024
Unlimited Renewables Holdings, B.V.	Netherlands	Tejorupa	India	Solar	102	₱1,697,292	₱151,018
Greencore Power Solutions 3, Inc.	Philippines	Arayat	Philippines	Solar	80	859,900	–
Yanara Philippines Corp.	Philippines		Philippines		–	452,919	307,903
PT UPC Sidrap Bayu Energi Tahap Dua	Indonesia	Sidrap 2	Indonesia	Wind	70	385,408	75,752
UPC Power Solutions LLC	USA	Stockyard & Chestnut Flats	USA	Wind	129 38	318,921	2,575,040
PT UPC Sukabumi Bayu Energi	Indonesia	Sukabumi	Indonesia	Wind	150	248,134	88,460
Monsoon Wind B.V.	Netherlands	Monsoon	Laos	Wind	600	82,271	82,963
PT UPC Lombok Timur Bayu Energi	Indonesia	Lombok	Indonesia	Wind	100	55,601	177,062
BIM Energy Holding Corporation	Vietnam		Vietnam	Wind	–	–	5,534,296
Yanara India B.V.	Netherlands	BN Maharashtra	India	Hybrid Solar-Wind	80	–	3,559,287
Real Wind Energy Inc.*	Philippines	Real Wind	Philippines	Wind	500	–	568,719
Philippine Wind Holdings Corporation	Philippines	Capa Wind 2	Philippines	Wind	70	–	504,460
North Luzon Renewable Energy Corp.	Philippines	Capa Wind 2	Philippines	Wind	70	–	495,400
Others						90,129	61,114
Total						₱4,190,575	₱14,181,474

*Real Wind Energy Inc. was acquired as a subsidiary in 2024

- **Investments in redeemable preferred shares and convertible loans** pertain to the investments made for international projects (excluding Australia) in the form of redeemable preferred shares and convertible loans.
- The noncurrent portion of the **Financial assets at FVTPL** consists of the Compulsorily Convertible Debentures (“CCDs”) of Masaya Solar Energy Private Limited (“Masaya Solar”). Masaya Solar constructed the 420MW solar farm in the Central Indian state of Madhya Pradesh. The year-on-year decrease is due mainly to the changes in fair value of the CCDs, calculated using the discounted cash flow method at a discount rate of 10.9%.
- The noncurrent portion of the **Financial assets at FVOCI** are largely investments in UPC-ACE Solar, Yanara, PT Puri Prakarsa Batam and IBV ACEN Renewables Asia Pte. Ltd. It also include the common shares obtained from the sale and leaseback transaction with AREIT (“AREIT shares”), the reclassified redeemable preferred shares from the investments in India (previously classified as investments in redeemable preferred shares and convertible loans), golf club shares held and investments in listed equity instruments. The AREIT shares are listed equity instruments where the fair value is based on the closing price as at the reporting date. The investments in UPC-ACE Solar’s redeemable preferred shares classes A and B are valued using a discount rate of 12.65%. For the year ended December 31, 2025, the unrealized fair value loss on the financial assets at FVOCI recognized in the Group’s audited consolidated statements of comprehensive income amounted to ₱2,560.21 million.

- The year-on-year increase in **Plant, property and equipment** is mainly attributed to capital expenditures for the following projects:

Project	Capacity (MW)	Location	% Completion	
			2025	2024
San Manuel Solar	60	Pangasinan, Philippines	100%	99.5%
Palauig 2 Solar	300	Zambales, Philippines	97%*	84%*
		Real and Mauban,		
Quezon North Wind (Phase 1)	553	Quezon, Philippines	17%	–
San Marcelino Solar (Phase 3)	200	Zambales, Philippines	13%	5%
		Central Western Tablelands,		
Stubbo Solar	520	New South Wales, Australia	100%	91%
		Uralla, New South		
New England BESS	200	Wales, Australia	74%	8%

*Excluding transmission line with 67.45% and 55% completion as of December 31, 2025 and 2024, respectively

- The year-on-year movement in **Right-of-use assets** reflects the Group's utilization of its leased assets.
- Goodwill and other intangible assets'** increase represents the Group's recognition of additional intangible assets in 2025, net of the amortization of leasehold and water rights for the period.
- The increase in noncurrent portion of **Accounts and notes receivables** is primarily due to loan drawdowns from Lac Hoa and Hoa Dong.
- The **Deferred income tax assets-net** is composed of future tax benefits mainly from temporary deductible differences (accrued expenses and lease liabilities), unused NOLCO, and excess minimum corporate income taxes ("MCIT"). The year-on-year decrease is due mainly to the utilization and expiration of NOLCO and MCIT during the period, and the reduction in lease liabilities resulting from passage of the lease term (lease payments).
- Other noncurrent assets** increased year-on-year largely due to advances made for land acquisitions (for future renewable projects in the Philippines) and higher derivatives.

Liabilities and Equity (amounts in Thousands):

	2025	2024	Increase (Decrease)	
			Amount	%
Current Liabilities				
Accounts payable and other current liabilities	₱12,758,197	₱14,408,806	(₱1,650,609)	(11)
Short-term loans	11,299,890	5,600,000	5,699,890	102
Current portion of:				
Long-term loans	1,546,140	7,456,367	(5,910,227)	(79)
Lease liabilities	1,631,540	1,889,401	(257,861)	(14)
Income and withholding taxes payable	494,043	302,541	191,502	63
Due to stockholders	13,156	13,138	18	–
Total Current Liabilities	27,742,966	29,670,253	(1,927,287)	(6)
Noncurrent Liabilities				
Notes payable	33,467,881	33,056,481	411,400	1
Noncurrent portion of:				
Long-term loans	116,398,256	87,399,527	28,998,729	33
Lease liabilities	12,591,279	12,609,041	(17,762)	–
Pension and other employee benefits	306,925	329,025	(22,100)	(7)
Deferred income tax liabilities - net	551,192	1,454,664	(903,472)	(62)
Other noncurrent liabilities	9,882,884	7,580,040	2,302,844	30
Total Noncurrent Liabilities	173,198,417	142,428,778	30,769,639	22
Total Liabilities	200,941,383	172,099,031	28,842,352	17

	2025	2024	Increase (Decrease)	
			Amount	%
Equity				
Common shares	₱39,965,935	₱39,691,895	₱274,040	1
Redeemable preferred shares	25,000	25,000	–	–
Additional paid-in capital	132,570,571	132,295,689	274,882	–
Other equity reserves	(58,996,243)	(59,450,345)	454,102	1
Unrealized fair value loss on equity instruments at FVOCI	(2,560,205)	(3,074,292)	514,087	17
Unrealized fair value loss on derivative instruments designated as hedges – net of tax	(325,366)	(592,720)	267,354	45
Remeasurement loss on defined benefit plans – net of tax	(45,104)	(64,414)	19,310	30
Accumulated share in other comprehensive loss of associates and joint ventures	(274,710)	(167,097)	(107,613)	(64)
Cumulative translation adjustments	11,612,280	8,590,223	3,022,057	35
Retained earnings	30,184,113	30,320,264	(136,151)	–
Treasury shares	(28,657)	(28,657)	–	–
Total equity attributable to equity holders of the Parent Company	152,127,614	147,545,546	4,582,068	3
Non-controlling interests	8,719,863	9,897,654	(1,177,791)	(12)
Total Equity	160,847,477	157,443,200	3,404,277	2
Total Liabilities and Equity	₱361,788,860	₱329,542,231	₱32,246,629	10

- **Accounts payable and other current liabilities** decreased year-on-year primarily due to the Group's settlement of payables to suppliers and service providers.
- **Short-term loans** pertain to the outstanding balance of loans from banks. These were availed to bridge working capital requirements.
- **Long-term loans (current and noncurrent)** increased due largely to the Group's additional drawdowns in 2025 from the various loan facilities – (i) by ACRI amounting to ₱15,255.59 million (US\$263.74 million) to fund projects and for working capital requirements; (ii) by ACEN Australia of ₱18,150.75 million (US\$319.55 million) to refinance NESF and to fund CAPEX requirements of other existing projects; and (iii) by ACEN International amounting to ₱5,871.80 million to fund the development of new projects. In 2025, the Group made payments in the total amount of ₱22,684.48 million.
- **Lease liabilities (current and noncurrent)** decreased as at end-2025 (from end-2024) mainly due to lease payments made in 2025.
- The year-on-year increase in **Income and withholding taxes payable** is largely from withholding taxes payable on various purchases in the Philippines for the period.
- The **Notes payable** pertains to the ₱10,000.00 million 5-year Green Bonds by ACEN and the US\$400.0 million U.S. dollar-denominated senior guaranteed undated fixed-for-life (non-deferrable) Green Bonds issued and listed in SGX-ST.
- Majority of the balance of the **Deferred income tax liabilities-net** pertains to the future tax liabilities of the recognized unrealized foreign exchange gains and right-of-use assets of the Group as at December 31, 2025.
- The balance of the Group's **Other noncurrent liabilities** as of December 31, 2025 includes contract liabilities and asset retirement obligations of renewable power plant projects in operation.
- The movement in **Unrealized fair value loss on equity instruments at FVOCI** is mainly attributable to the revaluation gain on AREIT common shares.
- **Unrealized fair value loss on derivative instruments designated as hedges-net of tax** decreased due largely to the movement of the derivative related to Long Term Energy Service Agreements in Australia.

- Movements of the **Remeasurement loss on defined benefit plans-net of tax** is due mainly from current service costs.
- The significant increase in **Accumulated share in other comprehensive loss of associates and joint ventures** is primarily attributable to the Group's share in cumulative transaction adjustments of associates and joint ventures recognized for the period.

The slight year-on-year decrease in **Retained earnings** resulted from dividend declarations (for shareholders owning common shares amounting to ₱1,983.87 million and for redeemable preferred shareholders amounting to ₱1,927.68 million, both attributable to the Parent Company), tempered by the Group's net income for the year.

- **Non-controlling interests** decreased in 2025 primarily due to the redemption of shares, and subsequent acquisition, by the Parent Company of its remaining equity interest in Negros Island Solar Power, Inc. ("Islasol") from Asian Energy Impact Trust Plc ("AEIT"). The transaction, which involved the purchase of 7,371 redeemable preferred shares, resulted in the Parent Company obtaining full ownership of Islasol, thereby eliminating the related non-controlling interest. The difference between the net assets purchased and the purchase price of Islasol resulted to movements in the Group's **Other equity reserves**.

Key Performance Indicators

The Group's key performance indicators are:

Key Performance Indicator	Formula	Dec 25	Dec 24	Increase (Decrease)	
				Amount	%
Liquidity Ratios					
Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$	1.78	1.99	(0.21)	(11%)
Acid test ratio	$\frac{\text{Cash + Short-term investments} + \text{Accounts receivables} + \text{Other liquid assets}}{\text{Current liabilities}}$	1.61	1.81	(0.20)	(11%)
Solvency Ratios					
Debt-to-equity ratio	$\frac{\text{Total liabilities}}{\text{Total equity}}$	1.25	1.09	0.16	15%
Asset-to-equity ratio	$\frac{\text{Total assets}}{\text{Total equity}}$	2.25	2.09	0.16	8%
Interest coverage ratio	$\frac{\text{Statutory earnings before interest and tax (EBIT)}^{(1)}}{\text{Interest expense}^{(2)}}$	1.53	2.27	(0.74)	(33%)
Net bank debt to equity ratio	$\frac{\text{Short \& long-term loans} - \text{Cash \& cash equivalents}}{\text{Total equity}}$	0.90	0.69	0.21	30%

Key Performance Indicator	Formula	Dec 25	Dec 24	Increase (Decrease)	
				Amount	%
Profitability Ratios					
Return on equity	$\frac{\text{Net income after tax attributable to equity holders of the Parent Company}}{\text{Average total stockholders' equity attributable to equity holders of the Parent Company}}$	2.52	6.82	(4.30)	(63%)
Return on common equity	$\frac{\text{Net income after tax attributable to equity holders of the Parent Company (Common)}}{\text{Average common equity attributable to equity holders of the Parent Company (Common)}}$	1.48	6.16	(4.68)	(76%)
Return on assets	$\frac{\text{Net income after taxes}}{\text{Average total assets}}$	1.24	3.29	(2.05)	(62%)
Asset turnover	$\frac{\text{Revenues}}{\text{Average total assets}}$	9.26	12.14	(2.88)	(24%)

(1) Statutory EBIT is Statutory EBITDA less depreciation and amortization expense

(2) Cash interest expense is gross of capitalized borrowing cost of ₱2,400.87 million and ₱2,634.81 million for the years ended December 31, 2025 and 2024, respectively.

Current ratio and Acid test ratio

Current and acid test ratios decreased due to lower current assets as at December 31, 2025, tempered by the decrease in current liabilities for the same period.

Debt-to-equity ratio and Asset-to-equity ratio

Debt-to-equity ratio increased largely due to the additional loan availments for the period, which were cushioned by the net income recognized for the year ended December 31, 2025. Asset to equity ratio went up as the increase in total assets slightly outpaced the increase in equity.

Interest coverage ratio

The higher interest expense, following the additional loan availment in 2025 to fund the ramp up of renewable projects, yielded a lower interest coverage ratio as at end of 2025. The increase in EBIT from the contribution of new capacities tempered the higher overhead costs due to overall business growth.

Net bank debt to equity ratio

Net bank debt to equity ratio increased from end of 2024 largely due to loan availment in 2025.

Asset turnover

The continued ramp up of capacity with sizeable renewable projects under construction results in an increase in average total assets compared to renewable projects that are selling power (i.e., movement in average total assets is faster than movement in revenue from new capacity in 2024). This resulted in lower asset turnover year-on-year.

Material events and uncertainties

- There were no events that triggered direct or contingent financial obligations that were material to the Group. Except as disclosed in the Group's audited consolidated financial statements, there were no contingent assets nor contingent liabilities since the last annual financial reporting date.
- There were no material off-balance sheet transactions, arrangements, obligations and other relationships of the Parent Company with unconsolidated entities or other persons created during the financial reporting period.
- There were no material events that had occurred subsequent to the Group's financial reporting date except for the events after the reporting period disclosed in Note 31 of the Group's audited consolidated financial statements.
- The Group has material commitments for capital expenditures or to invest in projects mainly in the following:
 - 288MWdc solar project in Buguey and Lal-lo, Cagayan and the proposed 300MWdc expansion of Gigasol Palauig solar project in Zambales;
 - 120MWdc solar power project in Alaminos, Laguna through Solarace1;
 - 150MW diesel plant in Pililla, Rizal through Ingrid, a joint venture of ACEN, ACEN Global Development Group, Inc. (Formerly: ACE Endeavor, Inc.) and APHPC;
 - 60MWdc solar power project in Palauig, Zambales through Gigasol3;
 - 50MWac (72MWdc) solar power project in Arayat and Mexico, Pampanga through Greencore 3, a joint venture of ACEN, ACEN Global Development Group, Inc. (Formerly: ACE Endeavor, Inc.) and Citicore;
 - 500MWdc solar power project in San Marcelino, Zambales through Santa Cruz Solar;
 - 2x20 MW Alaminos Battery Energy Storage System (BESS) Project through Giga Ace 4, Inc. (Giga Ace 4);
 - 160MW wind farm in Balaoi, Pagudpud, Ilocos Norte through BWPC, in partnership with UPC Renewables;
 - Investment into 4MW renewable energy laboratory in Bataan through Bataan BESS;
 - 521MWdc New England Solar Farm (NESF) and adjacent 50MW battery energy storage system located near Uralla in New South Wales through UPC-ACE Australia, a joint venture of ACEN and UPC Renewables Australia;
 - Various Vietnam wind farms:
 - 252MW wind farm in Quang Binh through AMI Renewables Energy Joint Stock Company
 - 88MW wind farm in Ninh Thuan through BIM Energy Joint Stock Co. ("BIME JSC")
 - 40MW second phase of the Mui Ne Wind Farm in Binh Thuan through the partnership with the Blue Circle.
 - 60MW Lac Hoa & Hoa Dong wind farm in Soc Trang through a joint venture with UPC
 - Funding of up to US\$100 million for new technology investments in the Philippines
- Any known trends, events, or uncertainties that have had or that were reasonably expected to have material favorable or unfavorable impact on net revenues/income from continuing operations
 - The results of operations of the Group depend, to a significant extent, on the performance of the Philippine economy
 - The current highly competitive environment and operation of priority-dispatch variable renewable energy resulted in lower demand for electricity and have driven market prices of electricity downward
 - Movements in the WESM prices could have a significant favorable or unfavorable impact on the Group's financial results
- Any known trends or any known demands, commitments, events, or uncertainties that will result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way
 - The Group is developing a line-up of renewable energy projects as part of its growth aspiration. The related capital expenditures shall be funded by a combination of equity and debt.

- There were no other significant elements of income or loss that did not arise from continuing operations that had a material effect on the financial condition or results of operations of the Group as at the reporting date.
- There were no operations subject to seasonality and cyclicity except for the operation of wind farms. The wind regime is high during the northeast monsoon (“amihan”) season in the first and fourth quarters of the year when wind turbines generate more power to be supplied to the grid. The generation drops in the second and third quarters of the year due to low wind regime brought about by the southwest monsoon (“habagat”).

2024

Corporate Highlights:

- On January 3, 2024, transaction closing was achieved by ACEN Investments HK Limited, a subsidiary of ACRI, and Barito Renewables for the acquisition of three late-stage wind development assets with a combined potential capacity of 320 MW. The assets are located in South Sulawesi, Sukabumi and Lombok provinces. The transaction was originally disclosed on December 15, 2023.
- On January 23, 2024, ACEN, together with its joint venture partners PivotGen and UPC Solar & Wind Investments, completed a purchase agreement with EDF Renewables North America for the lessee interests in the 38 MW Chestnut Flats operating wind project near Altoona, Pennsylvania. The purchase was made via the joint venture entity UPC Power Solutions. EDF Renewables will continue to provide asset management, operations, and maintenance services. This represents ACEN’s second project in North America, following the Stockyard Wind portfolio in 2023.
- In February 2024, ACEN Australia Pty Ltd. (ACEN Australia), a subsidiary of ACEN, announced that it secured a total of AUD 150 million in green term loans from Australia and New Zealand Banking Group (ANZ) and Westpac Banking Corporation, with each bank providing AUD 75 million. The green term loans represent ACEN’s commitment to the Australian market, where 1 GW is already in operation and under construction, with an additional development pipeline of more than 8 GW in renewables.
- In March 2024, ACEN Australia signed a cooperation agreement with Marubeni Corporation for the joint development of a 200 MW/400 MWh (2-hour) Battery Energy Storage System (BESS) in New South Wales, Australia. The signing ceremony for the Agreement took place at the Philippine Business Forum held in Melbourne.
- In March 2024, ACEN announced its second partnership with BrightNight to advance the development, construction, and operation of the latter's renewable power portfolio in the Philippines. The partnership plans to develop and construct 1 GW of renewable energy projects in the Philippines with an estimated capital deployment of USD1.2 billion over the next five years. This is BrightNight and ACEN’s second partnership and builds on the success of the one established in India in March 2023, which has already produced the 100 MW Maharashtra Hybrid Solar-Wind project.
- ACEN in March 2024 secured a “B” rating for its climate change disclosure through CDP, a global non-profit that runs the world’s leading environmental disclosure platform. This rating puts ACEN two levels higher than last year’s, underscoring ACEN’s dedication to decarbonization and adherence to the highest environmental standards. Since beginning its disclosures with CDP in 2022, ACEN has actively participated in the Climate Change questionnaire, contributing to the world’s most comprehensive inventory of self-reported environmental data. The company’s ongoing efforts align with the increasing demand for environmental transparency from financial institutions, customers, and policymakers.
- On April 3, 2024, ACEN’s wholly owned subsidiary, ACEN Renewables International Pte. Ltd. (ACRI), together with its joint venture partner, UPC Renewables Asia Pacific Holdings Pte. Ltd., completed the sale of all their shares in PT UPC Sidrap Bayu Energi, held through UPC Sidrap HK Limited and UPC Renewables Asia III Limited, to PT Barito Wind Energy. PT UPC Sidrap Bayu Energi is the legal entity that owns the 75 MW Sidrap Wind farm in South Sulawesi, Indonesia. The transaction was first disclosed on December 7, 2023. ACEN’s parent company AC Energy and Infrastructure Corporation, through ACRI, originally invested in the Sidrap Wind farm, Indonesia’s first, in 2017.

- On April 15, 2024, ACRI signed a US\$150 million green term loan facility with Sumitomo Mitsui Banking Corporation, Singapore Branch (SMBC), for financing investments in renewable energy projects across the region. The green term loan has a tenure of five years and SMBC acts as both lender and green loan coordinator.
- On April 17, 2024, ACEN and the Rockefeller Foundation announced that the first Coal to Clean Credit Initiative (CCCI) pilot project under consideration in the Philippines could avoid up to 19 million tons of carbon dioxide (CO₂) emissions. An assessment by the Rocky Mountain Institute (RMI), a technical partner of the Rockefeller Foundation, explored the climate impact of leveraging carbon finance to close the South Luzon Thermal Energy Corporation (SLTEC) coal plant in 2030 – ten years ahead of its scheduled retirement – and replacing it with clean power and battery storage, while supporting the livelihoods of workers affected by the plant’s early transition. ACEN executed the world’s first market-based Energy Transition Mechanism (ETM) on SLTEC in 2022. Announced during Financing Asia’s Transition Conference, RMI’s analysis applied CCCI’s draft methodology, currently under review by Verra, to assess SLTEC’s eligibility for carbon financing. It found that the project meets the eligibility criteria of the draft methodology and that decommissioning by 2030 would not be possible without carbon finance. It found that a carbon credit-backed retirement as early as 2030 could yield positive financial, social, and climate outcomes when compared to a 2040 retirement.
- On July 17, 2024, wholly owned ACEN subsidiaries participated in Meralco’s Competitive Selection Process (CSP) for 500 MW of renewable energy supply, winning two 10-year contracts inclusive of renewable energy certificates (RECs). Gigasol 3, Inc. (Gigasol 3) secured 10 MW starting February 2025 with a further 129 MW starting in February 2026, all at tariffs of P8.1819/kWh. Santa Cruz Solar Energy, Inc. (SCSEI) won a further 21 MW starting February 2026 at P8.1998/kWh. On December 3, 2024, the Energy Regulatory Commission granted provisional authority to Gigasol 3 to implement their power supply agreement at the applicable fixed rate of P5.1908/kWh without escalation or adjustment. However, no formal notice of the fixed rate of P5.1908/kWh was given to Gigasol 3.
- On August 16, 2024, ACEN, GenZero and Keppel Ltd. (Keppel) signed a Memorandum of Understanding (MOU) to jointly explore the origination and utilization of Transition Credits (TCs) to accelerate the retirement of the South Luzon Thermal Energy Corporation (SLTEC) coal-fired power plant (CFPP) in Batangas, the Philippines, and replace it with a clean energy dispatch facility. When completed, this project is expected to be one of the first converted CFPPs in the world to generate TCs. This pioneering initiative reflects the shared commitment of the partners to accelerate the orderly and just transition to clean energy in Southeast Asia. Under the MOU, the parties will jointly undertake a development study to explore utilizing TCs to facilitate the project’s implementation and achievement of the early retirement goal. The origination and sale of TCs will help accelerate the decommissioning of the 246 MW SLTEC CFPP located in Calaca, Batangas by 10 years (i.e. 2030) and support just transition initiatives.
- On August 22, 2024, ACEN and PT Barito Renewables Energy Tbk ("Barito Renewables") announced a partnership designed to accelerate the development of wind renewable energy projects across Indonesia. This strategic partnership will be executed through ACEN's subsidiary, ACEN Indonesia Investment Holdings Pte. Ltd., and Barito Renewables' subsidiary, PT Barito Wind Energy. It builds on the 2024 acquisition of three strategically located late-stage wind development assets in South Sulawesi, Sukabumi, and Lombok, which collectively offer a potential capacity of 320 MW of wind energy, supplemented by cutting-edge battery energy storage solutions.
- On September 30, 2024, ACEN was honored with 4 Golden Arrows by the Institute of Corporate Directors at the 2024 ASEAN Corporate Governance Scorecard (ACGS) Golden Arrow Awards. ACEN secured this highest award for the second consecutive year. The company was among 111 publicly listed companies that were recognized, and was one of 13 with four Golden Arrows.
- On October 7, 2024, the Company’s Board approved investment into, and commencement of construction of, the first two phases of the Quezon North Wind power project, previously called the Isla Wind Power Project, through a wholly-owned subsidiary, Giga Ace 6, Inc. (Giga Ace 6). Quezon North Wind is expected to become the country’s largest wind farm, with a combined capacity of the first two phases reaching up to 553 MW. The first phase, totaling 345 MW, is a GEAP-committed project.

- On December 16, 2024, ACEN was named a winner at the Philippine Department of Energy (DOE)'s Sustainability Energy Awards, via its 81 MW North Luzon Renewables (NLR) wind farm in Pagudpud, Ilocos Norte. The DOE's awards program aims to honor exceptional efforts in promoting renewable energy innovation, best practices, and impactful achievements. ACEN's project was recognized under the category of Renewable Energy Projects in On-Grid Areas for its outstanding role in fostering a secure, reliable, clean, and resilient energy sector. NLR generates approximately 205,000 MWh of clean energy annually, powering around 50,000 homes and avoiding 144,000 metric tons of carbon emissions each year. Beyond compliance, North Luzon Renewables wind project has demonstrated how renewable energy can create positive environmental and social impact for host communities.
- Throughout the fourth quarter of 2024, ACEN Renewable Energy Solutions (ACEN RES), the Philippine commercial and industrial (C&I)/retail arm of ACEN, signed several significant Philippine customers, transitioning them to 100% renewable energy usage. These include Cebu Pacific, the Philippines' leading airline, and Globe Telecom, the leading telecommunications company in the country, which shifted 20 of its facilities to ACEN RES. AC Health, Ayala's healthcare solutions arm, through its Healthway Medical Network, also transitioned six of its Qualimed Hospitals to renewable energy via ACEN RES.

Operating Highlights:

- ACEN as of December 31, 2024, has 6,828MW (megawatts) of attributable renewable capacity from projects that are operational, under construction, and committed in the Philippines and internationally. This puts the Group in a strong position to reach its 20GW (gigawatts) renewable target by 2030.
- The operating status split of the 6,828MW net attributable renewable capacity is:
 - o 48% or 3,299MW operating
 - o 32% or 2,181MW under construction; and
 - o 20% or 1,348MW committed

Committed capacity refers to a project that has already been approved by the Board of Directors but has not received notice to proceed with construction.

- The geographical split of the 6,828MW net attributable renewable capacity is:
 - o 35% or 2,397MW - Philippines
 - o 16% or 1,092MW - Australia
 - o 18% or 1,212MW - Vietnam – Lao PDR
 - o 24% or 1,659W - India
 - o 1.5% or 105MW - Indonesia
 - o 2% or 142MW - United States of America
 - o 3% or 220MW – Others, primarily rooftop solar from the NEFIN partnership across several countries in Southeast Asia
- The technology split of the 6,828MW net attributable renewable capacity is:
 - o 66% or 4,475MW - Solar (with 916MW committed capacity)
 - o 29% or 2,001MW - Wind (with 384MW committed capacity)
 - o 2% or 138MW - Battery (with 48MW committed capacity)
 - o 2% or 113MW – Geothermal

- The table below presents the selected data on the Group's renewable portfolio in operation and under construction as of December 31, 2024, totaling 5,548MW.

Plant	Class	Technology	Geography	Status	Net Dependable Capacity (MW)	Approx. Economic Interest	Attributable Capacity (MW)
North Luzon Renewables	Renewable	Wind	Philippines	Operating	81	81%	66
Guimaras Wind	Renewable	Wind	Philippines	Operating	54	100%	54
Northwind Power	Renewable	Wind	Philippines	Operating	52	100%	52
Islasol	Renewable	Solar	Philippines	Operating	80	60%	48
Sacasol	Renewable	Solar	Philippines	Operating	45	100%	45
Montesol	Renewable	Solar	Philippines	Operating	18	100%	18
Alaminos Solar	Renewable	Solar	Philippines	Operating	120	100%	120
Palauig 1 Solar	Renewable	Solar	Philippines	Operating	63	100%	63
Arayat-Mexico Solar ¹	Renewable	Solar	Philippines	Operating	116	50%	58
ACEN RE Tech Hub	Renewable	Solar	Philippines	Operating	4	100%	4
Maibarara Geothermal	Renewable	Geothermal	Philippines	Operating	32	25%	8
Alaminos Battery Storage	Renewable	Battery	Philippines	Operating	40	100%	40
Sitara Solar	Renewable	Solar	India	Operating	140	80%	112
Paryapt Solar	Renewable	Solar	India	Operating	70	80%	56
Salak & Darajat Geothermal ²	Renewable	Geothermal	Indonesia	Operating	663	15%	99
Ninh Thuan Solar	Renewable	Solar	Vietnam	Operating	405	74.5%	302
Khanh Hoa & Dak Lak	Renewable	Solar	Vietnam	Operating	80	80%	64
SUPER (Solar NT) First Phase Closing ³	Renewable	Solar	Vietnam	Operating	287	49%	141
Mui Ne Wind	Renewable	Wind	Vietnam	Operating	84	50%	42
Quang Binh Wind	Renewable	Wind	Vietnam	Operating	252	80%	202
Ninh Thuan Wind (BIM Wind)	Renewable	Wind	Vietnam	Operating	88	82.15%	72
Lac Hoa & Hoa Dong Wind	Renewable	Wind	Vietnam	Operating	60	80%	48
Masaya Solar	Renewable	Solar	India	Operating	420	80%	336
NEFIN	Renewable	Rooftop Solar	Various ⁴	Operating	105	71%	74
Pagudpud Wind (Bayog/Balaoi)	Renewable	Wind	Philippines	Operating	160	100%	160
Capa Wind (Amihan)	Renewable	Wind	Philippines	Operating	70	81%	57
Palauig 2 Solar	Renewable	Solar	Philippines	Under Construction	300	100%	300
SanMar Solar 1 & 2	Renewable	Solar	Philippines	Operating	385	100%	385
SanMar Solar 3	Renewable	Solar	Philippines	Under Construction	200	100%	200
Cagayan North Solar (CleanTech/NAREDCO)	Renewable	Solar	Philippines	Under Construction	133	80%	106
Pangasinan Solar (Sinocalan)	Renewable	Solar	Philippines	Operating	60	100%	60
New England Solar Farm (NESF) Phase 1	Renewable	Solar	Australia	Under Construction	522	100%	522
Stubbo Solar	Renewable	Solar	Australia	Under Construction	520	100%	520
Monsoon Wind	Renewable	Wind	Lao PDR	Under Construction	600	24%	146
Stockyard Wind	Renewable	Wind	United States	Under Construction	136	80%	109
Chestnut Flats Wind	Renewable	Wind	United States	Under Construction	38	80%	32
Maharashtra C&I Hybrid – Solar	Renewable	Solar	India	Under Construction	124	80%	99
Maharashtra C&I Hybrid – Wind	Renewable	Wind	India	Under Construction	29	80%	24
New England Bess (2hr) – Section 1	Renewable	Battery	Australia	Under Construction	50	100%	50
Quezon North 1 WPP	Renewable	Wind	Philippines	Under Construction	345	100%	345
Quezon North 2 WPP	Renewable	Wind	Philippines	Under Construction	208	100%	208

Plant	Class	Technology	Geography	Status	Net Dependable Capacity (MW)	Approx. Economic Interest	Attributable Capacity (MW)
Salak Unit 7 Expansion	Renewable	Geothermal	Indonesia	Under Construction	40	15%	6
NEFIN	Renewable	Rooftop Solar	Various ⁴	Under Construction	34	80%	27
					Subtotal		5,480
					Committed Capacity		1,348
					Grand Total		6,828
Notes:							
1. Includes 44-MW expansion under construction.							
2. Includes Salak Binary Plant under construction							
3. Phases 2, 3, and 4 of the Solar NT acquisition are subject to completion of conditions precedent.							
4. Comprises of Mainland China, Hong Kong, Malaysia, Thailand, Taiwan, and Singapore.							

For the years ended December 31, 2024 and 2023, the Group owns 68MW attributable capacity from diesel power plants in Bulacan and La Union, Philippines.

- Attributable generation output reached 5,772GWh (gigawatt hours) which is +24% higher year-over-year driven by production from newly operational plants.
 - The Philippines' attributable generation output reached 1,826GWh which is +59% higher year-over-year from the commissioning of San Marcelino Solar Phases 1 and 2 (345MW), Pagudpud Wind (160MW), Cagayan North Solar (106 MW attributable capacity at 80% ownership) and Arayat Mexico Solar (22MW attributable capacity at 50% ownership)
 - International attributable generation output is +12% higher year-over-year from the ramping-up of New England Solar Farm 1 (522MW) in Australia and Masaya Solar (336MW attributable capacity at 80% ownership) in India, in addition to new capacity from Solar NT (141MW attributable capacity at 49% ownership) in Vietnam.
- Attributable generation output reached 1,485GWh for the fourth quarter (three-month period ended December 31, 2024). This is +18% higher than the third quarter (three-month period ended September 30, 2024) with generation output of 1,256GWh and +11% higher than fourth quarter of the prior year (three-month period ended December 31, 2023) with generation output of 1,341GWh.
 - The Philippines' attributable generation output reached 445GWh, which is +32% higher than the third quarter mainly due to higher wind regime and seasonality. This is higher by +18% than the fourth quarter of the prior year due to the contributions of San Marcelino Solar Phases 1 and 2, which began testing and commissioning in December 2023, and Pagudpud Wind, which began testing and commissioning in March 2023. Overall growth in the fourth quarter of 2024 was tempered by wind turbines in Northern Luzon (i.e., Pagudpud Wind) being offline due to damage caused by a typhoon.
 - International attributable generation output reached 1,040GWh, which is +17% higher than third quarter mainly due to seasonality in Australia and higher wind regime in Vietnam. This is +7% higher than the fourth quarter of the prior year due to the contribution of New England Solar Farm 1 which reached full operating capacity in 2024 compared with the prior year when it was ramping up its capacity (commercial operations was reached on April 2024).
- Philippine spot market position:
 - The Philippine business contracts its capacity through the Feed-in-Tariff (FIT) program, Retail Electricity Supply (RES) with commercial and industrial customers and Power Purchase Agreement (PPA) with a limited number of industrial customers. Any supply that is not sold to the contracted customers are sold to the Wholesale Electricity Spot Market (WESM) and are referred to as uncontracted sales. The spot market position reflects the difference between the contracted and uncontracted volumes.

- The Philippines achieved a 1,132GWh net seller position for the year ended December 31, 2024, with a total demand of 3,856GWh and total supply (both from third party and ACEN's generated supply) of 4,988GWh. In the prior year (December 31, 2023), the Philippines achieved a 617GWh net seller position, with a total demand of 3,814GWh and total supply of 4,431GWh. Increased generation in 2024 and the termination of the baseload and mid-merit contract with Meralco in November 2024 resulted in a higher net seller position year-over-year.
- The Philippines achieved a 469GWh net seller position for the fourth quarter with total demand of 788GWh and total supply of 1,258GWh.
 - For the third quarter, the Philippines reached a 52GWh net seller position with a total demand of 1,024GWh and total supply of 1,078GWh. Scheduled preventive maintenance in the third quarter of 2024 of a third-party supplier (none in the fourth quarter 2024) resulted in a higher net seller position quarter-over-quarter. In addition, the termination of the contract with Meralco increased the output sold to the spot market.
 - For the fourth quarter of 2023, the Philippines reached a 205GWh net seller position with total customer demand of 983GWh and total supply of 1,189GWh. Similar with the year-over-year movement, the increase in the net seller position is due to increased generation and the termination of the Meralco contract.
- Overall, contracted capacity for the year ended December 31, 2024 is at 80% compared to the prior year which was at 91%. New capacity in the Philippines and Australia in 2024 resulted in increased capacity that is sold to the spot market (i.e., increased merchant capacity). New capacity in other markets is contracted. The movement of contracted capacity also reflects the result of the termination of the baseload and mid-merit Meralco contracts in November 2024.
- Construction updates as of December 31, 2024 are:

- Philippines

Project Name	Capacity	Location	Completion	Estimated Annual Output (in GWh)	Target Completion
Pagudpud Wind	160MW	Pagudpud, Ilocos Norte	100%	532	Mechanically Complete
Capa Wind	70MW	Pagudpud, Ilocos Norte	100%	220	Mechanically Complete
Pangasinan Solar	60MW	Sinocalan, San Manuel, Pangasinan	95%	84	Undergoing Testing and Commissioning
Palauig 2 Solar	300MW	Zambales	51%	453	Q1 2026
San Marcelino Solar Phase 3	200MW	San Marcelino, Zambales	5%	298	Q4 2026

- International

Project Name	Capacity	Location	Completion	Estimated Annual Output (in GWh)	Target Completion
Stubbo Solar	520MW	Australia	91%	1,075	H2 2025
New England Solar BESS	50MW	Australia	8%	--	H2 2026
Monsoon Wind	600MW	Sekong & Lao PDR	87%	~1,472	H2 2025
Maharashtra C&I Hybrid Solar-Wind	153MW	Maharashtra, India	30%	262	Q2 2025 (Phase 1) Q1 2026 (Phase 2)
Stockyard Wind	129MW	Texas, USA	73%	310	Q1 2025

Financial Highlights:

The Group posted consolidated net income attributable to equity holders of the Parent Company amounting to ₱ 9,360.01 million for the year ended December 31, 2024 compared to the ₱7,396.14 million net income in the year

ended December 31, 2023. Consolidated net income attributable to common shareholders of the Parent Company amounted to ₱7,432.33 million and ₱6,753.58 million for the years ended December 31, 2024 and 2023, respectively.

The significant uplift of +27% year-over-year in net income attributable to equity holders of the Parent Company is due to:

- Attributable generation output year-over-year growth of +24% with full or near-full operationalization of San Marcelino Solar Phases 1 and 2, Pagudpud Wind, Cagayan North Solar, Arayat-Mexico Solar, New England Solar Farm 1 and SUPER (Solar NT) (First Phase Closing). All are subsidiaries except for Arayat-Mexico Solar and SUPER (Solar NT) which are investments in joint ventures by the Group.
- The Philippine business continues to strengthen its net seller merchant position at 917GWh following the contribution of new merchant renewable capacity and termination of the baseload and mid-merit Meralco contract. The increase in merchant volume was tempered by the lower Wholesale Electricity Spot Market (WESM) price environment compared to the prior year. The Philippine business was further improved by revenues from the Reserve Market and Ancillary Services Procurement Agreement (ASPA) firm contracts.
- Several value realizations (i.e, various forms of divestments) occurred during the year:
 - A gain was recognized in the second quarter of 2024 amounting to US\$22.65 million (₱1,329.85 million) from the divestment from PT Sidrap Bayu Energi. This was an investment of the Group in Sidrap Wind, an Indonesian wind plant with an attributable capacity of 56MW. The last tranche of the gain in relation to this divestment was recognized in the fourth quarter of 2024 amounting to US\$6.60 million (₱385.48 million). Regulatory approval was needed prior to the recognition of this gain.
 - A gain was recognized in the third quarter of 2024 amounting to ₱1,035.33 million from the disposal of 2,759,135sqm land located in Zambales, Philippines in exchange for 199,109,438 primary common shares of AREIT.

The closing price of AREIT shares was ₱37.50 on the date of sale resulting to a selling price of ₱7,466.60 million. The cost of the land amounted to ₱500.76 million resulting in a gain from the transaction of ₱6,965.84 million. Since the transaction is classified as a sale and leaseback transaction, only the gain on the portion that is not retained (i.e., leased back) is recognized at the date of the sale. This represents 15% of the gain amounting to ₱1,035.33 million. The remaining gain representing 85% or ₱5,930.51 million will be recognized throughout the lease term (i.e., until June 30, 2049).

 - In addition to the gains from the divestment from Sidrap and the asset exchange with AREIT, the Group recognized non-recurring gains of US\$6.97 million (₱389.18 million) due to the early extinguishment of a convertible loan investment with The Blue Circle Ptd. Ltd (TBC). This effectively reduced the Group's capital deployed in the Dai Phong and Hong Phong 1 Wind projects in Vietnam.
- Overhead expenses (general and administrative expenses in the consolidated statement of income) grew year-over-year due to a ramp up in development as execution continues for long-term goals and start of operation of new capacities.

The tables below summarize the consolidated results of operations of the Group's revenues, costs and expenses for the years ended December 31, 2024 and 2023.

Revenues

<i>In thousand Pesos</i>	2024	2023	Increase (Decrease)	
			Amount	%
Revenue from sale of electricity	₱36,134,274	₱36,181,426	(₱47,152)	(0)
Dividend income	515,961	—	515,961	—
Rental income	69,597	68,857	740	1

Other revenue	580,570	248,850	331,720	133
	₱37,300,402	₱36,499,133	₱801,269	3

- An adjustment to the trading protocol in 2024 with a third-party supplier in the Philippines resulted in a decline of the **revenue from sale of electricity** year-over-year. Previously, trading protocol required the Group to acquire volume from a third-party supplier and the spot market, which resulted in electricity sales to the spot market and contracted customers, respectively. Following the change in protocol, the volume from the third-party supplier was nominated to the Group for sale to contracted customers. Revenue from electricity sales, if normalized (i.e., adjustment to trading protocol is also reflected in 2023), increased as a result of a larger retail electricity supply (RES) portfolio and a higher net generation driven by new capacity, mainly in the Philippines and Australia (where projects are consolidated). Revenue includes the sale of large-scale generation certificates (LGCs) in Australia.
 - The RES portfolio grew to 554MW, up +36% year-over-year with more commercial and industrial customers, as well as more contracts linked to DU rates
 - New volume in the Philippines of 917GWh; new volume in Australia of 784GWh
 - Low WESM environment tempered the growth of revenue in the Philippines
 - LGC sales of AU\$10.49 million (₱390.20 million)

Below is the analysis had the revenue from year ended December 31, 2023 been normalized to reflect the current trading protocol wherein the proforma revenue from the sale of electricity improves year-on-year.

	2023 (As reported)	2023 (Normalized) (referred to as "Proforma")	2024	% Change
Revenue from sale of electricity	36,181,426	30,805,453	36,134,274	+17%
Cost of purchased power	27,272,520	21,896,547	22,043,543	+1%
Gross margin	8,908,906	8,908,906	14,090,731	

- **Rental income** is mainly from land leases with third parties.
- **Dividend income** is from investments of the Group wherein it does not hold voting interest. This also includes a partial gain from the divestment in Sidrap Wind that was upstreamed to the Group through dividends declared by the intermediate holding company.
- **Other revenue** consists of management fees earned by ACEN from its joint ventures and bulk water sales.

Costs and Expenses

<i>In thousand Pesos</i>	2024	2023	Increase (Decrease)	
			Amount	%
Costs of sale of electricity				
Costs of purchased power	₱22,043,543	₱27,272,520	(₱5,228,977)	(19)
Depreciation and amortization	2,023,059	1,207,418	815,641	68
Fuel	1,018,764	1,522,458	(503,694)	(33)
Others	2,273,213	1,727,686	545,527	32
	27,358,579	31,730,082	(4,371,503)	(14)
General and administrative expenses				
Personnel costs, management and professional fees	3,133,250	2,606,677	526,573	20
Provision for impairment	1,135,006	2,996,657	(1,861,651)	(62)
Depreciation and amortization	569,218	366,051	203,167	56
Others	2,145,290	1,501,499	643,791	43

₱6,982,764	₱7,470,884	(₱488,120)	(7)

- **Cost of sale of electricity** decreased mainly due to lower WESM purchases, attributed to a lower average WESM price due to lower commodity prices, security limits, and new power plants that went online.

Security limits refer to a plant operating in such a way that exempts it from the Must Offer Rule and Dispatch Conformance Standard (i.e., plant is able to offer power at ₱0/kWh). This is allowed for plants that are (i) undergoing testing and commissioning; (ii) performing fuel supply and pipeline testing; (iii) undergoing emission and other similar tests; and (iv) about to go into maintenance outage.

New plants, specifically Pagudpud Wind, are still under testing and commissioning and have not began depreciating as of December 2024. San Marcelino Solar Phases 1 and 2 and Cagayan North Solar reached commercial operations and started depreciating on September 2024 and October 2024, respectively. New England Solar 1 reached commercial operations in April 2024 and started depreciating in May 2024.

- **General and administrative expenses** include provisions for expected credit losses on investments in redeemable preferred shares and convertible loans and accrued receivables which are investments made by the Group in Vietnam Wind Energy Limited (Vietnam Wind) and UPC-AC Energy Solar Limited (UPC-ACE Solar). Vietnam Wind is a wind power plant in Vietnam with an attributable capacity of 48MW which is operating, but has not yet received a final tariff. UPC-ACE Solar is a platform of three operating solar projects in India. The overall increase in general and administrative expenses is mainly attributed to the ramping up of development, as execution continues for long-term goals, and the start of operations of new capacities.

Equity in Net Income of Associates and Joint Venture

<i>In thousand Pesos</i>	2024	2023	Increase (Decrease)	
			Amount	%
Netherlands	₱1,072,357	₱1,326,178	(₱253,821)	(19)
Philippines	1,014,046	1,013,116	930	0
Vietnam	43,976	211,123	(167,147)	(79)
USA	(619,747)	(284,431)	(335,316)	118
India	(180,058)	(227,977)	47,919	(21)
Indonesia	(30,919)	(1,272)	(29,647)	2,331
Others	(108,689)	(271,498)	162,809	(60)
	₱1,190,966	₱1,765,239	(₱574,273)	(33)

Equity in net income of associates and joint ventures decreased mainly due to:

- Philippines - normalized wind regime compared to the prior year and impact of seasonality in North Luzon Renewables Energy Corp., a wind farm in Ilocos Norte
- Vietnam - normalized wind regime compared to the prior year and the appreciation of USD versus VND which resulted in higher foreign exchange losses (project finance of selected Vietnam projects are in USD while the functional currency of these respective projects are in VND, such that the forex losses associated with the whole value of the project finance are booked through the income statements of the relevant projects, but will be serviced over time since the tariffs of these projects are USD linked).
- USA and Others - higher share in pre-operating losses as activities are ramping up for projects under construction or project refurbishment.
- India - the uplift from the increase in generation and completion of Masaya Solar were offset by a higher share in pre-operating losses as activities are ramping up for projects under construction and pre-development.
- Indonesia - reflects the impact of the partial divestment of Salak-Darajat in September 2023 and the impact of the full divestment in Sidrap Wind in April 2024.

Other Income (Charges)

<i>In thousand Pesos</i>	2024	2023	Increase (Decrease)	
			Amount	%
Interest and other financial income				
Cash in banks and short-term deposits	₱989,573	₱1,586,517	(₱596,944)	(38)
Accounts and notes receivable	2,428,544	2,346,536	82,008	3
Investments in redeemable preferred shares and convertible loans	2,916,233	3,137,338	(221,105)	(7)
	6,334,350	7,070,391	(736,041)	(10)
Interest and other finance changes	(3,292,071)	(1,930,265)	(1,361,806)	71
Other income - net				
Gain on disposal of assets	2,638,008	1,062,030	1,575,978	148
Remeasurement gain	—	3,433,328	(3,433,328)	(100)
Others	1,112,085	690,082	422,003	61
	3,750,093	5,185,440	(1,435,347)	(28)
	₱6,792,372	₱10,325,566	(₱3,533,194)	(34)

- **Interest and other finance income** from:
 - **Cash in banks and short-term deposits** decreased following the deployment of funds raised during financing activities in 2023. Funds were deployed to projects under construction.
 - **Accounts and notes receivable** increased mainly from the additional loan extended to the BIM Projects in Q2 2024.
 - **Investment in redeemable preferred shares and convertible loans** decreased following a change in the features of investments in India that requires declaration of dividends prior to recognition of income (previously, income was recognized without the need for a dividend declaration). The decrease was offset by the higher interest recognized on existing redeemable preferred shares that have a compounding feature wherein interest earned is added back to the principal resulting to a larger base earning interest.
- **Interest and other finance charges** increased following availments of long-term loans from local banks by ACEN Cayman of US\$180.00 million (₱10,123.20 million) and US\$140.00 million (₱7,873.60 million) at 5.3980% and 5.3060%, respectively, in January 2024. The proceeds of the long-term loans were used to redeem US\$352.00 million redeemable preferred shares in ACEN Cayman held by AC Energy Finance International Limited. The start of commercial operations of new capacities caused the interest and other finance charges associated with the debt used to fund the projects to become a current item incurred in the profit and loss, whereas previously these costs were capitalized. This resulted in higher interest and other finance charges year-over-year.
- **Other income** increased mainly from the recognized gain amounting to ₱1,035.33 million from the sale and leaseback transaction with AREIT, US\$16.40 million (₱962.90 million) from the divestment of Sidrap Wind, and non-recurring gains of US\$6.97 million (₱389.18 million) from the early extinguishment of a convertible loan with The Blue Circle.

Provision for (benefit from) income tax

<i>In thousand Pesos</i>	2024	2023	Increase (Decrease)	
			Amount	%
Current	₱892,495	₱492,330	₱400,165	81
Deferred income tax	(62,575)	(210,032)	147,457	(70)
	₱829,920	₱282,298	₱547,622	194

- The increase in **provision for income tax - current** is due to higher taxable income for the period from the increase in business of the Group, specifically the testing and commissioning income of Philippine renewable plants which are not yet under income tax holiday.
- **Deferred income tax benefit** is mainly driven by the Group's deferred tax asset from the net operating loss

carry over (NOLCO), offset by deferred tax liability recognized from capitalized costs. Deferred tax assets recognize the benefit from NOLCO that can be deducted against future regular corporate income tax. This is only recognized to the extent that NOLCO can be applied against future taxable income.

The table below bridges consolidated statutory earnings before interest, taxes, depreciation, and amortization (EBITDA) to (i) attributable EBITDA and then (ii) core attributable EBITDA.

<i>In thousand Pesos</i>	Jul-Sep	Oct-Dec	Increase (Decrease)		For the year ended		Increase (Decrease)	
	2024	2024	Amount	%	2024	2023	Amount	%
Revenue	₱8,785,754	9,215,507	429,753	5%	37,300,402	36,499,133	801,269	2%
Cost and expenses	(8,693,098)	(9,471,785)	(778,687)	9%	(34,341,344)	(39,200,937)	4,859,593	(12%)
Depreciation expense	741,307	851,100	109,793	15%	2,592,277	1,573,469	1,018,808	65%
Provision for impairment	233,777	327,298	93,521	40%	1,135,006	2,996,636	(1,861,630)	(62%)
Equity in net income of associates and joint ventures	558,602	89,972	(468,630)	(84%)	1,190,966	1,765,239	(574,273)	(33%)
Interest income - investment in redeemable preferred shares and convertible loans	704,686	645,781	(58,905)	(8%)	2,916,233	3,137,338	(221,105)	(7%)
Value realization	1,146,954	312,005	(834,949)	(73%)	2,811,044	1,062,030	1,749,014	165%
Interest income - accounts and other receivables	567,199	736,423	169,224	30%	2,428,544	2,346,536	82,008	3%
Statutory EBITDA	4,045,181	2,706,301	(1,338,880)	(33%)	16,033,128	10,179,444	5,853,684	58%
Equity in net income of associates and joint ventures	(558,602)	(89,972)	468,630	(84%)	(1,190,966)	(1,765,239)	(574,273)	(33%)
Interest income - investment in redeemable preferred shares and convertible loans	(704,686)	(645,781)	58,905	(8%)	(2,916,233)	(3,137,338)	(221,105)	(7%)
Attributable EBITDA from joint ventures and associates	2,654,624	4,052,811	1,398,187	53%	12,586,392	13,026,350	(439,958)	(3%)
Attributable EBITDA	5,436,517	6,023,359	586,842	11%	24,512,321	18,303,217	6,209,104	34%
Value realization	(1,146,954)	(312,005)	834,949	(73%)	(2,811,044)	(1,062,030)	(1,749,014)	165%
Interest income - accounts and other receivables	(567,199)	(736,423)	(169,224)	30%	(2,428,544)	(2,346,536)	(82,008)	3%
Core Attributable EBITDA	₱3,722,364	4,974,931	1,252,567	34%	19,272,733	14,894,651	4,378,082	29%

Material changes in Consolidated Statements of Financial Position accounts

<i>In thousand pesos</i>			Increase (Decrease)	
	2024	2023	Amount	%
Current Assets				
Cash and cash equivalents	₱25,158,358	₱39,696,662	(₱14,538,304)	(37)
Current portion of:				
Accounts and notes receivable - net	22,763,923	26,065,692	(3,301,769)	(13)
Input value added tax (VAT)	2,793,187	2,059,734	733,453	36
Creditable withholding taxes	360,841	102,984	257,857	250
Financial assets at fair value through profit or loss (FVTPL)	5,704,353	1,938,497	3,765,856	194
Fuel and spare parts	974,526	964,053	10,473	1
Other current assets	1,376,921	750,493	626,428	83
Total Current Assets	59,132,109	71,578,115	(12,446,006)	(17)
Noncurrent Assets				
Investments in:				
Associates and joint ventures	42,735,003	30,098,617	12,636,386	42
Redeemable preferred shares and convertible loans	17,828,524	21,633,799	(3,805,275)	(18)
Financial assets at FVTPL	921,787	1,932,975	(1,011,188)	(52)
Financial assets at fair value through other comprehensive income (FVOCI)	12,116,639	5,799,323	6,317,316	109
Plant, property and equipment	121,852,460	88,928,251	32,924,209	37
Right-of-use assets	8,454,956	8,213,704	241,252	3
Goodwill and other intangible assets	25,599,005	23,165,368	2,433,637	11
Net of current portion:				
Accounts and notes receivable	17,809,515	12,689,042	5,120,473	40
Input VAT	3,042,624	3,120,200	(77,576)	(2)
Creditable withholding tax	3,681,895	2,513,774	1,168,121	46
Deferred income tax assets – net	3,316,975	2,122,081	1,194,894	56

In thousand pesos

			Increase (Decrease)	
	2024	2023	Amount	%
Other noncurrent assets	13,050,739	13,138,251	(87,512)	(1)
Total Noncurrent Assets	270,410,122	213,355,385	57,054,737	27
TOTAL ASSETS	₱329,542,231	₱284,933,500	₱44,608,731	16

- Decrease in **Cash and cash equivalents** is due to continued deployment of funds raised from financing activities and internally generated cash to projects under construction.
- Decrease in **Accounts and notes receivable** is mainly due to loan repayments coming from the maturity of the instruments with related parties.
- **Fuel and spare parts** increased as a result of purchases of bunker fuels.
- **Financial Assets at FVTPL** increased following an increase of placements for UITF investments through local banks. Funds available on hand from financing activities while not deployed are invested in UITFs.
- Increase in **current portion of input VAT** due to purchases for ongoing renewable projects.
- **Creditable withholding tax** increased with increase in revenues from January to December 2024.
- **Other current assets** increased primarily due to the increase in prepayments for operating expenses in the Philippines and Australia.
- **Investments in associates and joint ventures** increased mainly from additional investments in the following:

Investee Company	Project	Geography	Technology	Capacity	Amount in PHP (millions)	
					2024	2023
BIMEH	-	Vietnam	Wind	TBD	₱5,534.30	₱-
BrightNight	BN	India	Hybrid			
	Maharashtra		Solar-Wind	80	3,559.29	340.87
UPC Power	Stockyard & Chestnut Flats	USA	Wind	148	2,575.04	814.71
RWEI *	Real Wind	Philippines	Wind	TBD	568.72	-
PhilWind	Capa Wind 2	Philippines	Wind	70	504.46	-
NLR	Capa Wind 2	Philippines	Wind	70	495.40	-
Paivatar	-	Philippines	-	TBD	307.90	-
PT Lombok	Lombok	Indonesia	Wind	39	177.06	-
URH	-	Netherlands	-	TBD	151.02	-
PT Sukabumi	Sukabumi	Indonesia	Wind	74	88.46	-
Monsoon Wind	Monsoon	Vietnam	Wind	146	82.96	392.71
PT Sidrap 2	Sidrap 2	Indonesia	Wind	34	75.75	-
SUPER	Super	Singapore	Solar	141	-	2,820.85
Others					61.11	224.83
Total					₱14,181.47	₱4,593.97

*RWEI was subsequently acquired as a subsidiary during the year

- **Investments in redeemable preferred shares and convertible loans** are investments made in International projects (excluding Australia) in the form of redeemable preferred shares and convertible loans. The overall decrease is from the redemption made in the first half of 2024 following the divestment from Sidrap Wind and reclassification of investments in India. Previously, investments in India had a fixed coupon and redemption date (ie, maturity date). The revision to features of the instrument was driven by the change in the business model, which shifted focus from development / operating projects to managing purely operational projects. As a result of the revision to its features, there is no more fixed coupon, dividends need to be declared by the BOD, and there is no more fixed redemption date. Consequently, the investment in India was reclassified to financial assets at fair value through other comprehensive income (FVOCI).

- **Noncurrent financial assets at FVTPL** pertains to Compulsorily Convertible Debentures (CCDs) from Masaya Solar. Masaya Solar has constructed the 420MW solar farm in the Central Indian state of Madhya Pradesh. The decrease is mainly from the fair valuation of the instrument using a discount rate of 10.9%. For the year ended December 31, 2024, the fair value adjustment on financial assets at FVTPL amounted to US\$ 8.52 million (₱155.18 million).
- **Noncurrent financial assets at FVOCI** are largely investments in UPC Sidrap, UPC-AC Energy, PT Puri, BrightNight, and also include golf club shares and listed equity instruments. This also includes the AREIT common shares obtained from the sale and leaseback transaction with AREIT and reclassified redeemable preferred shares from investments in India (previously classified as investments in redeemable preferred shares and convertible loans). AREIT shares are listed equity instruments where the fair value is based on the closing price as of December 31, 2024. Investments in UPC-ACE Solar's Redeemable Preference Share Class A and B are valued using a discount rate of 10.9%. For the year ended December 31, 2024, the unrealized fair value loss on equity instruments at FVOCI recognized in the statements of comprehensive income amounted to US\$59.58 million (₱3,466.18 million).
- **Plant, property and equipment's** increase is related to capital expenditures on the following projects:

Project	Capacity (MW)	Location	% Completion	
			2024	2023
Pagudpud Wind	160	Ilocos Norte, Philippines	100%	98%*
San Marcelino Solar (Phase 1 and 2)	385	Zambales, Philippines	100%	98%*
San Marcelino Solar (Phase 3)	200	Zambales, Philippines	5%	<1%
Cagayan North Solar (Phase 1)	133	Lal-lo Cagayan, Philippines	100%*	98%*
Palauig 2 Solar	300	Zambales, Philippines	84%	31%
Pangasinan Solar	60	Pangasinan, Philippines	99.5%	60%
New England Solar Farm 1	521	Uralla, New South Wales, Australia	100%	98%*
New England BESS	200	Uralla, New South Wales, Australia	8%	--
Stubbo Solar	520	Central Western Tablelands, New South Wales, Australia	91%	23%

**Projects that are currently under testing and commissioning as of December 31, 2024 and 2023.*

- **Right-of-use assets** increased due to new lease contracts with AREIT for land in Palauig, Zambales where a 300MW solar project is currently being constructed.
- **Receivables -net** of current portion increased primarily due to the accretion of long-term interest receivables from international joint ventures and associates.
- **Goodwill & other intangible assets** increased due to the acquisition of a controlling interest in Real Wind Energy, Inc., which is a special purpose vehicle for a future wind power project in Quezon Province in the Philippines, and a gain on cumulative translation adjustments on ACEN Australia goodwill from the acquisition in 2022.
- Majority of the balance of **Deferred tax assets** came from the recognition of accrued expenses, net operating losses carry over (NOLCO), minimum corporate income tax (MCIT), and lease liabilities.
- **Input VAT non-current** increased following the ramp up of business that resulted in higher purchases of assets and services. This is offset by reclassification of input VAT to current following the assessment by management that this can be applied against output VAT due within the next 12 months. Output VAT is mainly from sale of electricity billed to third party customers.
- **Other non-current assets** increased mainly from development costs incurred for a wind power project in Real, Quezon in the Philippines.

<i>In thousand pesos</i>	2024	2023	Increase (Decrease)	
			Amount	%
Current Liabilities				
Accounts payable and other current liabilities	₱14,408,806	₱16,145,386	(₱1,736,580)	(11)
Short-term loans	5,600,000	1,500,000	4,100,000	273
Current portion of:				
Long-term loans	7,456,367	1,289,104	6,167,263	478
Lease liabilities	1,889,401	850,953	1,038,448	122
Income and withholding taxes payable	302,541	241,667	60,874	25
Due to stockholders	13,138	16,585	(3,447)	(21)
Total Current Liabilities	29,670,253	20,043,695	9,626,558	48
Noncurrent Liabilities				
Notes payable	33,056,481	32,003,794	1,052,687	3
Noncurrent portion of:				
Long-term loans	87,399,527	44,485,573	42,913,954	96
Lease liabilities	12,609,041	7,505,848	5,103,193	68
Pension and other employee benefits	329,025	368,827	(39,802)	(11)
Deferred tax income liabilities - net	1,454,664	805,902	648,762	81
Other noncurrent liabilities	7,580,040	6,344,004	1,236,036	19
	142,428,778	91,513,948	50,914,830	56
	172,099,031	111,557,643	60,541,388	54
Equity				
Common shares	39,691,895	39,691,895	—	—
Redeemable preferred shares	25,000	25,000	—	—
Additional paid-in capital	132,295,689	132,295,689	—	—
Other equity reserves	(59,450,345)	(59,450,345)	—	—
Unrealized fair value loss on equity instruments at FVOCI	(3,074,292)	(268,000)	(2,806,292)	1,047
Unrealized fair value (loss) gain on derivative instruments designated as hedges – net of tax	(592,720)	588,519	(1,181,239)	(201)
Remeasurement loss on defined benefit plans – net of tax	(64,414)	(32,821)	(31,593)	96
Accumulated share in other comprehensive loss of associates and joint ventures	(167,097)	(85,483)	(81,614)	95
Cumulative translation adjustments	8,590,223	5,864,713	2,725,510	46
Retained earnings	30,320,264	24,871,807	5,448,457	22
Treasury shares	(28,657)	(28,657)	—	—
Total equity attributable to equity holders of the Parent Company	147,545,546	143,472,317	4,073,229	3
Non-controlling interests	9,897,654	29,903,540	(20,005,886)	(67)
Total Equity	157,443,200	173,375,857	(15,932,657)	9
TOTAL LIABILITIES AND EQUITY	₱329,542,231	₱284,933,500	₱44,608,731	16

- **Accounts payable and other current liabilities** decreased from the settlement of payables
- **Short-term loans** are outstanding loans from local banks. These were availed to bridge working capital requirements of the Parent Company.
- **Current portion of long-term loans** movement is mainly due to the payment timing schedule.
- **Current portion of lease liabilities** movement is mainly due to the payment timing schedule of leased assets.
- The increase in **income and withholding taxes payable** was mainly due to withholding taxes payable from various purchases in the Philippines.
- **Notes payable** pertains to the ₱10,000.00 million 5-year Green Bonds by ACEN and the US\$400.0 million U.S. dollar-denominated senior guaranteed undated fixed-for-life (non-deferrable) Green Bonds (the Bonds) issued and listed in SGX-ST.
- **Long-term loans - net of current portion** increased due to the new loan availed by ACE Cayman of US\$320.00 million and borrowings made by ACEN International to fund India projects. The US\$320.00

million loan was used to pay the US\$352.00 million green bonds that were infused by the Group through subscription to redeemable preferred shares issued by ACEN Cayman to AC Energy Finance Limited (ACEFIL). The difference between the redeemable preferred shares and loan proceeds was funded by cash on hand of the Group.

- **Lease Liabilities - net of current portion** increased mainly due to the sale and leaseback transaction with AREIT last September 26, 2024.
- Majority of the balance of **deferred income tax liabilities** came from the recognition of unrealized foreign exchange gains and right-of-use assets of the Group as at year end.
- **Other non-current liabilities** include contract liabilities and asset retirement obligations related to operating renewable power plant projects.
- The increase in **unrealized FV loss on equity instruments at FVOCI** is from the revaluation on the investments made in India wherein a higher discount rate was used for revaluation following reassessment made on the risk surrounding the projects.
- **Unrealized fair value gain (loss) on derivative instruments** designated as hedges increased due to the movement of the derivative related to Long Term Energy Service Agreements in Australia.
- **Remeasurement loss on defined benefit plan** increased mainly from current service costs.
- The increase in **accumulated share in other comprehensive income of associates and joint ventures** significantly came from other comprehensive income share in cumulative transaction adjustments of associates and joint ventures.
- **Retained earnings** increased from the resulting net income earned for the period amounting to ₱8,144.44 million, net of any dividends declared from common and redeemable preferred shareholders, amounting to ₱3,429.63 million attributable to the Parent Company.
- **Treasury shares** had no movement during the period.
- **Non-controlling interests** decreased following the redemption by ACEN Cayman of US\$352.00 million worth of redeemable preferred shares held by ACEFIL on January 23, 2024.

Key Performance Indicators

The key performance indicators of ACEN and its majority owned subsidiaries, as consolidated, are the following:

Key Performance Indicator	Formula	31-Dec-24	31-Dec-23	Increase (Decrease)	
				Amount	%
Liquidity Ratios					
Current Ratio	Current assets	1.99	3.57	(1.58)	(44%)
	Current liabilities				
Acid test ratio	Cash + Short-term investments + Accounts receivables + Other liquid assets	1.81	3.38	(1.57)	(46%)
	Current liabilities				
Solvency Ratios					
Debt/Equity ratio	Total liabilities	1.09	0.64	0.45	70%
	Total equity				
Asset-to-equity ratio	Total assets	2.09	1.64	0.45	27%
	Total equity				
Interest Coverage Ratio	Statutory Earnings before interest & tax (EBIT) ⁽¹⁾	2.27	2.37	(0.10)	(4%)
	Interest expense ⁽²⁾				
Net bank Debt to Equity ratio	Short & long-term loans - Cash & Cash Equivalents	0.69	0.23	0.46	200%
	Total Equity				
Profitability Ratios					
Return on Equity	Net income after tax attributable to equity holders of the Parent Company	6.82%	6.05%	0.77%	13%
	Average total stockholders' equity attributable to equity holders of the Parent Company				
Return on Common Equity	Net income after tax attributable to equity holders of the Parent Company (Common)	6.16%	5.71%	0.45%	8%
	Average Common equity attributable to equity holders of the Parent Company (Common)				
Return on assets	Net income after taxes	3.29%	3.52%	(0.23%)	(7%)
	Average total assets				
Asset Turnover	Revenues	12.14%	14.10%	(1.96%)	(14%)
	Average total assets				

(3) Statutory EBIT is Statutory EBITDA less depreciation and amortization expense

(4) Cash interest expense is gross of capitalized borrowing cost of ₱2,634.81 million and ₱1,852.97 million for the years ended December 31, 2024 and 2023, respectively.

Current ratio & Acid test ratio

Current ratio & acid test ratio increased due to higher liquid assets, such as cash and cash equivalents at period end, alongside the decrease in current liabilities, primarily from the repayment of short-term loans.

Debt/Equity ratio & Asset-to-equity ratio

D/E ratio slightly increased with additional short-term and long-term loan availments, which were cushioned by the increase in net income for the period. Asset-to-equity ratio also went up as the increase in total assets slightly outpaced the increase in equity.

Interest coverage ratio

Higher interest expense following additional loan availments to fund the ramp up of renewable projects yielded a lower interest coverage ratio for the current period. Increase in statutory earnings before interest and tax from contribution of new capacity was tempered by higher overhead costs that reflects the ramp up of the organization following business growth.

Net bank debt to equity ratio

Net D/E ratio increased from year-end 2023 due to additional availments of short-term and long-term loans.

Asset turnover

Continued ramp up of capacity with sizeable renewable projects under construction results to higher increase in average total assets compared to renewable projects that are selling power (i.e., movement in average total assets is faster than movement in revenue from new capacity in 2024). This resulted in lower asset turnover year-on-year.

Material events and uncertainties

- There were no events that triggered direct or contingent financial obligations that were material to the Group. There were no contingent assets or contingent liabilities since the last annual financial reporting.
- There were no material off-balance sheet transactions, arrangements, obligations and other relationships of the Parent Company with unconsolidated entities or other persons created during the financial reporting period.
- There were no material events that had occurred subsequent to the financial reporting close except for the events after the reporting period disclosed in Note 30 of the unaudited Interim Condensed Consolidated Financial Statements.
- ACEN has material commitments to invest in capital expenditure projects mainly in the following:
 - 288MWdc solar project in Buguey and Lal-lo, Cagayan and the proposed 300MWdc expansion of Gigasol Palauig solar project in Zambales.
 - 120MWdc solar power project in Alaminos, Laguna through Solarace1;
 - 150MW diesel plant in Pililla, Rizal through Ingrid, a joint venture of ACEN, ACEN Global Development Group, Inc. (Formerly: ACE Endeavor, Inc.) and APHPC
 - 60MWdc solar power project in Palauig, Zambales through Gigasol3;
 - 50MWac (72MWdc) solar power project in Arayat and Mexico, Pampanga through Greencore 3, a joint venture of ACEN, ACEN Global Development Group, Inc. (Formerly: ACE Endeavor, Inc.) and Citicore;
 - 500MWdc solar power project in San Marcelino, Zambales through Santa Cruz Solar;
 - 2x20 MW Alaminos Battery Energy Storage System (BESS) Project through Giga Ace 4, Inc. (Giga Ace 4);
 - 160MW wind farm in Balaoi, Pagudpud, Ilocos Norte through BWPC, in partnership with UPC Renewables;
 - Investment into 4MW renewable energy laboratory in Bataan through BSEI;
 - 521MWdc New England Solar Farm (NESF) and adjacent 50MW battery energy storage system located near Uralla in New South Wales through UPC-ACE Australia, a joint venture of ACEN and UPC Renewables Australia.
 - Various Vietnam wind farms:
 - 252MW wind farm in Quang Binh through AMI Renewables Energy Joint Stock Company
 - 88MW wind farm in Ninh Thuan through BIM Energy Joint Stock Co. (“BIME”)
 - 40MW second phase of the Mui Ne Wind Farm in Binh Thuan through the partnership with the Blue Circle.
 - 60MW Lac Hoa & Hoa Dong wind farm in Soc Trang through a joint venture with UPC

- Funding of up to U.S.\$100 million for new technology investments in the Philippines. Refer to Notes to Consolidated Financial Statements for details.
- Any known trends, events, or uncertainties that have had or that were reasonably expected to have material favorable or unfavorable impact on net revenues/income from continuing operations
 - The results of operations of ACEN and its subsidiaries depend to a significant extent, on the performance of the Philippine economy.
 - The current highly competitive environment and operation of priority-dispatch variable renewable energy resulted in lower demand for electricity and have driven market prices of electricity downward.
 - Movements in the WESM prices could have a significant favorable or unfavorable impact on the Group's financial results.
- Any known trends or any known demands, commitments, events, or uncertainties that will result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way
 - The Group is developing a line-up of renewable energy projects as part of its growth aspiration. The capital expenditures shall be funded by a combination of equity and debt.
- There were no significant elements of income or loss that did not arise from continuing operations that had a material effect on the financial condition or results of operations.
- There were no operations subject to seasonality and cyclicalities except for the operation of wind farms. The wind regime is high during the northeast monsoon ("amihan") season in the first and fourth quarter when wind turbines generate more power to be supplied to the grid. The generation drops in the second and third quarter due to low wind regime brought about by the southwest monsoon ("habagat").

2023

Corporate Highlights:

- On 1 February 2023, ACRI and UPCAPH signed an Instrument of Transfer for the transfer to ACRI of UPCAPH's remaining 4,766 ordinary shares in UPC-ACE Australia, which completes the second and final tranche of ACRI's acquisition of ACEN Australia. The acquisition transformed the previously UPC Renewables Australia Pty. Ltd. joint venture into ACEN Australia Pty. Ltd., the Group's first wholly owned development and operating platform outside of the Philippines.
- In March 2023, ACEN signed a partnership with BrightNight, a US-based renewable power company, to develop, construct, and operate at least 1.2 GW of large-scale hybrid wind-solar and round-the-clock renewable power projects in India.
- That same month, ACEN, through joint venture company UPC Power, signed a Purchase and Sale Agreement with GlidePath for the acquisition of a portfolio of eight operating wind projects totaling 136 MW in northern Texas, USA, subject to regulatory approvals. This milestone marks ACEN's anticipated entry into the fast-growing American renewables market as it expands its geographic footprint beyond the Asia Pacific region. On 1 June 2023, regulatory approval from the U.S. FERC was received.
- ACEN recently announced the completion of a robust Net Zero roadmap that includes near-term emission reduction targets aligned with the GHG Protocol and the latest climate-science and long-term targets that are consistent with the deep decarbonization of the power sector. This makes ACEN the first energy company in Southeast Asia to take this critical step towards achieving Net Zero, providing an accountable and transparent framework for monitoring progress.
- In September 2023, ACEN issued ₱25,000.00 million in perpetual preferred shares, which were listed on the Philippine Stock Exchange (PSE) in A and B series. This was the largest preferred share offering in the country since 2016. Series B was also the first-ever Philippine peso-denominated fixed-for-life equity instrument listed on the PSE.

Operating Highlights:

- As of 31 December 2023, ACEN now carries over 4,772 MW (megawatts) in attributable capacity, 99% of which is from renewables. Of this, 37% is now fully operational, 28% is already partially operating and 35%

remains under construction. During the year, several new solar and wind farms were added to the company's growing portfolio. These include the 60 MW Pangasinan Solar and 300 MW Palauig 2 Solar in the Philippines in January, the 136 MW Stockyard Wind in Texas in the United States in March, the 600 MW Monsoon Wind in Sekong and Attapeu, Lao PDR in April, and the first phase of ACEN's acquisition of SUPER Energy's Solar NT platform in Vietnam in June.

- Several plants also commenced or ramped up operations. As a result, total attributable renewables output across ACEN's facilities worldwide rose 32% to 4,474 GWh, driven by production from new partially operational plants as well as stronger wind resources in some markets.
- Philippine renewables generation stood at 1,137 GWh for 2023, up 34% year over year. Stronger wind resources at ACEN's wind farms, as well as the start of commissioning for the 160 MW Pagudpud Wind, the first and second phases of SanMar Solar totaling 385 MW, and the 44 MW second phase of Arayat-Mexico Solar, drove the increased energy output in the company's home market.

Outside the Philippines, ACEN delivered 3,328 GWh in attributable generation, 31% higher year over year. Alongside the ongoing partial commissioning for the 420 MW Masaya Solar in India and near-full capacity and operational completion for the 521 MW New England Solar, the stronger wind regime across ACEN's wind farms in Vietnam and Indonesia, as well as high geothermal reliability, drove stronger output in the international business.

Financial Highlights:

- The Group posted consolidated net income attributable to equity holders of the Parent Company amounting to **₱7,396.14 million** for year ended 31 December 2023 compared to **₱13,055.12 million** net income in the same period last year.

The tables below summarize the consolidated results of operations of the Group's revenues, costs and expenses for the years ended 31 December 2023 and 2022.

Revenues

<i>In thousand Pesos</i>	2023	2022	Increase (Decrease)	
			Amount	%
Revenue from sale of electricity	36,181,426	34,995,488	1,185,938	3
Rental income	68,857	68,469	388	1
Dividend income	—	3,635	(3,635)	(100)
Other revenue	248,850	170,959	77,891	46

- **Revenue from sale of electricity** increased as a result of higher net generation due to better wind resources, as well as the start of commissioning of new power plants in the Philippines and in Australia. Last year included the impact of curtailment in the Visayas plants and payment of customer buy-out fee.
- **Rental income** increased mainly coming from escalation of lease rate.
- **Dividend Income** in 2022 came from UPC Sidrap, which is recognized as a financial asset at FVOCI.
- **Other revenue** consists of management fees earned by ACEN from its joint ventures and bulk water sales.

Costs and Expenses

<i>In thousand Pesos</i>	2023	2022	Increase (Decrease)	
			Amount	%
Costs of sale of electricity	31,730,082	34,183,239	(2,453,157)	(7)
General and administrative expenses	7,470,884	3,901,817	3,569,067	91

- **Cost of sale of electricity** movement was caused by lower coal prices and spot market prices for Wholesale Electricity Spot Market purchases.
- **General and administrative expenses** includes provision for impairment of loans from development loans (UPC Solar) (₱1,140.27 million), provision for impairment of investments at amortized cost from redeemable preferred shares (UPC-ACE Solar) (₱878.43 million) and convertible loans (Vietnam Wind) (₱982.54 million) made in 2023. This also reflects increase in manpower to complement renewable scape up and impact of ACEN Australia consolidation starting November 2022.

Other Income and Expenses

<i>In thousand Pesos</i>	2023	2022	Increase (Decrease)	
			Amount	%
Interest and other finance charges	(1,930,265)	(2,357,531)	427,266	(18)
Equity in net income of associates and joint ventures	1,765,239	937,834	827,405	88
Other income - net	12,255,831	18,201,992	(5,946,161)	(33)

- **Interest and other finance charges** went down from last year due to continued capitalization of financing cost to projects under construction in the Philippines for the year ended 31 December 2023 and impact of deconsolidation of South Luzon Thermal Energy Corporation (SLTEC) in November 2022. This is partially offset by full year impact of availments of long-term and short-term loans and notes payable in 2022. This also reflects the higher interest rate environment.
- **Equity in net income of associates and joint ventures** increased largely coming from the wind plants in northern Luzon and in Vietnam due to stronger wind regime, as well as improved geothermal availability in Indonesia. Last year includes share in development losses incurred by ACEN Australia prior to consolidation in November 2022.
- **Other income** mainly comprised of interest and other financial income from banks and short-term deposits, investments in redeemable preferred shares, debt replacements, and development loans which increased by Php 1,431.21 million, year on year. This also includes gain on disposal of investment of ACEHI Netherlands (Php 1,062.03 million), gain on remeasurement of ACEHI Netherlands' retained interest which directly owns the previous Associate, Salak and Darajat (Php 3,433.33 million), gain from partial settlement of development loan (Php 515.00 million) and gain on sale of financial assets at FVTPL (Php 49.93 million). This is partly offset by net fair value losses on investments in FVTPL (Php 262.38 million). Last year included significant one-off gain from remeasurement of previously held interest (Php 10,921.03 million; \$189.67 million) upon ACRI's acquisition of control in UPC-ACE Australia.

Provision for (benefit from) income tax

<i>In thousand Pesos</i>	2023	2022	Increase (Decrease)	
			Amount	%
Current	492,330	415,325	77,005	19
Deferred income tax	(210,032)	(1,077,423)	(867,391)	(81)

- The increase in **provision for income tax - current** due to higher taxable income for the year.
- **Deferred income tax expense** decreased mainly driven by utilization of deferred tax asset on NOLCO against taxable income.

The table below bridges the consolidated statements of income to core operating earnings for the year ended 31 December 2023.

<i>In thousand pesos</i>	Statutory	Income from Operations	Overhead and Development Expense	Net Financing Cost	Core Operating Earnings	Value Realization	Others	Total
REVENUES								
Revenue from sale of electricity	₱36,181,426	₱36,181,426	₱–	₱–	₱36,181,426	₱–	₱–	₱36,181,426
Rental income	68,857	68,857	–	–	68,857	–	–	68,857
Dividend income	–	–	–	–	–	–	–	–
Other revenues	248,850	248,850	–	–	248,850	–	–	248,850
	36,499,133	36,499,133	–	–	36,499,133	–	–	36,499,133
COSTS AND EXPENSES								
Costs of sale of electricity	31,730,082	31,730,082	–	–	31,730,082	–	–	31,730,082
General and administrative expenses	7,470,884	2,276,237	3,179,495	–	5,455,732	–	2,015,152	7,470,884
	39,200,966	34,006,319	3,179,495	–	37,185,814	–	2,015,152	39,200,966
INTEREST AND OTHER FINANCE CHARGES	(1,930,265)	(794,265)	–	(1,136,000)	(1,930,265)	–	–	(1,930,265)
EQUITY IN NET INCOME OF ASSOCIATES AND JOINT VENTURES	1,765,239	2,193,464	–	–	2,193,464	–	(428,225)	1,765,239
OTHER INCOME - NET	12,255,831	4,298,292	–	3,012,927	7,311,219	1,062,030	3,882,582	12,255,831
INCOME BEFORE INCOME TAX	9,388,972	8,190,305	(3,179,495)	1,876,927	6,887,737	1,062,030	1,439,205	9,388,972
PROVISION FOR (BENEFIT FROM) INCOME TAX								
Current	492,330	481,308	–	–	481,308	–	11,022	492,330
Deferred	(210,032)	(210,032)	–	–	(210,032)	–	–	(210,032)
	282,298	271,276	–	–	271,276	–	11,022	282,298
NET INCOME	₱9,106,674	₱7,919,029	(₱3,179,495)	₱1,876,927	₱6,616,461	₱1,062,030	₱1,428,183	₱9,106,674
Net Income Attributable To:								
Equity holders of the Parent Company	₱7,396,140	₱8,090,495	(₱3,179,495)	(₱5,073)	₱4,905,927	₱1,062,030	₱1,428,183	₱7,396,140
Non-controlling interests	1,710,534	(171,466)	–	1,882,000	1,710,534	–	–	1,710,534
	₱9,106,674	₱7,919,029	(₱3,179,495)	₱1,876,927	₱6,661,461	₱1,062,030	₱1,428,183	₱9,106,674

- **Income from operations** represents income from the Group's retail electricity supply, trading, generation, and ancillary business. Income from operations is mainly from operating renewable power plants in the Philippines, Australia, Vietnam, Indonesia, India, and rest of world. Income from Vietnam, Indonesia and rest of world are presented under equity in net income of associates and joint ventures and interest income on other financial assets at amortized cost which is under other income-net. Interest income on other financial assets at amortized cost are coupons from redeemable preferred share investments of the Group in operating renewable power plants.
- **Overhead and development expenses**
 - **General and administrative expenses** of ₱3,179.50 million represents ACEN, ACRI, and ACEN Australia corporate general and administrative expenses.
- **Net financing cost**
 - **Interest and other finance charges** of ₱1,136.00 million is the sum of financing charges from short-term and long-term loans and notes payable of ACEN, ACRI, and ACEN Australia.
 - **Other income – net** of ₱3,012.93 million are interest income from debt replacement, development loans, and placements of ACEN, ACRI, and ACEN Australia. Debt replacement facilities are provided to related parties to fund investment requirements for renewable power plants while under construction and undergoing implementation or release of project financing from financial institutions. Development loan facilities are provided to related parties and third parties to fund the development of renewable power plant projects.
 - **Non-controlling interest** of ₱1,882.00 million are net income attributable to ACEN Cayman Limited, Inc. These are paid as dividends to the shareholder of redeemable preferred shares in ACEN Cayman, AC Energy Finance International (a wholly owned subsidiary of AC Energy and Infrastructure Corporation). This is treated as a financing cost borne by ACEN.
- **Core operating earnings** is income from operations less the overhead and development expenses and net financing cost.
- **Value realization** of ₱1,062.03 million is the cash gain on change due to loss of control of subsidiary, ACEHI Netherlands B.V. ("ACEHI Netherlands") following the 24.24% interest sale to a third party. ACEHI Netherlands is a Dutch holding company that has a 19.80% ownership interest in the Salak and Darajat geothermal power plants in Indonesia. The sale transaction resulted in the Group's loss of control over ACEHI Netherlands and partial sell down in Salak and Darajat investment.
- **Others** are the following:
 - **Provision for impairment of financial assets at amortized cost** and **provision for expected credit losses** of ₱2,015.15 million were provided to investments made in UPC-ACE Solar in the form of redeemable preferred shares (presented under other financial assets at amortized cost) and development loan for its principal and interest (presented under receivables). UPC-ACE Solar holds the Group's existing investments in India that are either operating or near completion (Sitara 140MWdc, Paryapt 70MWdc, and Masaya Solar 420 MWdc). Provision for impairment was provided after comparing the updated economics of the underlying projects to their original investment case. The instruments are not expected to be fully serviced due to project delays, cost overrun, and foreign exchange depreciation, among others.
 - **Equity in net income of associates and joint ventures** for projects not yet operational of ₱428.23 million losses. These are the Group's investments in USA, India, and Lao-PDR.
 - The Group remeasured its 75.76% retained interest in ACEHI Netherlands using the fair market value of the sale transaction with SEOG and resulted in a **gain on remeasurement of retained interest** of ₱3,433.33 million.
 - **Other non-operational items** of ₱449.21 million (under other income) and overall income tax effect of ₱0.11 million. Other income is mainly interest income from investment in redeemable preferred shares of projects not yet operational (USA, India, and Lao-PDR) which is presented as interest income on other financial assets at amortized cost.

The table below bridges consolidated income before income tax to (i) the statutory earnings before interest, taxes, depreciation, and amortization (EBITDA) and then to (ii) attributable EBITDA.

- i. Statutory EBITDA is income before income tax plus (1) depreciation and amortization, (2) provision for impairment of assets and (3) interest and other finance charges less (1) interest and other financial income from cash in banks and short-term deposits and (2) gain on remeasurement of retained interest, which is a non-cash gain.
- ii. Attributable EBITDA is the sum of (1) statutory EBITDA, and (2) nonconsolidated operating projects' EBITDA multiplied by ACEN's economic interest less (1) equity in net income of associates and joint ventures, and (2) less interest and other financial income from other financial assets at amortized cost (this is presented under other income – net in the consolidated statements of income). This is not equivalent to the statutory EBITDA of the Group.
- iii. Core attributable EBITDA is attributable EBITDA less any one-off income (e.g., gain on change due to loss of control of subsidiary from partial divestment in Salak and Darajat investment which is the cash gain from said partial divestment).

<i>In thousand pesos</i>	December 31, 2023
Income before income tax	₱9,388,972
Depreciation and amortization	1,573,470
Provision for impairment of financial assets at amortized cost and expected credit losses	2,996,657
Interest and other finance charges (excluding lease obligations, amortization of debt issue cost, and other finance charges)	1,471,779
Interest and other financial income – cash in banks and short-term deposits	(1,586,517)
Gain on remeasurement of retained interest	(3,433,328)
Others	129,830
Statutory EBITDA	10,540,863
Nonconsolidated operating projects' EBITDA	13,026,350
Equity in net income of associates and joint ventures	(1,765,239)
Interest and other financial income – other financial assets at amortized cost	(2,995,968)
Attributable EBITDA	18,806,006
Gain on change due to loss of control of subsidiary	(1,062,030)
Core Attributable EBITDA	₱17,743,976

Material changes in Consolidated Statements of Financial Position accounts

<i>In thousand pesos</i>	December 31, 2023	December 31, 2022	Increase (Decrease)	
			Amount	%
Current Assets				
Cash and cash equivalents	39,696,662	34,630,011	5,066,651	15
Accounts and notes receivable - net	26,065,692	30,503,231	(4,437,539)	(15)
Fuel and spare parts	964,053	806,986	157,067	19
Financial assets at fair value through profit or loss (FVTPL)	1,938,497	42,863	1,895,634	4,423
Current portion of:				
Input value added tax (VAT)	2,059,734	2,132,179	(72,445)	(3)
Creditable withholding taxes	102,984	940,403	(837,419)	(89)
Other current assets	750,493	966,907	(216,414)	(22)
Noncurrent Assets				
Investments in:				
Associates and joint ventures	30,098,617	24,766,433	5,332,184	22
Other financial assets at amortized cost	21,633,799	21,260,907	372,892	2
Financial assets at FVTPL	1,932,975	1,260,023	672,952	53
Financial assets at fair value through other comprehensive income (FVOCI)	5,799,323	366,844	5,432,479	1,481
Plant, property and equipment	88,928,251	58,398,228	30,530,023	52
Right-of-use assets	8,213,704	3,726,647	4,487,057	120
Accounts and notes receivable - net of current portion	12,689,042	16,387,729	(3,698,687)	(23)
Goodwill and other intangible assets	23,165,368	23,268,743	(103,375)	(1)
Net of current portion:				
Input VAT	3,120,200	2,336,747	783,453	34
Creditable withholding tax	2,513,774	752,317	1,761,457	234
Deferred income tax assets – net	2,122,081	1,730,194	391,887	23
Other noncurrent assets	13,138,251	8,495,171	4,643,080	55

- Increase in **Cash and cash equivalents** is attributed to cash generated from operations and availments of short-term and long-term debts and issuance of redeemable preferred shares in September 2023 which covered for the investing activities for the year.
- Decrease in **Accounts and notes receivable** is mainly due to collections and loan repayments coming from BIM Wind, Asian Wind Power 1 and 2 and UPC Renewables Asia Pacific Holdings Ltd. (UPCAPH) following maturity of these instruments.
- **Fuel and spare parts** went up as a result of purchases in bunker fuels.
- **Financial assets at fair value through profit or loss** went up with acquisition of Masaya Solar CCDs, listed Philippine equity shares and placements for UITF investments through local bank.
- Decrease in **current portion of input VAT** is for offset to output VAT and portions is reclassified to non-current following assessment on future utilization.
- **Creditable withholding tax** movement is mainly due to reclasses to non-current following assessment on future utilization of tax credits.
- **Other current assets** decreased primarily due to less hedge transactions outstanding as at the end of the year following their maturities during the year.
 - **Investments in associates and joint ventures** increased mainly due to investments in SUPER, BrightNight, Monsoon, and UPC Power Solutions LLC with a total subscription of ₱4,369.14 million. Accumulated equity in net earnings increased by ₱827.41 million for the year largely coming from the wind plants in northern Luzon and in Vietnam due to stronger wind regime, as well as improved geothermal availability in Indonesia. Investments balance was reduced by dividends received from Salak-Darajat, BIMRE, and PhilWind and NLR (₱1,362.46 million) and currency translation losses (₱290.76 million) with the decline of Philippine peso vs US dollar for the year.
- **Investments in other financial assets at amortized cost** include redeemable preferred shares and convertible loans. During the year, significant movements are due to new investments made in Impact

Wind, NEFIN Solar, Beacon Capital Holdings Limited and UPCAPH amounting to ₱3,900.35 million and loan extensions of ₱1,807.64 million, these are offset by loan repayments of ₱2,341.77 million and impairment provisions of ₱1,860.97 million.

- **Current and Noncurrent financial assets at FVTPL** pertains to Compulsorily Convertible Debentures (CCDs) from Masaya Solar. Masaya Solar is currently constructing the 420MW solar farm in the Central Indian state of Madhya Pradesh.
- **Noncurrent financial assets at FVOCI** are largely the investment in shares and also include golf club shares and listed equity instruments. The increase is attributable to investments in equity instruments of UPC Solar (₱1,943.92 million), BrightNight (A-₱2,847.00 million), Puri Prakarsa Batam (₱341.47 million) and reclassification (₱353.34 million) of UPC Solar instrument from financial asset at amortized cost to FVOCI.
- **Plant, property and equipment's** increase came from multiple ongoing construction projects such as Pagudpud Wind, San Marcelino Solar (Phase 1, 2, and 3) Cagayan North Solar, Palauig 2 Solar, Pangasinan Solar, New England Solar Farm 1, and Stubbo Solar. The Group also capitalized borrowing cost to these renewable projects under construction.
- **Right-of-use asset's** increased due to new lease contracts in 2023, Development entities' leases of multiple blocks with Laguna Lake Development Authority where floating solar farms will be constructed.
- **Receivables - net of current portion** decreased primarily due to loan repayment and reclassification to current portion following maturity dates of the instruments.
- **Goodwill & other intangible assets** decreased following translation loss on the goodwill from ACEN Australia but is offset by the additional goodwill from acquisitions of Sinocalan, YMP Telecom and YMP Industrial.
- The majority of the balance of **Deferred tax asset** are from NOLCO of the Group.
- **Input VAT non-current** increased due to purchases for ongoing renewable projects.
- **Other non-current assets** include various advances to contractors for the ongoing project under construction and development. The increase is mainly attributable to capitalization of developmental costs to appropriate property, plant and equipment account upon operation and derivatives coming from the 20-year Long Term Energy Service Agreement (LTESA) for ACEN Australia's 720 MW (936 MWdc) New England Solar project and 400 MW (520 MWdc) Stubbo Solar project secured through the New South Wales.

<i>In thousand pesos</i>	December 31, 2023	December 31, 2022	Increase (Decrease)	
			Amount	%
Current Liabilities				
Accounts payable and other current liabilities	16,145,386	13,322,569	2,822,817	21
Short-term loans	1,500,000	2,900,000	(1,400,000)	(48)
Current portion of:				
Long-term loans	1,289,104	719,385	569,719	79
Lease liabilities	850,953	258,562	592,391	229
Income and withholding taxes payable	241,667	479,435	(237,768)	(50)
Due to stockholders	16,585	16,585	–	–
Noncurrent Liabilities				
Notes payable	32,003,794	32,093,314	(89,520)	(1)
Long-term loans - net of current portion	44,485,573	28,051,903	16,433,670	59
Lease liabilities - net of current portion	7,505,848	4,206,459	3,299,389	78
Pension and other employee benefits	368,827	76,997	291,830	379
Deferred tax income liabilities - net	805,902	226,268	579,634	256
Other noncurrent liabilities	6,344,004	827,643	5,516,361	667
Equity				
Common shares	39,691,895	39,691,895	–	–
Redeemable preferred shares	25,000	–	25,000	–
Additional paid-in capital	132,295,689	107,492,243	24,803,446	23
Other equity reserves	(59,450,345)	(56,585,740)	(2,864,605)	5
Unrealized fair value loss on equity instruments at FVOCI	(268,000)	(114,566)	(153,434)	134
Unrealized fair value gain on derivative instruments designated as hedges – net of tax	588,519	326,676	261,843	80
Remeasurement loss on defined benefit plans – net of tax	(32,821)	(43,910)	11,089	(25)
Accumulated share in other comprehensive loss of associates and joint ventures	(85,483)	(5,794)	(79,689)	1,375
Cumulative translation adjustments	5,864,713	7,449,690	(1,584,977)	(21)
Retained earnings	24,871,807	19,551,839	5,319,968	27
Treasury shares	(28,657)	(28,657)	–	–
Non-controlling interests	29,903,540	31,859,767	(1,956,227)	(6)

- **Accounts payable and other current liabilities** increased due to increased power purchases.
- **Short-term loans** are outstanding loans from local banks (Php 1,500.00 million).
- **Current portion of long-term loans** driven mainly by maturing amortization.
- **Current portion of lease liabilities** driven mainly by lease payment due in 2024.
- Decrease in **income and withholding taxes payable** was mainly due to settlement of income tax with the internal revenue regulator.
- **Notes payable** pertains to the ₱10,000.00 million 5-year Green Bonds by ACEN and the US\$400.00 million U.S. dollar-denominated senior guaranteed undated fixed-for-life (non-deferrable) Green Bonds (the Bonds) issued and listed in SGX-ST
- **Long-term loans - net of current portion** increased due to the new loan availed to support ongoing construction Philippine and International projects. The increase was partially offset by reclassification to current portion following amortization schedule.
- **Lease liabilities-net of current portion** increased mainly due to new leases related to the construction of floating solar projects along with interest expense recognized during the year.
- Majority of the balance of **deferred income tax liabilities** came from recognition on capitalized borrowing costs, unrealized foreign exchange gain and right-of-use assets of the Group as at year ended.
- **Other non-current liabilities** include contract liabilities and asset retirement obligations related to solar operations.
- Increase in **Additional Paid-in capital** is related to the 25,000,000 redeemable preferred shares issuance issue price of ₱1,000.00 per share with par value of ₱1.00 per share. This is equivalent to ₱24,975.00 million increase is offset by issue cost of ₱171.55 million.

- The decrease in **unrealized FV loss on equity instruments at FVOCI** came from mark-to-market loss for UPC Sidrap and UPC AC Energy Solar for the current period.
- **Unrealized fair value gain on derivative instruments designated as hedges** increased significantly due to hedge coming from the 20-year Long Term Energy Service Agreement (LTESA) for ACEN Australia.
- **Remeasurement loss on defined benefit plan** decreased parallel to various actuarial losses and gains on return on plan assets.
- The increase in **accumulated share in other comprehensive loss of associates and joint ventures** came from share in currency translation adjustment, interest rate swap hedges and remeasurements on pension of associates and joint ventures.
- **Retained earnings** increased from resulting net income earned for the year and dividend declarations.
- **Treasury shares** had no movement during the year.
- **Non-controlling interests** are mainly comprised of redeemable preferred shares (RPS) of ACE Cayman held by AC Energy Finance International Limited, 20% NCI in Robbins Island and a 4% NCI in Valley of the Winds. In 2023, the Group acquired the remaining NCI in UPC-ACE Australia. Non-controlling interests' aggregate share in net income amounted to ₱1,696.55 million, which was offset by dividends totaling ₱1,882.83 million.

Key Performance Indicators

The key performance indicators of ACEN and its majority owned subsidiaries, as consolidated, are the following:

Key Performance Indicator	Formula	31-Dec-23 (Audited)	31-Dec-22 (Audited)	Increase (Decrease)	
				Amount	%
Liquidity Ratios					
Current Ratio	Current assets	3.57	3.96	(0.39)	(10%)
	Current liabilities				
Acid test ratio	Cash + Short-term investments + Accounts receivables + Other liquid assets	3.38	3.68	(0.30)	(8%)
	Current liabilities				
Solvency Ratios					
Debt/Equity ratio	Total liabilities	0.64	0.56	0.08	15%
	Total equity				
Asset-to-equity ratio	Total assets	1.64	1.56	0.08	5%
	Total equity				
Interest Coverage Ratio	Statutory Earnings before interest & tax (EBIT)	2.37	2.14	0.23	11%
	Interest expense				
Net bank Debt to Equity ratio	Short & long-term loans - Cash & Cash Equivalents	0.23	0.19	0.04	21%
	Total Equity				
Profitability Ratios					
Return on Equity	Net income after tax attributable to equity holders of the Parent Company	6.05%	12.69%	(6.64%)	(52%)
	Average stockholders' equity				

Return on Common Equity	Net income after tax attributable to equity holders of the Parent Company (Common) Average Common equity attributable to equity holders of the Parent Company (Common)	5.71%	12.69%	(6.64%)	(55%)
Return on assets	Net income after taxes	3.52%	7.23%	(3.71%)	(51%)
	Average total assets				
Asset Turnover	Revenues	14.10%	17.45%	(3.35%)	(19.19%)
	Average total assets				

(5) Statutory EBIT is Statutory EBITDA less depreciation and amortization expense

(6) Cash interest expense is gross of capitalized borrowing cost of ₱1,852.97 million and ₱747.78 million for the years ended 31 December 2023 and 2022, respectively.

Current ratio & Acid test ratio

Current ratio & acid test ratio decreased due to increase in nearly maturing obligations.

Debt/Equity ratio & Asset-to-equity ratio

D/E ratio slightly increased with additional short-term and long-term loan availments, which were cushioned by the increase net income for the year. Asset-to-equity ratio also went up as the increase in total assets slightly outpaced the increase in equity.

Interest coverage ratio

Interest coverage improved based on higher EBIT relative to cash interest expense.

Net bank debt to equity ratio

Increased from last year due to more cash liquidity to cover for short-term and long-term loan obligations.

Return on Equity

Decreased from last year following lower net income after tax attributable to owners of the parent company. 2022 net income after tax higher mainly due to the gain on remeasurement of previously held interest of ₱10,921.03 million from ACEN AU acquisition. Average total stockholders' equity attributable to equity holders of the Parent Company in 2023 includes impact of the issuance of ACEN preferred shares of ₱25,000.00 million in September 2023.

Return on Common Equity

Decreased from last year following lower net income after tax attributable to owners of the parent company. 2022 net income after tax higher mainly due to the gain on remeasurement of previously held interest of ₱10,921.03 million from ACEN AU acquisition. This also reflects impact of the paid and cumulative dividends to ACEN preferred shareholders from September to December 2023.

Return on Asset

Decreased from last year following lower net income after tax attributable to owners of the parent company. 2022 net income after tax higher mainly due to the gain on remeasurement of previously held interest of ₱10,921.03 million from ACEN AU acquisition.

Material events and uncertainties

- There were no events that triggered direct or contingent financial obligation that was material to the Group. There were no contingent assets or contingent liabilities since the last annual financial reporting.
- There were no material off-balance sheet transactions, arrangements, obligations and other relationships of the Parent Company with unconsolidated entities or other persons created during the financial reporting period.
- There were no material events that had occurred subsequent to the financial reporting close except for the events after the reporting period disclosed in Note 30 of the Audited Consolidated Financial Statements.
- ACEN has material commitments to invest in capital expenditure projects mainly in the following:
 - 160MW Pagudpud Wind
 - 385MW San Marcelino Solar (Phase 1 and 2)
 - 200MW San Marcelino Solar (Phase 3)
 - 133MW Cagayan North Solar (Phase 1)
 - 300MW Palauig 2 Solar
 - 60MW Pangasinan Solar
 - 521MW New England Solar Farm 1
 - 520MW Stubbo Solar
- Any known trends, events or uncertainties that have had or that were reasonably expected to have material favorable or unfavorable impact on net revenues/income from continuing operations
 - The results of operations of ACEN and its subsidiaries depend to a significant extent, on the performance of the Philippine economy and the various markets where it operates.
 - The performance of the renewable energy plants depends on solar and wind resources, which are not within the control of ACEN. Plant availability can also impact ACEN's generation capacity.
 - The current highly competitive environment, operation of priority-dispatch variable renewable energy, and tight power supply in the Philippines have driven market prices of electricity upward.
 - Movements in the WESM prices could have a significant favorable or unfavorable impact on the Group's financial results.
 - Delays in the construction of new operating capacity may also impact ACEN's revenues/income.
 - Commodity prices, interest rates, and other macroeconomic factors may also impact the business.
- Any known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way - The Group is developing a line-up of renewable energy projects as part of its growth aspiration. The capital expenditures shall be funded by a combination of debt and equity.
- There were no significant elements of income or loss that did not arise from continuing operations that had material effect on the financial condition or results of operations.
- There were no operations subject to seasonality and cyclicity except for the operation of wind farms. The wind regime is high during the northeast monsoon ("amihan") season in the first and fourth quarter when wind turbines generate more power to be supplied to the grid. The generation drops in the second and third quarter due to low wind regime brought about by the southwest monsoon ("habagat").

COMPLIANCE PROGRAM

Corporate Governance

The Board of Directors, officers, and employees of the Company commit themselves to the principles and best practices embodied in its Corporate Governance Manual (the “CG Manual”). The Company believes that good corporate governance is a necessary component of sound strategic business management and will therefore make every effort to ensure its adherence within the organization.

The CG Manual establishes corporate governance practices that are founded on internationally recognized rigorous standards, systems, and processes designed to ensure the Company’s progress and stability, that an effective system of checks and balances is in place, and that a high standard of accountability and transparency to all stakeholders is enforced.

The Company’s CG Manual complies with the SEC’s requirements for corporate governance manuals. It primarily defines the roles and responsibilities of the Board and Management. More importantly, it includes a statement of their respective liabilities if they fail to comply with or violate any provisions of the Revised Manual. It also establishes policies on (a) independent directors, (b) Board committees, (c) conflicts of interest, (d) internal and external audit procedures and practices, including risk management, (e) whistleblowing, (f) stockholders’ rights and interests, and (g) management’s duty to communicate and inform stakeholders about the Company’s affairs. The principles within the CG Manual form the foundation for effective supervision and sound management of the Company to protect shareholders and other stakeholders and to promote the Company’s long-term growth and sustainability. In support of this, ACEN commits to fully adhering to the CG Manual, including, among others, the following:

- i. The Company annually assesses its compliance with the SEC Code of Corporate Governance for Publicly Listed Companies (the “Code”) and its CG Manual through the Integrated Annual Corporate Governance Report submitted to the SEC.
- ii. The Board conducts and accomplishes an annual Board Performance Self-Assessment exercise to measure or determine the level of compliance of the Board of Directors and top-level management with the CG Manual. The Group Compliance Officer reports the results to the Corporate Governance Nomination Committee and Board, as far as practicable, in the next meetings after the assessment. Every three years, the board assessment is conducted by an independent third party.

In 2024, the Company’s Board and Board Committee evaluation for year 2023 was facilitated by Aon Singapore Pte. Ltd (Aon) and covered the Board’s performance across several criteria, including board composition, board roles, functions and processes, information management, representation of shareholders and ESG factors, managing company’s performance, senior executive’s talent management and corporate governance practices related to strategy, policy, risk and accountability. The evaluation was conducted through a questionnaire answered by each director, and interviews with the President & CEO and each director. AON recommended three (3) areas for the Board to focus on, namely: (a) Human Capital Management, (b) Director Development and Management, and (c) Board and Management Relationship.

For the 2025 assessment cycle, the Company engaged Teneo, a global CEO advisory firm, to conduct the external performance assessment of the Board, Board Committees, and individual directors.

- iii. To ensure good governance, the Board establishes the vision, strategic objectives, key policies, and procedures for the management of the Company, as well as the mechanism for monitoring and evaluating Management’s performance.
- iv. The Company strives to fully adhere to the leading practices and principles of good corporate governance contained in the CG Manual.

- v. The Company periodically reviews and updates its By-Laws, Board Charter and CG Manual as further steps to ensure adherence to prevailing principles and practices of good corporate governance.
- vi. The Board ensures the presence and adequacy of internal control mechanisms for good governance in accordance with the CG Manual. The minimum internal control mechanisms for the Board's oversight responsibility include, but are not limited to:
 - (1) Ensuring the presence of organizational and procedural controls, supported by an effective management information system and risk management reporting system;
 - (2) Reviewing conflict-of-interest situations and providing appropriate remedial measures for the same;
 - (3) Appointing a CEO with the appropriate ability, integrity and experience to fill the role, as well as defining the CEO's duties and responsibilities;
 - (4) Reviewing proposed senior management appointments;
 - (5) Ensuring the selection, appointment and retention of qualified and competent management; reviewing the Company's personnel and human resources policies, compensation plan and the management succession plan;
 - (6) Institutionalizing the internal audit function; and
 - (7) Ensuring the presence of, and regularly reviewing, the performance and quality of external audit.
- vii. The Company adopts necessary policies to promote stronger corporate governance practices. In line with the increasing stakeholder focus on diversity in the boardroom, the Company remains committed to having qualified directors with a diverse mix of expertise, experience, and skills. With respect to gender, there are two (2) female directors currently serving on the Board, occupying 18% of the total Board seats. Further, to ensure the protection of shareholder interests and the integrity of its related party transactions, the Company regularly reviews and updates its Related Party Transactions Policy in compliance with SEC Memorandum Circular No. 10, Series of 2019.

Compliance Officer

The Board designates a Compliance Officer who reports to the Chairman of the Board. As required of publicly listed companies, the appointment of the Compliance Officer is properly disclosed to the SEC. The Board also ensures the presence and adequacy of internal control mechanisms for good governance.

The Company's Group Compliance Officer's duties include ensuring proper on boarding of new directors (i.e., orientation on the Company's business, charter, articles of incorporation and by-laws, among others), monitor, review, evaluate and ensure compliance by the Company, its officers and directors with the relevant laws, with the Code, rules and regulations and all governance issuances of regulatory agencies, appear before the SEC upon summon on matters in relation to compliance with the Code, ensure the integrity and accuracy of all documentary submissions to regulators, determine violation/s of the Code and recommend to the Board the imposition of appropriate disciplinary action on the responsible parties and the adoption of measures to prevent a repetition of the violation, identify possible areas of compliance issues and work towards the resolution of the same, develop and establish, subject to approval of the Board, a monitoring and evaluation system to determine compliance with the Manual, which system shall provide for a procedure that fulfils the requirements of due process, ensure the attendance of board members and key officers to relevant trainings and perform such other duties and responsibilities as may be provided by the SEC.

Integrated Annual Corporate Governance Report (I-ACGR)

SEC MC No. 15, Series of 2017 was issued in December 2017, requiring all publicly listed companies to submit an Integrated Annual Corporate Governance Report (“I-ACGR”) by May 30 of the following year for each year the company remains listed on the PSE. This report must include all relevant information from the previous year.

The I-ACGR replaces the last ACGR submitted to the SEC for 2017, and the last Compliance Report on Corporate Governance submitted to the PSE for 2017. For the fiscal year 2022, the Company submitted its I-ACGR on 31 May 2023. For 2023, the Company submitted its I-ACGR on 29 May 2024, and for 2024, it submitted its I-ACGR on 22 May 2025.

As of 31 December 2025, the Company has substantially adhered to the principles and best practices outlined in the Manual. No sanctions have been imposed on any director, officer, or employee for violations of the Manual. The Company is taking additional steps to improve adherence to good corporate governance principles and practices. On 7 March 2023, the Board approved updates to the Manual to reflect newly created and expanded roles within the Company, aimed at strengthening the senior management team. The Manual was further revised on 15 December 2023 to align the titles and functions of key officers with organizational changes.

Integrated Report

The Company adheres to the International Integrated Reporting Framework set by the International Integrated Reporting Council to present its business model, risks and opportunities, strategy, performance, and outlook.

A copy of the Company’s 2025 Integrated Report may be accessed via <https://www.acenrenewables.com/disclosures/2025-integrated-report/>.

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR CONSOLIDATED FINANCIAL STATEMENTS**

The management of **ACEN CORPORATION and Subsidiaries** (the "Group") is responsible for the preparation and fair presentation of the consolidated financial statements, including the schedules attached therein, as at December 31, 2025 and 2024, and for the years ended December 31, 2025, 2024 and 2023, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Group's financial reporting process.

The Board of Directors reviews and approves the consolidated financial statements, including the schedules attached therein, and submits the same to the Stockholders.

SyCip Gorres Velayo & Co., the independent auditors appointed by the Stockholders, has audited the consolidated financial statements of the Group in accordance with Philippine Standards on Auditing, and in its report to the Stockholders, has expressed its opinion on the fairness of presentation upon the completion of such audit.


CEZAR P. CONSING

Chairman of the Board of Directors


JOHN ERIC T. FRANCIA

President and Chief Executive Officer

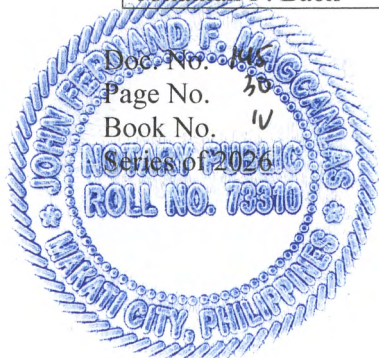

JONATHAN P. BACK

Group Chief Finance Officer
and Group Chief Strategy Officer

Signed this 9th day of March 2026

SUBSCRIBED AND SWORN to before me this MAR 09 2026 at Makati City, affiants exhibiting to me their Passport, as follows:

Name	Passport No.	Date of Issue	Place of Issue
Cezar P. Consing	P6868155A	17 Apr 2018	DFA NCR South
John Eric T. Francia	P3923362B	21 Nov 2019	DFA Manila
Jonathan P. Back	GBR 142881794	02 Nov 2023	United Kingdom




JOHN FERDINAND F. MAGCANLAS
 PTR No. MKT 10764681 Makati City; January 5, 2026
 IBP No. 575784; December 29, 2025
 Attorney's Roll No. 73310
 MCL Compliance No. VIII-0038403
 ULAS is subject for Compliance
 35/F Ayala Triangle Gardens Tower 2
 Makati Avenue corner Paseo de Roxas, Makati City
 35F Ayala Triangle Gardens Tower 2
 Paseo de Roxas cor. Makati Avenue
 Makati City, Philippines 1226
 acenrenewables.com

COVER SHEET

for

AUDITED FINANCIAL STATEMENTS

0	6	9	-	0	3	9	2	7	4	

[illegible][illegible]

N	/	A	

Company's Email Address	Company's Telephone Number	Mobile Number
corporatesecretary@acenrenewables.com	(632) 7730-6300	
No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
4,670	04/23	12/31

The designated contact person <u>MUST</u> be an Officer of the Corporation			
Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Alan T. Ascalon	alan.ascalon@acenrenewables.com	(632) 7730-6300	-

**35th Floor, Ayala Triangle Gardens Tower 2,
Paseo de Roxas corner Makati Avenue, Makati City, 1226**

NOTE 1 *In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.*

2 *All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.*



INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
ACEN CORPORATION
35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner,
Makati Avenue, Makati City

Report on the Audit of the Financial Statements

Opinion

We have audited the consolidated financial statements of ACEN CORPORATION and its Subsidiaries (collectively, the Group), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2025, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2025 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), as applicable to the audits of the financial statements of public interest entities, together with the ethical requirements that are relevant to the audit of the consolidated financial statements of public interest entities in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.



We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Impairment Testing of Goodwill arising from Acquisition of UPC-AC Energy Australia HK Ltd.

Under PFRS Accounting Standards, the Group is required to annually test the amount of goodwill for impairment. As of December 31, 2025, the Group's goodwill attributable to UPC-AC Energy Australia HK Ltd. (UPC-ACE Australia) amounted to ₱21,849.24 million, which is considered significant to the consolidated financial statements. In addition, management's assessment process requires significant judgment and is based on assumptions which are subject to higher level of estimation uncertainty, specifically forecasted revenue growth rate, earnings before interest, taxes, depreciation and amortization (EBITDA) margins and the discount rate used in calculating the present value of future cash flows.

The Group's disclosures are included in Note 10 to the consolidated financial statements.

Audit Response

We sent instructions to the statutory auditors of ACEN Renewables International Pte. Ltd. (ACRI), the immediate parent company of UPC-ACE Australia, to perform an audit on the relevant financial information of ACRI for the purpose of the Group's consolidated financial statements. These audit instructions cover their scope of work, risk assessment procedures, audit strategy and reporting responsibilities. We discussed with ACRI statutory auditors about their key audit areas, planning and execution of audit procedures, significant areas of estimation and judgment, and results of their work for the year ended December 31, 2025.

We obtained an understanding of the management's process for evaluating the impairment of goodwill. We reviewed the working papers of the statutory auditor of ACRI, specifically, we reviewed the procedures performed in evaluating the methodology and assumptions used by management. These assumptions include revenue growth rates, EBITDA margins and discount rate. We compared the key assumptions used, such as forecasted revenue growth rates and gross margin, prices in the energy spot market against the historical performance of the cash generating unit and industry outlook and other relevant external data. We tested the parameters used in the determination of the discount rate against market data. We also performed stress testing on key assumptions, specifically those that have the most significant effect on the determination of the recoverable amount of goodwill.

We also reviewed the Group's disclosures about those assumptions to which the outcome of the impairment test is most sensitive, specifically those that have the most significant effect in the determination of the recoverable amounts of goodwill.



Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2025 but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2025 are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is
Maria Veronica Andresa R. Pore.

SYCIP GORRES VELAYO & CO.

Maria Veronica Andresa R. Pore

Maria Veronica Andresa R. Pore

Partner

CPA Certificate No. 90349

Tax Identification No. 164-533-282

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

SEC Partner Accreditation No. 90349-SEC (Group A)

Valid to cover audit of 2022 to 2026 financial statements

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-071-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10765107, January 2, 2026, Makati City

March 9, 2026



ACEN CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Amounts in Thousands)

		December 31	
	Notes	2025	2024
ASSETS			
Current Assets			
Cash and cash equivalents	4, 25	₱18,358,434	₱25,158,358
Current portion of:			
Accounts and notes receivable	5	24,763,585	22,763,923
Input value added tax (VAT)		2,471,774	2,793,187
Creditable withholding taxes		293,222	360,841
Financial assets at fair value through profit or loss (FVTPL)	26	1,412,681	5,704,353
Fuel and spare parts - at cost		227,521	974,526
Other current assets	11	1,954,353	1,376,921
Total Current Assets		49,481,570	59,132,109
Noncurrent Assets			
Investment in:			
Associates and joint ventures	6	46,823,966	42,735,003
Redeemable preferred shares and convertible loans	7	20,050,761	17,828,524
Financial assets at FVTPL	26	744,873	921,787
Financial assets at fair value through other comprehensive income (FVOCI)	26	13,279,340	12,116,639
Property, plant and equipment	8	148,280,390	121,852,460
Right-of-use assets	9	8,261,261	8,454,956
Goodwill and other intangible assets	10	26,341,205	25,599,005
Net of current portion:			
Accounts and notes receivable	5	19,807,659	17,809,515
Input VAT		3,389,211	3,042,624
Creditable withholding taxes		4,262,508	3,681,895
Deferred income tax assets - net	21	3,085,546	3,316,975
Other noncurrent assets	11	17,980,570	13,050,739
Total Noncurrent Assets		312,307,290	270,410,122
TOTAL ASSETS		₱361,788,860	₱329,542,231

(Forward)



		December 31	
		2025	2024
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and other current liabilities	12	₱12,758,197	₱14,408,806
Short-term loans	13, 25	11,299,890	5,600,000
Current portion of:			
Long-term loans	13, 26	1,546,140	7,456,367
Lease liabilities	9, 26	1,631,540	1,889,401
Income and withholding taxes payable		494,043	302,541
Due to stockholders	22	13,156	13,138
Total Current Liabilities		27,742,966	29,670,253
Noncurrent Liabilities			
Notes payable	13, 26	33,467,881	33,056,481
Noncurrent portion of:			
Long-term loans	13, 26	116,398,256	87,399,527
Lease liabilities	9, 26	12,591,279	12,609,041
Pension and other employee benefits		306,925	329,025
Deferred income tax liabilities - net	21	551,192	1,454,664
Other noncurrent liabilities	14	9,882,884	7,580,040
Total Noncurrent Liabilities		173,198,417	142,428,778
Total Liabilities		200,941,383	172,099,031
Equity			
Common shares	1, 15	39,965,935	39,691,895
Redeemable preferred shares	1, 15	25,000	25,000
Additional paid-in capital	1, 15	132,570,571	132,295,689
Other equity reserves	15	(58,996,243)	(59,450,345)
Unrealized fair value loss on equity instruments at FVOCI		(2,560,205)	(3,074,292)
Unrealized fair value loss on derivative instruments designated as hedges - net of tax		(325,366)	(592,720)
Remeasurement loss on defined benefit plans - net of tax		(45,104)	(64,414)
Accumulated share in other comprehensive loss of associates and joint ventures	6	(274,710)	(167,097)
Cumulative translation adjustments	15	11,612,280	8,590,223
Retained earnings	15	30,184,113	30,320,264
Treasury shares		(28,657)	(28,657)
Total equity attributable to equity holders of the Parent Company		152,127,614	147,545,546
Non-controlling interests	15	8,719,863	9,897,654
Total Equity		160,847,477	157,443,200
TOTAL LIABILITIES AND EQUITY		₱361,788,860	₱329,542,231

See accompanying Notes to Consolidated Financial Statements.



ACEN CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Amounts in Thousands, Except Per Share Figures)

		Years Ended December 31		
	Notes	2025	2024	2023
REVENUES				
Revenue from sale of electricity	16	₱30,992,361	₱36,134,274	₱36,181,426
Dividend income		477,863	515,961	—
Rental income		70,597	69,597	68,857
Other revenues		481,228	580,570	248,850
		32,022,049	37,300,402	36,499,133
COSTS AND EXPENSES				
Costs of sale of electricity	17			
Cost of purchased power		17,805,217	22,043,543	27,272,520
Depreciation and amortization		3,042,933	2,023,059	1,207,418
Fuel		230,531	1,018,764	1,522,458
Others		2,703,402	2,273,213	1,727,686
		23,782,083	27,358,579	31,730,082
General and administrative expenses	18			
Provision for impairment		4,179,327	1,135,006	2,996,657
Personnel costs, management, and professional fees		1,880,366	3,133,250	2,606,677
Depreciation and amortization		784,305	569,218	366,052
Others		2,504,411	2,145,290	1,501,498
		9,348,409	6,982,764	7,470,884
		33,130,492	34,341,343	39,200,966
EQUITY IN NET INCOME OF ASSOCIATES AND JOINT VENTURES	6	2,709,314	1,190,966	1,765,239
OTHER INCOME (CHARGES)				
Interest and other financial income	20			
Cash in banks and short-term deposits	4, 11	711,003	989,573	1,586,517
Accounts and notes receivable	5	2,926,037	2,428,544	2,346,536
Investments in redeemable preferred shares and convertible loans	7	2,565,251	2,916,233	3,137,338
		6,202,291	6,334,350	7,070,391
Interest and other finance charges	19	(5,363,662)	(3,292,071)	(1,930,265)
Other income - net	20			
Gain on disposal of assets		131,529	2,638,008	1,062,030
Remeasurement gain		—	—	3,433,328
Others		1,350,619	1,112,085	690,082
		1,482,148	3,750,093	5,185,440
		2,320,777	6,792,372	10,325,566
INCOME BEFORE INCOME TAX		3,921,648	10,942,397	9,388,972
(BENEFIT FROM) PROVISION FOR INCOME TAX	21	(357,385)	829,920	282,298
NET INCOME		₱4,279,033	₱10,112,477	₱9,106,674
Net Income Attributable To:				
Equity holders of the Parent Company		₱3,775,398	₱9,360,006	₱7,396,140
Non-controlling interests		503,635	752,471	1,710,534
		₱4,279,033	₱10,112,477	₱9,106,674
Net income attributable to equity holders of Parent Company		₱3,775,398	₱9,360,006	₱7,396,140
Less cumulative preferred share dividends		1,927,679	1,927,679	642,560
Net income attributable to common shareholders of Parent Company		₱1,847,719	₱7,432,327	₱6,753,580
Basic/Diluted Earnings Per Share	23	₱0.05	₱0.19	₱0.17

See accompanying Notes to Consolidated Financial Statements.



ACEN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Thousands, Except Per Share Figures)

		Years Ended December 31		
	Notes	2025	2024	2023
NET INCOME		₱4,279,033	₱10,112,477	₱9,106,674
OTHER COMPREHENSIVE INCOME (LOSS)				
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods				
		3,012,949	2,760,717	(1,508,828)
	Cumulative translation adjustments			
	Unrealized fair value gain (loss) on derivative instruments designated as hedges - net of tax	267,354	(1,181,239)	261,843
		3,280,303	1,579,478	(1,246,985)
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods				
	Net changes in the fair value of equity instruments at FVOCI	521,694	(2,806,292)	(153,434)
	Remeasurement (loss) gain on defined benefit plans - net of tax	(1,665)	(31,593)	11,089
		520,029	(2,837,885)	(142,345)
		3,800,332	(1,258,407)	(1,389,330)
SHARE IN OTHER COMPREHENSIVE INCOME (LOSS) OF ASSOCIATES AND JOINT VENTURES		6		
Other comprehensive (loss) income to be reclassified to profit or loss in subsequent periods				
	Cumulative translation adjustment	(87,934)	(166,434)	(71,365)
	Interest rate swap	(14,989)	69,807	14,596
	Unrealized fair value (loss) gain on derivative instruments designated as hedges - net of tax	—	(2,891)	4,111
Other comprehensive (loss) income not to be reclassified to profit or loss in subsequent periods				
	Remeasurement (loss) gain on defined benefit plans - net of tax	(4,690)	17,904	(27,031)
		(107,613)	(81,614)	(79,689)
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)		3,692,719	(1,340,021)	(1,469,019)
TOTAL COMPREHENSIVE INCOME		₱7,971,752	₱8,772,456	₱7,637,655
Total Comprehensive Income Attributable To:				
	Equity holders of the Parent Company	₱7,477,225	₱7,984,778	₱5,850,972
	Non-controlling interests	494,527	787,678	1,786,683
		₱7,971,752	₱8,772,456	₱7,637,655

See accompanying Notes to Consolidated Financial Statements.



ACEN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Amounts in Thousands)

	Attributable to Equity Holders of the Parent Company															
	Common Shares (Note 15)	Additional Paid-in Capital - Common Shares (Note 15)	Redeemable Preferred Shares (Note 15)	Additional Paid-in Capital - Redeemable Preferred Shares (Note 15)	Other Equity Reserves (Note 15)	Unrealized Fair Value (Loss) Gain on Equity Instruments at FVOCI	Unrealized Fair Value (Loss) Gain on derivative instruments designated as hedge – net of tax	Remeasurement (Loss) Gain On Defined Benefit Plans – net of tax	Accumulated Share in Other Comprehensive Loss of Associates and Joint Ventures (Note 6)	Cumulative Translation Adjustments (Note 15)	Retained Earnings (Note 15)	Treasury Shares	Total	Non-controlling Interests (Note 15)	Total Equity	
Balances at January 1, 2025	₱39,691,895	₱107,492,243	₱25,000	₱24,803,446	(₱59,450,345)	(₱3,074,292)	(₱592,720)	(₱64,414)	(₱167,097)	₱8,590,223	₱30,320,264	(₱28,657)	₱147,545,546	₱9,897,654	₱157,443,200	
Net income	–	–	–	–	–	–	–	–	–	–	3,775,398	–	3,775,398	503,635	4,279,033	
Other comprehensive income (loss)	–	–	–	–	–	521,694	267,354	(1,665)	(107,613)	3,022,057	–	–	3,701,827	(9,108)	3,692,719	
Total comprehensive income (loss)	–	–	–	–	–	521,694	267,354	(1,665)	(107,613)	3,022,057	3,775,398	–	7,477,225	494,527	7,971,752	
Dividends declared (Note 15)	–	–	–	–	–	–	–	–	–	–	(3,911,549)	–	(3,911,549)	(632,108)	(4,543,657)	
Grants through employee stock ownership plan (ESOWN)	274,040	277,618	–	–	–	–	–	–	–	–	–	–	551,658	–	551,658	
Share issuance cost	–	(2,736)	–	–	–	–	–	–	–	–	–	–	(2,736)	–	(2,736)	
Change due to loss of control (Note 15)	–	–	–	–	–	(7,607)	–	20,975	–	–	–	–	13,368	43,892	57,260	
Acquisition of non-controlling interest in a subsidiary (Note 15)	–	–	–	–	454,102	–	–	–	–	–	–	–	454,102	(595,369)	(141,267)	
Capital redemption of non-controlling interest in a subsidiary (Note 15)	–	–	–	–	–	–	–	–	–	–	–	–	–	(488,733)	(488,733)	
	274,040	274,882	–	–	454,102	(7,607)	–	20,975	–	–	(3,911,549)	–	(2,895,157)	(1,672,318)	(4,567,475)	
Balances at December 31, 2025	₱39,965,935	₱107,767,125	₱25,000	₱24,803,446	(₱58,996,243)	(₱2,560,205)	(₱325,366)	(₱45,104)	(₱274,710)	₱11,612,280	₱30,184,113	(₱28,657)	₱152,127,614	₱8,719,863	₱160,847,477	
Balances at January 1, 2024	₱39,691,895	₱107,492,243	₱25,000	₱24,803,446	(₱59,450,345)	(₱268,000)	₱588,519	(₱32,821)	(₱85,483)	₱5,864,713	₱24,871,807	(₱28,657)	₱143,472,317	₱29,903,540	₱173,375,857	
Net income	–	–	–	–	–	–	–	–	–	–	9,360,006	–	9,360,006	752,471	10,112,477	
Other comprehensive (loss) income	–	–	–	–	–	(2,806,292)	(1,181,239)	(31,593)	(81,614)	2,725,510	–	–	(1,375,228)	35,207	(1,340,021)	
Total comprehensive (loss) income	–	–	–	–	–	(2,806,292)	(1,181,239)	(31,593)	(81,614)	2,725,510	9,360,006	–	7,984,778	787,678	8,772,456	
Dividends declared (Note 15)	–	–	–	–	–	–	–	–	–	–	(3,911,549)	–	(3,911,549)	(684,751)	(4,596,300)	
Capital infusion of non-controlling interest in a subsidiary	–	–	–	–	–	–	–	–	–	–	–	–	–	20,428	20,428	
Capital redemption of non-controlling interest in a subsidiary (Note 15)	–	–	–	–	–	–	–	–	–	–	–	–	–	(20,129,241)	(20,129,241)	
	–	–	–	–	–	–	–	–	–	–	(3,911,549)	–	(3,911,549)	(20,793,564)	(24,705,113)	
Balances at December 31, 2024	₱39,691,895	₱107,492,243	₱25,000	₱24,803,446	(₱59,450,345)	(₱3,074,292)	(₱592,720)	(₱64,414)	(₱167,097)	₱8,590,223	₱30,320,264	(₱28,657)	₱147,545,546	₱9,897,654	₱157,443,200	

See accompanying Notes to Consolidated Financial Statements.



Attributable to Equity Holders of the Parent Company

	Common Shares (Note 15)	Additional Paid-in Capital - Common Shares (Note 15)	Redeemable Preferred Shares (Note 15)	Additional Paid-in Capital – Redeemable Preferred Shares (Note 15)	Other Equity Reserves (Note 15)	Unrealized Fair Value Loss on Equity Instruments at FVOCI	Unrealized Fair Value Gain on derivative instruments designated as hedge – net of tax	Remeasurement (Loss) Gain On Defined Benefit Plans – net of tax	Accumulated Share in Other Comprehensive Loss of Associates and Joint Ventures (Note 6)	Cumulative Translation Adjustments	Retained Earnings (Note 15)	Treasury Shares (Note 15)	Total	Non-controlling Interests (Note 15)	Total Equity
Balances at January 1, 2023	P39,691,895	P107,492,243	P–	P–	(P56,585,740)	(P114,566)	P326,676	(P43,910)	(P5,794)	P7,449,690	P19,551,839	(P28,657)	P117,733,676	P31,859,767	P149,593,443
Net income	–	–	–	–	–	–	–	–	–	–	7,396,140	–	7,396,140	1,710,534	9,106,674
Other comprehensive (loss) income	–	–	–	–	–	(153,434)	261,843	11,089	(79,689)	(1,584,977)	–	–	(1,545,168)	76,149	(1,469,019)
Total comprehensive (loss) income	–	–	–	–	–	(153,434)	261,843	11,089	(79,689)	(1,584,977)	7,396,140	–	5,850,972	1,786,683	7,637,655
Dividends declared	–	–	–	–	–	–	–	–	–	–	(2,069,015)	–	(2,069,015)	(1,882,833)	(3,951,848)
Issuance of capital stock	–	–	25,000	24,975,000	–	–	–	–	–	–	–	–	25,000,000	–	25,000,000
Share issuance costs	–	–	–	(171,554)	–	–	–	–	–	–	–	–	(171,554)	–	(171,554)
Acquisition of non-controlling interest in a subsidiary	–	–	–	–	(2,864,605)	–	–	–	–	–	–	–	(2,864,605)	(1,860,077)	(4,724,682)
Others	–	–	–	–	–	–	–	–	–	–	(7,157)	–	(7,157)	–	(7,157)
Balances at December 31, 2023	P39,691,895	P107,492,243	P25,000	P24,803,446	(P59,450,345)	(P268,000)	P588,519	(P32,821)	(P85,483)	P5,864,713	P24,871,807	(P28,657)	P143,472,317	P29,903,540	P173,375,857



ACEN CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

		Years Ended December 31		
	Notes	2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		₱3,921,648	₱10,942,397	₱9,388,972
Adjustments for:				
Interest and other financial income	20	(6,202,291)	(6,334,350)	(7,070,391)
Interest and other finance charges	19	5,363,662	3,292,071	1,930,265
Depreciation and amortization	17, 18	3,827,238	2,592,277	1,573,470
Equity in net income of associates and joint ventures	6	(2,709,314)	(1,190,966)	(1,765,239)
Dividend income	22	(477,863)	(515,961)	—
Pension and other employee benefits	17, 18	89,595	131,352	302,920
Unrealized foreign exchange (gains) losses - net		(3,571)	(357,635)	22,705
Provision for (reversal of):				
Expected credit losses	5, 18	4,094,148	1,223,402	1,124,734
Impairment loss (recovery) on:				
Investment in a joint venture	6, 18	68,830	—	—
Property, plant and equipment, net	8, 18	19,867	3,557	4,569
Advances to contractors, net	11, 18	(3,518)	1,741	6,385
Redeemable preferred shares and convertible loans	7, 18	—	(93,694)	1,860,969
Loss (gain) on:				
Fair value adjustment on financial asset at FVTPL	20	257,181	147,216	262,383
Change due to loss of control	2, 6, 20	(221,140)	—	—
Sale of financial asset at FVTPL	20	(161,790)	(61,603)	(49,929)
Disposal of investment - net	2, 6, 20	89,611	(1,213,494)	(1,062,030)
Discount on long-term receivables	20	36,886	31,146	33,594
Loan assignment	20	(27,186)	—	—
Sale of property, plant and equipment	20	11,916	(46,647)	3,872
Settlement of derivatives	20	2,339	(137,863)	31,268
Sale and leaseback	2, 20	—	(1,035,334)	—
Early redemption of convertible loan	20	—	(389,182)	—
Remeasurement gain on investments	2, 20	—	—	(3,433,328)
Settlement of development loan	5, 20	—	—	(515,000)
Recovery of tax credit certificate on real property tax	20	—	—	(8,538)
Operating income before working capital changes		7,976,248	6,988,430	2,641,651
(Increase) decrease in:				
Accounts receivable		(2,782,761)	5,593,330	201,862
Fuel and spare parts		(122,130)	(10,473)	(157,067)
Other current assets and CWT		(1,079,965)	(418,029)	(1,154,082)
Increase (decrease) in accounts payable and other current liabilities		995,410	(448,639)	583,600
Cash generated from operations		4,986,802	11,704,619	2,115,964
Interest received		718,563	1,074,933	1,492,833
Income and withholding taxes paid		(604,194)	(1,049,934)	(421,764)
Net cash flows from operating activities		5,101,171	11,729,618	3,187,033
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to:				
Property, plant and equipment	8	(22,108,194)	(32,694,306)	(25,803,451)
Loans receivable	5, 22	(19,734,953)	(4,893,482)	(8,825,351)
Investment in financial assets at FVTPL	22	(8,662,320)	(21,860,599)	(6,672,399)
Investments in associates and joint venture, net	6	(2,575,160)	(11,835,030)	(4,592,106)
Advances for land acquisition	11	(2,510,924)	—	—
Investments in redeemable preferred shares	7	(996,133)	(1,665,068)	(2,433,046)
Subscription deposits	7	(904,236)	(228,144)	(1,467,305)
Other intangible assets	10	(798,225)	(298,342)	(85,653)
Investment in financial assets at FVOCI		(369,993)	(965,031)	(5,496,726)
Short-term investments	11	(700,651)	(161,966)	528
Investments in subsidiaries, net of cash acquired	24	—	(569,802)	53,165
Convertible loan		—	—	(1,807,639)
Proceeds from:				
Collection of loans receivable	5, 22	15,057,536	4,265,040	17,111,928
Sale of investments in financial asset at FVTPL	22	13,081,440	18,164,305	4,131,285
Return of capital from a joint venture	6	1,341,096	—	228,312

(Forward)



Years Ended December 31				
	Notes	2025	2024	2023
Change due to loss of control, net of cash surrendered	2, 6	₱869,383	₱208,727	₱3,945,443
Short-term investments	11	700,944	—	—
Sale of property, plant and equipment	8	24,382	63,682	13,408
Redemption of financial assets at FVOCI		—	2,920,617	—
Redemption of redeemable preferred shares	7	—	1,389,659	323,987
Redemption of financial assets at FVTPL		—	587,989	—
Redemption of convertible loan		—	389,265	2,341,774
Dividends received from:				
Investments in associates and joint ventures	6	1,693,587	1,786,093	1,362,464
Financial assets at FVOCI		471,889	515,961	—
Interest received		2,764,263	2,480,022	4,544,222
Increase in other noncurrent assets		(240,093)	(3,597,857)	(1,771,430)
Net cash flows used in investing activities		(23,596,362)	(45,998,267)	(24,898,590)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from:				
Availment of long-term loans	13, 28	41,295,668	47,292,421	17,586,442
Availment of short-term loans	13, 28	25,899,320	25,600,000	9,000,000
Capital infusion of non-controlling interest in a subsidiary	2, 15	—	20,428	—
Issuance of capital stock		—	—	25,000,000
Payments of:				
Long-term loans	13, 28	(22,684,475)	(1,701,273)	(541,690)
Short-term loans	13, 28	(20,199,430)	(17,300,000)	(10,400,000)
Interest on short-term and long-term loans	28	(7,153,987)	(7,446,873)	(3,065,790)
Cash dividends	15, 28	(4,543,639)	(4,599,747)	(3,951,848)
Lease liabilities	9, 28	(1,266,846)	(536,537)	(523,233)
Capital redemption of non-controlling interest in a subsidiary	15	(488,733)	(20,129,241)	—
Interest on lease liabilities	9, 28	(406,135)	(344,663)	(250,092)
Acquisition of non-controlling interest in a subsidiary	15	(141,267)	—	(4,724,682)
Debt issue cost	13	(59,640)	(531,777)	(55,125)
Stock issuance costs		(2,736)	—	(171,554)
Increase (decrease) in other noncurrent liabilities		625,657	(42,835)	(1,002,976)
Net cash flows from financing activities		10,873,757	20,279,903	26,899,452
EFFECT OF FOREIGN EXCHANGE RATE CHANGES				
ON CASH AND CASH EQUIVALENTS		821,510	(549,558)	(121,244)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS				
		(6,799,924)	(14,538,304)	5,066,651
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR				
		25,158,358	39,696,662	34,630,011
CASH AND CASH EQUIVALENTS AT END OF YEAR	4	₱18,358,434	₱25,158,358	₱39,696,662



ACEN CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Amounts in Thousands, Except When Otherwise Indicated)

1. Corporate Information

ACEN CORPORATION, (ACEN or the Parent Company) incorporated on September 8, 1969 and registered with the Philippine Securities and Exchange Commission (SEC), is engaged in the business of, and/or investing in, electric power development and generation, retail electricity supply, and providing guarantees or similar security arrangements. The Parent Company is a licensed Retail Electricity Supplier (RES). As a RES, the Parent Company is allowed to supply electricity to the contestable market pursuant to the Electric Power Industry Reform Act (EPIRA). Other activities of the Parent Company include investing in various operating companies and financial instruments. ACEN and its subsidiaries are referred to as “the Group”.

The direct parent company (or intermediate parent company) of ACEN is AC Energy and Infrastructure Corporation (ACEIC), a wholly owned subsidiary of Ayala Corporation (AC). AC is a publicly listed company which is 47.84% owned by Mermac, Inc. (ultimate parent company), and the rest by the public. AC is a listed entity incorporated in the Philippines.

As at December 31, 2025 and 2024, ACEIC owns 58.60% and 58.23%, respectively, of ACEN’s total outstanding shares of stock. This is based on direct and indirect ownership of ACEIC.

Amendment of Articles of Incorporation

On March 7, 2023, during the regular meeting, the Parent Company’s Board of Directors (BOD) approved the amendment to the Seventh Article of the Articles of Incorporation to reclassify 100.00 million unissued Common Shares into Redeemable Preferred Shares, with par value of ₱1.00 per share.

On April 24, 2023, during the annual special stockholder’s meeting, the stockholders representing at least 2/3 of the Parent Company’s authorized capital stock approved the amendment.

On June 9, 2023, the SEC approved the Parent Company’s Amended Articles of Incorporation.

On March 11, 2024, the Board of Directors (BOD) of the Group approved the amendment of the Parent Company’s Articles of Incorporation to remove “distribution” from the primary purpose. The proposed amendment was approved by the Parent Company’s stockholders on April 24, 2024 during the annual stockholders meeting. This was approved by the SEC on May 22, 2024.

On March 10, 2025, the Board of Directors (BOD) approved the following amendments of the Parent Company’s Articles of Incorporation:

- a. Second Article to expand the scope of the Parent Company’s investment business
- b. Seventh Article to increase the authorized capital stock (ACS) of the Parent Company from ₱48,400.00 million to ₱58,400.00 million and create additional common shares

On April 23, 2025, the proposed amendment was approved by the Parent Company’s stockholders during the annual stockholder meeting. On April 29, 2025, the Parent Company submitted its application for the amendment of its Articles of Incorporation to the SEC for pre-clearance review.

On April 23, 2025, the BOD of the Parent Company approved the offer and issuance of primary common shares by way of a stock rights offer (SRO) to eligible stockholders.



On May 30, 2025, ACEN submitted a request for confirmation of exempt transaction to the Securities and Exchange Commission and listing application to the Philippine Stock Exchange (PSE).

On July 7, 2025, ACEN received SEC's confirmation of exempt transaction for the SRO.

On August 8, 2025, the BOD of ACEN approved its postponement of its proposed Stock Rights Offering due to revised scheduling of the Group's capital expenditures in a number of its markets in South East Asia.

The application to increase the authorized capital stock was filed concurrently with the SRO. As the SRO process has been deferred, the related application with the SEC was suspended as the SRO proceeds is supposed to be used to fund the minimum required subscription for the increase in authorized capital stock.

As of March 9, 2026, the application is still undergoing review of the SEC.

The consolidated financial statements were approved and authorized for issuance by the BOD on March 9, 2026.

2. Material Accounting Policy Information

Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for financial assets at fair value through profit or loss (FVTPL), equity instruments at fair value through other comprehensive income (FVOCI) and derivative financial instruments that have been measured at fair value. The consolidated financial statements are presented in Philippine peso which is the Parent Company's functional and presentation currency. All values are rounded to the nearest thousands ('000), except par values, per share amounts, number of shares and when otherwise indicated.

Statement of Compliance

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. PFRS Accounting Standards is comprised of the following authoritative literature:

- PFRS Accounting Standards,
- Philippine Accounting Standards (PAS), and
- Interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), Philippine Interpretations Committee (PIC), and Standing Interpretations Committee (SIC) as approved by the Financial and Sustainability Reporting Standards Council (FSRSC) and the Board of Accountancy, and adopted by the SEC.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as at December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025. The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company using uniform accounting policies. When necessary, adjustments are made to the separate financial statements of the subsidiaries to bring its accounting policies in line with the Parent Company's accounting policies.



Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the non-controlling interests (NCI), even if this results in the NCI having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, NCI and other components of equity while any resulting gain or loss is recognized in the consolidated statement of income. Any investment retained is recognized at fair value.

NCI represents the interests in the subsidiaries not held by the Parent Company and are presented separately in the consolidated statements of income and within equity in the consolidated statements of financial position, separately from equity attributable to holders of the Parent Company. NCI shares in losses even if the losses exceed the NCI in the subsidiary.

The consolidated financial statements comprise the Parent Company and the following subsidiaries of the Group:

<i>Subsidiaries</i>	Principal Activities	Percentage of Ownership (%)			
		2025		2024	
		Direct	Indirect	Direct	Indirect
ACEN International, Inc. (ACEN International)	International investment holding	100.00	–	100.00	–
ACEN Renewables International Pte. Ltd.(ACRI) ^a	International investment holding	–	100.00	–	100.00
ACEN Cayman Limited (ACEN Cayman) ^b	International investment holding	–	100.00	–	100.00
ACEN Investments HK Limited (ACEN HK) ^c	International investment holding	–	100.00	–	100.00
UPC-AC Energy Australia (HK) Ltd. (UPC-ACE Australia) ^c	Power generation	–	100.00	–	100.00
ACEN Finance Limited (ACEN Finance) ^b	Investment holding	100.00	–	100.00	–
Bulacan Thermal Inc. (BTI) (formerly Bulacan Power Generation Corporation) [*]	Power generation	–	–	100.00	–
La Union Thermal Inc. (LTI) (formerly CIP II Power Corporation) [*]	Power generation	–	–	100.00	–
Guimaras Wind Corporation (Guimaras Wind)	Wind power generation	100.00	–	100.00	–
One Subic Oil Distribution Corporation	Distribution of petroleum products	100.00	–	100.00	–
One Subic Power Generation Corporation (OSPGC) [*]	Power generation	–	–	16.94	83.06
ENEX Energy Corp. (ENEX)	Oil, gas, and geothermal exploration	75.92	–	75.92	0.40
Palawan55 Exploration & Production Corporation (Palawan55)	Oil and gas exploration	30.65	52.93	30.65	52.93
Buendia Christiana Holdings Corp. (BCHC)	Investment holding	100.00	–	100.00	–



Subsidiaries	Principal Activities	Percentage of Ownership (%)			
		2025		2024	
		Direct	Indirect	Direct	Indirect
ACEN Shared Services, Inc. (ACES)					
(formerly ACE Shared Services, Inc.)	Shared services	100.00	—	100.00	—
Giga Ace 1, Inc.	Power generation	100.00	—	100.00	—
Giga Ace 2, Inc.	Power generation	100.00	—	100.00	—
Giga Ace 3, Inc. (Giga Ace 3)	Power generation	100.00	—	100.00	—
Alaminos BESS Inc. (formerly Giga Ace 4, Inc.)	Power generation	100.00	—	100.00	—
Giga Ace 5, Inc.	Power generation	100.00	—	100.00	—
Giga Ace 6, Inc.	Power generation	0.83	99.17	0.83	99.17
Giga Ace 7, Inc.	Power generation	100.00	—	100.00	—
Giga Ace 8, Inc. (Giga Ace 8)	Power generation	100.00	—	100.00	—
Giga Ace 9, Inc. (Giga Ace 9)	Power generation	100.00	—	100.00	—
Giga Ace 10, Inc.	Power generation	100.00	—	100.00	—
Giga Ace 11, Inc.	Power generation	100.00	—	100.00	—
Giga Ace 12, Inc.	Power generation	100.00	—	100.00	—
Giga Ace 14, Inc.	Power generation	100.00	—	100.00	—
Giga Ace 15, Inc.	Power generation	100.00	—	100.00	—
Negros Island Solar Power, Inc. (ISLASOL)	Solar power generation	14.04	85.96	—	60.00
San Carlos Solar Energy, Inc. (SACASOL)	Solar power generation	—	100.00	—	100.00
Monte Solar Energy, Inc. (MONTESOL)	Solar power generation	96.00	4.00	96.00	4.00
ACEN Global Development Group, Inc. (AGDGI)	Investment holding and management	93.12	6.88	93.12	6.88
Visayas Renewables Corp. (VRC)	Investment holding	—	100.00	—	100.00
San Julio Land Development Corporation	Leasing and land development	—	100.00	—	100.00
LCC Bulk Water Supply, Inc.	Water supply and distribution	—	100.00	—	100.00
MCV Bulk Water Supply Inc.	Water supply and distribution	—	100.00	—	100.00
SCC Bulk Water Supply Inc.	Water supply and distribution	—	100.00	—	100.00
HDP Bulk Water Supply Inc.	Water supply and distribution	—	100.00	—	100.00
Ingrid2 Power Corp.	Advisory/Consultancy	—	100.00	—	100.00
Ingrid3 Power Corp. (Ingrid3)	Advisory/Consultancy	—	100.00	—	100.00
Ingrid4 Power Corp.	Advisory/Consultancy	100.00	—	100.00	—
Ingrid5 Power Corp.	Advisory/Consultancy	100.00	—	100.00	—
Ingrid6 Power Corp.	Advisory/Consultancy	100.00	—	100.00	—
Solienda Inc.	Leasing and land development	—	100.00	—	100.00
Gigasol 1, Inc.	Power generation	—	100.00	—	100.00
Gigasol 2, Inc.	Power generation	—	100.00	—	100.00
Palauig Solar 1 Inc. (Gigasol 3)					
(formerly Gigasol 3, Inc.)	Power generation	—	100.00	—	100.00
Gigasol 4, Inc.	Power generation	100.00	—	100.00	—
Gigasol 5, Inc.	Power generation	100.00	—	100.00	—
Gigasol 6, Inc.	Power generation	100.00	—	100.00	—
Gigasol 7, Inc.	Power generation	100.00	—	100.00	—
Gigasol 8, Inc.	Power generation	100.00	—	100.00	—
Gigasol 9, Inc.	Power generation	100.00	—	100.00	—
Gigasol 10, Inc.	Power generation	100.00	—	100.00	—
GigaWind1 Inc.	Power generation	75.00	25.00	75.00	25.00
GigaWind2 Inc.	Power generation	—	100.00	—	100.00
GigaWind3 Inc.	Power generation	100.00	—	100.00	—
GigaWind4 Inc.	Power generation	100.00	—	100.00	—
GigaWind5 Inc.	Power generation	100.00	—	100.00	—
GigaWind6 Inc.	Power generation	100.00	—	100.00	—
GigaWind7 Inc.	Power generation	100.00	—	100.00	—
Alaminos Solar Inc. (formerly SolarAce1 Energy Corp.)	Power generation	—	100.00	—	100.00
SolarAce2 Energy Corp. (SolarAce2)	Power generation	—	100.00	—	100.00
SolarAce3 Energy Corp.	Power generation	—	100.00	—	100.00
SolarAce4 Energy Corp.	Power generation	—	100.00	—	100.00
AC Subic Solar, Inc.	Power generation	75.00	25.00	75.00	25.00
AC Laguna Solar, Inc.	Power generation	75.00	25.00	75.00	25.00
AC La Mesa Solar, Inc.	Power generation	—	100.00	—	100.00
ACEN Tech Hub Inc. (Bataan BESS) (formerly Bataan Solar Energy, Inc.)	Power generation	—	100.00	—	100.00
SanMar Solar Inc. (SanMar) (formerly Santa Cruz Solar Energy, Inc.)	Power generation	95.00	5.00	95.00	5.00
Pagudpud Wind Power Corp. (PWPC)	Investment holding	—	100.00	—	100.00
Bayog Wind Power Corp. (BWPC)	Power generation	99.96	0.04	99.96	0.04
Manapla Sun Power Development Corporation (MSPDC)	Leasing and land development	36.37	63.63	36.37	63.63
ACE Renewables Philippines, Inc.	Investment holding	100.00	—	100.00	—



Subsidiaries	Principal Activities	Percentage of Ownership (%)			
		2025		2024	
		Direct	Indirect	Direct	Indirect
NorthWind Power Development Corporation (NorthWind)	Wind power generation	32.21	67.79	32.21	67.79
Viage Corporation	Investment holding	100.00	—	100.00	—
ACTA Power Corporation	Coal power generation	100.00	—	100.00	—
UAC Energy Holdings Pty Ltd	Investment holding	—	100.00	—	100.00
Buduan Wind Energy Co, Inc.	Power generation	—	100.00	—	100.00
Caraballo Mountains UPC Asia Corporation	Power generation	—	100.00	—	100.00
Pangasinan UPC Asia Corporation	Power generation	—	100.00	—	100.00
Sapat Highlands Wind Corporation	Power generation	—	100.00	—	100.00
UPC Mindanao Wind Power Corp.	Power generation	—	100.00	—	100.00
Itbayat Island UPC Asia Corporation	Power generation	—	100.00	—	100.00
Laguna Central Renewables, Inc.	Power generation	—	100.00	—	100.00
ACEN Technical Services, Inc. (formerly Laguna West Renewables, Inc.)	Shared services	—	100.00	—	100.00
Suyo UPC Asia Corporation	Power generation	—	100.00	—	100.00
Cagayan North Solar Inc. (Cagayan North) (formerly Natures Renewable Energy Devt. Corporation)	Power generation	92.74	3.56	92.74	3.56
San Manuel Solar Inc. (San Manuel Solar) (formerly Sinocalan Solar Power Corp.)	Power generation	100.00	—	100.00	—
Adlao Energy Corporation	Power generation	100.00	—	100.00	—
Zephyrus Energy Corporation	Power generation	100.00	—	100.00	—
Aeolus Energy Corporation	Power generation	100.00	—	100.00	—
Agueo Energy Corporation	Power generation	100.00	—	100.00	—
Amman Energy Corporation	Power generation	100.00	—	100.00	—
Aryaman Energy Corporation	Power generation	100.00	—	100.00	—
Belenos Energy Corporation	Power generation	100.00	—	100.00	—
Laonsina Energy Corporation	Power generation	100.00	—	100.00	—
Electryone Energy Corporation	Power generation	100.00	—	100.00	—
Abagat Energy Corporation	Power generation	100.00	—	100.00	—
Alinaga Energy Corporation	Power generation	100.00	—	100.00	—
Amaterasu Energy Corporation	Power generation	100.00	—	100.00	—
Banawag Energy Corporation	Power generation	100.00	—	100.00	—
Liadlaw Energy Corporation	Power generation	100.00	—	100.00	—
Oxylus Energy Corporation	Power generation	100.00	—	100.00	—
ACEN Operational Services, Inc. (formerly Paddak Energy Corporation)	Power generation	100.00	—	100.00	—
Paros Energy Corporation	Power generation	100.00	—	100.00	—
Silak Energy Corporation	Power generation	100.00	—	100.00	—
Vayu Energy Corporation	Power generation	100.00	—	100.00	—
YMP Telecom Power Inc.	Industrial instrumentations	—	100.00	—	100.00
YMP Industrial Power Inc.	Industrial instrumentations	—	100.00	—	100.00
Real Wind Energy, Inc. (RWEI)	Power generation	100.00	—	100.00	—
Aventus Capital Corporation ^d	Power generation	100.00	—	100.00	—
Aventus Solar Farm Inc. ^d	Power generation	100.00	—	100.00	—
Aventus Wind Farm Inc. ^d	Power generation	100.00	—	100.00	—
Energies by Nature Inc. ^d	Power generation	100.00	—	100.00	—
Global 1.5C Energies Inc. ^d	Power generation	100.00	—	100.00	—
Paseo De Roxas Energy Corporation (PDREC) ^d	Power generation	100.00	—	100.00	—

^a No longer a subsidiary in 2025

^a Incorporated in Singapore

^b Incorporated in Cayman Islands

^c Incorporated in Hong Kong

^d Incorporated on October 24, 2024

Unless otherwise indicated, the principal place of business and country of incorporation of the Parent Company's subsidiaries, associates and joint ventures is the Philippines.



In various dates during the year, the SEC approved the amendments to Articles of Incorporation for the change in corporate name of the following entities:

Old Corporate Name	New Corporate Name	Approval Date
Giga Ace 4, Inc.	Alaminos BESS Inc.	September 9, 2025
Bulacan Power Generation Corporation*	Bulacan Thermal Inc.	September 9, 2025
CIP II Power Corporation*	La Union Thermal Inc.	October 9, 2025
Solarace1 Energy Corp.	Alaminos Solar Inc.	October 10, 2025
Santa Cruz Solar Energy, Inc.	SanMar Solar Inc.	October 10, 2025
Natures Renewable Energy Development Corp.	Cagayan North Solar Inc.	October 10, 2025
Bataan Solar Energy Inc.	ACEN Tech Hub Inc.	October 14, 2025
Gigasol 3, Inc.	Palauig Solar 1 Inc.	October 15, 2025
Sinocalan Solar Power Corp.	San Manuel Solar Inc.	December 26, 2025

*No longer a subsidiary end of 2025

Except as discussed below, the voting rights held by the Parent Company in its investments in subsidiaries are in proportion to its ownership interests.

The following are the significant transactions of the Group in 2025:

ACEN's acquisition of shares of ISLASOL from Asian Energy Impact Trust Plc ("AEIT")

On March 6, 2025, ACEN executed a Share Purchase Agreement and Deed of Absolute Sale with AEIT, involving the sale by AEIT of 7,371 Redeemable Preferred Shares E ("RPS E") of ISLASOL in favor of ACEN with a total purchase price of ₱141.27 million. Upon the completion of the sale, subject to obtaining the requisite certificate authorizing registration (CAR) from the Bureau of Internal Revenue, ACEN will acquire full ownership of ISLASOL (see Note 15). Simultaneous with ACEN's acquisition of shares from AEIT, ISLASOL redeemed 15,906 RPS E shares held by AEIT in ISLASOL with a total redemption price amounting to ₱488.73 million.

The BIR subsequently issued the CAR on January 27, 2026.

Omnibus Loan and Security Agreement for Giga Ace 6, Inc.'s (GA06) 345MW Quezon North Onshore Wind Power Project

On March 29, 2025, ACEN together with its wholly owned subsidiaries, ACEN Global Development Group, Inc. (AGDGI) and GA06 signed an Omnibus Loan and Security Agreement (OLSA) with local banks for a senior secured green term loan facility of up to ₱34,410.00 million to partially finance GA06's 345MW Quezon North Onshore Wind Power Project located in the Municipalities of Mauban and Real, Quezon, Philippines and Municipalities of Paete and Kalayaan, Laguna, Philippines.

ACEN is the sponsor, share security grantor, guarantor and grantor. AGDGI is a sponsor, share security grantor, and grantor. GA06 is the borrower, mortgagor, and grantor.

As of December 31, 2025, there is no drawdown made from the facility.

ACEN Australia secures AU\$750.00 million financing

On April 10, 2025, ACEN Australia has completed a AU\$750.00 million portfolio debt financing to support its near-complete 520 MWdc (400 MWac) Stubbo Solar project in New South Wales (NSW) and to refinance New England Solar Farm 1 (NESF1) project finance and outstanding corporate facilities. The transaction was supported by a group of 11 leading Australian and international lenders.



As of December 31, 2025, the proceeds from the portfolio debt totaling AU\$373.00 million (₱12,928.12 million), including upfront costs amounting to AU\$16.00 million (₱554.56 million), were used to refinance New England Solar Farm 1 (NESF1) project finance amounting to AU\$174.00 million (₱6,030.81 million), as well as two corporate loans amounting to AU\$140.00 million (₱4,852.38 million) and AU\$43.00 million (₱1,490.37 million), respectively. The amount drawn was partially hedged (80%) at an effective rate of 5.075% (see Note 13).

Investment in CI GMF II Camarines Sur Offshore Wind Energy Corporation (CI GMF)

On May 28, 2025, ACEN signed the definitive agreement with Copenhagen Infrastructure Partners' (CIP) Growth Markets Fund II to acquire a 25% minority stake in the latter's proposed offshore wind energy project located along the shores of San Miguel Bay in Camarines Sur and Camarines Norte (San Miguel Bay Project) with a potential installed capacity of up to 1 GW. This was executed through a Share Purchase and Loan Assignment Agreement with CI NMF PHILIPPINES C.V., as the seller, and CI GMF II COOPERATIEF U.A, as the loan assignor. The common shares representing 25% ownership will be purchased in two tranches of 29,500 and 200,000 shares, respectively.

On June 23, 2025, ACEN signed a Deed of Absolute Sale of Shares of Stock with CI NMF Philippines C.V. for the acquisition by ACEN of the tranche 1 shares of 29,500 Common Shares of stock of CI GMF, the holding Company of CI NMF I (PH) Corp (CI NMF), for a total consideration of ₱2.95 million (US\$0.05 million). ACEN also paid ₱89.04 million (US\$1.55 million) representing its installment for the tranche 2 shares (see Note 6).

On the same date, ACEN and CI GMF II COOPERATIEF U.A, executed a Deed of Assignment on the loan of CI NMF with principal and accrued interest amounting to ₱406.55 million (US\$7.11 million) representing 25% of the total indebtedness for a total consideration of ₱374.20 million (US\$6.63 million). Other income earned from the loan assignment amounted to ₱27.19 million (US\$0.48 million) (see Note 20).

On September 12, 2025, ACEN sold the 29,500 Common Shares of stock of CI GMF for a total consideration of ₱2.95 million (US\$0.05 million) to its wholly owned subsidiary, Paseo de Roxas Energy Corporation (PDREC).

The principal place of business and country of incorporation of CI GMF and CI NMF is in the Philippines. CI NMF is the special purpose vehicle for the development and operation of the San Miguel Bay Project.

As of December 31, 2025, the carrying value of the assigned loan and interest amounted to ₱388.29 million and ₱37.41 million, respectively, For the year ended December 31, 2025, interest income earned amounted to ₱19.15 million (see Note 22).

Exercise of Step-in Rights and Restructuring in NEFIN

On May 29, 2025, ACEN Renewables International Pte. Ltd. (ACRI) issued a formal notice to the shareholders of NEFIN Limited and NEFIN Asset Management Pte. Ltd. (NAM) (collectively referred as "NEFIN") to exercise its Step-in Rights, following conditions that warranted intervention in accordance with the Shareholder's Agreement.

The Step-in Rights allow ACRI to take certain actions, such as providing additional capital or operational expenditures, and making changes to NEFIN's management team, to improve the performance of the existing projects.



On June 11, 2025, ACRI entered into a Share Purchase Agreement with Canis Majoris Holding Limited (CML) for the sale of ACRI's 50% equity interest in NAM, a joint venture of the Group, for a total consideration of US\$1.

On June 30, 2025, the transaction was completed following the transfer of shares to CML and receipt of the total consideration.

The disposal resulted in a loss on sale of investment amounting to US\$1.59 million (₱89.61 million) and reported under disposal of investments (see Note 20).

Sale of the Group's diesel plant companies to ACEIC

On June 16, 2025, ACEN's Executive Committee, acting on authority delegated by the Board, approved the sale to ACEIC, ACEN's majority shareholder, of its 100% ownership interests in the following special purpose companies that own the Group's diesel plants:

1. Bulacan Thermal Inc. (BTI) - 52MW diesel plant (Norzagaray, Bulacan)
2. One Subic Power Generation Corporation (OSPGC) - 116MW diesel plant (Subic Freeport)
3. La Union Thermal Inc. (LTI) - 21MW diesel plant (Bacnotan, La Union)

On August 29, 2025, ACEN and ACEIC executed a share purchase agreement covering the sale of the Group's outstanding common shares in the above entities for a total purchase price of ₱1,319.50 million. On the same date, the parties also executed Deeds of Absolute Sale for the following:

1. 6,000,000 common shares with a par value of ₱100.00 per share in BTI, representing 100% of its issued and outstanding common shares;
2. 33,493,366 common shares with a par value of ₱1.00 per share in OSPGC, representing 17.13% of its issued and outstanding common shares;
3. 6,351,000 common shares with a par value of ₱50.00 per share in LTI, representing 100% of its issued and outstanding common shares.

BTI owns 162,006,628 common shares with a par value of ₱1.00 per share in OSPGC, representing 82.87% of OSPGC's issued and outstanding common shares. Accordingly, upon ACEN's sale of BTI, ACEIC became the 100% direct and indirect owner of OSPGC.

With this transaction, ACEN has fully divested its interest in the Group's diesel plants, thereby achieving its goal of reaching 100% renewable energy generation by the end of 2025.

The Group recognized a gain on change due to loss of control amounting to ₱44.95 million presented under "Gain (loss) on disposal of assets" under "Other income – net" in the consolidated statements of income. The Group also paid capital gain's tax amounting to ₱58.05 million which is presented as "Others" under "General and administrative expenses" in the consolidated statements of income.

The diesel plants' accounts have been classified in the Group's consolidated financial statement as at August 29, 2025 as follows:

- a. Balance sheet accounts were deconsolidated.
- b. Income statement accounts for the period January 1 to August 31, 2025 are included in the consolidated statement of income.



The net assets of the diesel entities as at August 29, 2025 and proceeds from change due to loss of control are as follows:

Assets

Current Assets

Cash and cash equivalents	₱450,116
Current portion of:	
Accounts and notes receivable *	313,408
Input VAT	91,316
Creditable withholding taxes	58,361
Fuel and spare parts - at cost	869,135
Other current assets	26,121
Total Current Assets	1,808,457

Noncurrent Assets

Investment in financial assets at FVOCI	2,874
Property, plant and equipment	748,916
Right-of-use assets	151,146
Goodwill	234,152
Creditable withholding taxes - net of current portion	38,340
Deferred income tax assets - net	70,747
Other noncurrent assets	27,055
Total Noncurrent Assets	1,273,230
TOTAL ASSETS	₱3,081,687

Liabilities

Current Liabilities

Accounts payable and other current liabilities	₱1,451,115
Current portion of lease liabilities	46,486
Income and withholding taxes payable	9,741
Total Current Liabilities	1,507,342

Noncurrent Liabilities

Lease liabilities - net of current portion	248,592
Pension and other employee benefits	57,707
Other noncurrent liabilities	6,873
Total Noncurrent Liabilities	313,172
Total Liabilities	1,820,514

Equity

Remeasurement loss on defined benefit plans	(₱20,975)
Unrealized fair value gain on equity instruments at FVOCI	7,607
Total identifiable net assets	1,274,541
Less cash consideration	1,319,499
Gain on change due to loss of control (Note 20)	₱44,958

* Net of ₱5.10 million allowance for expected credit losses (see Note 5)

Net cash inflow from disposal is as follows:

Cash consideration	₱1,319,499
Less cash surrendered with the subsidiary ^(a)	450,116
Net cash inflow	₱869,383

^(a) Cash surrendered with the subsidiary is included in cash flows from investing activities.



Deconsolidation of Yindjibarndi Energy Corporation (YEC)

On August 31, 2025, the Group lost control over YEC following the dilution of its ownership interest from 75% to 50% as a result of the issuance of additional shares to the other shareholder.

Accordingly, YEC ceased to be a subsidiary of the Group and was deconsolidated effective that date.

Upon deconsolidation, the Group derecognized YEC's assets and liabilities, including related deferred tax assets and project development costs, and recognized its retained 50% interest as an equity-accounted investment in associate.

Any difference between the carrying amount of YEC's net assets derecognized and the fair value of the retained interest resulted in a gain on change due to loss of control amounting to US\$3.02 million (P176.18 million), which was presented as "Gain (loss) on disposal of assets" under "Other income – net" in the consolidated statements of income (see Note 20).

Subsequent to deconsolidation, the retained investment in YEC was accounted for under the equity method. The Group recognized its share of YEC's losses up to the carrying amount of the investment, after which no further losses were recognized as the carrying value of the equity-accounted investments was reduced to nil.

The net assets of YEC as at August 31, 2025 and proceeds from change due to loss of control are as follows:

Assets

Current Assets

Cash and cash equivalents	₱57,967
Other current assets	2,506
Total Current Assets	60,473

Noncurrent Assets

Property, plant and equipment	684,632
Right-of-use assets	7,177
Deferred income tax assets - net	5,147
Other noncurrent assets	3
Total Noncurrent Assets	696,959
Total Assets	₱757,432

Liabilities

Accounts payable and other current liabilities	₱969,047
Current portion of lease liabilities	7,576
Income and withholding taxes payable	854
Total Current Liabilities	₱977,477

Total identifiable net assets	220,045
Less carrying value of NCI	43,892
Cumulative translation adjustments	(29)
Gain on change due to loss of control (Note 20)	₱176,182



ACEN's Execution of an Omnibus Loan and Security Agreement in its capacity as Sponsor and Share Collateral Grantor

On December 11, 2025, an Omnibus Loan and Security Agreement (OLSA) was executed by Grencore Power Solutions 3, Inc. as the borrower ("GPS3" or the "Borrower"); ACEN, Citicore Solar Energy Corporation (CSEC) and ACEN Global Development Group, Inc., together as the sponsor and share collateral grantor (collectively, the "Sponsor and Share Collateral Grantors"); Development Bank of the Philippines as the lender ("DBP" or "Lender"); and DBP – Trust Banking Group as the project accounts agent for a loan, amounting to ₱2,587.20 million, granted by DBP to GPS3 (the Loan).

The Loan has a term of up to twelve (12) years from and after the initial drawdown date and shall be repaid in accordance with the amortization schedule agreed by the parties as set forth in the OLSA. The Loan will be used by GPS3, a joint venture company of ACEN and CSEC, to finance its general corporate requirements, such as but not limited to, refinancing shareholder loans which were used to fund the development and construction of the 116MW solar power plant (Phases 1 and 2) in Arayat-Mexico, Pampanga (the Project), and other transaction-related costs. As of December 31, 2025, the Loan has been fully drawn by GPS3.

The Loan is secured by various collaterals provided by the Borrower and the Sponsor and Share Collateral Grantors, as stipulated in the OLSA, including:

- a. Real estate mortgage over certain real properties of the Borrower;
- b. First-ranking and continuing security interests over the Borrower's
 - Present and future personal properties
 - Project accounts and all related cash balances
 - Project documents, including Project receivables
 - Assigned collateral, as defined in the OLSA
- c. First-ranking and continuing security interest over the collateral shares of the Share Collateral Grantors; and
- d. Properties now owned or hereafter acquired arising from the foregoing collaterals.

The OLSA also contains covenants and conditions with which the Borrower and the Sponsor and Share Collateral Grantors are required to comply.

The following are the significant transactions of the Group in 2024:

Completion of investments in Unlimited Renewables Holdings, B.V. (URH)

On January 2, 2024, the Group through its subsidiary, ACEN Renewables International Pte. Ltd. (ACRI) completed its investment in URH by infusing US\$50.00 for acquisition of 50 shares of URH from UPC India Pte. Ltd. (UPCI) and US\$2.69 million (₱151.02 million) for subscription of 2,674 ordinary shares of URH (see Note 6).

ACEN and Barito enter new partnership in Indonesia wind projects

On December 15, 2023, ACEN (through ACEN Investments HK Limited (ACEN HK), a subsidiary of ACRI) and Barito Renewables (through PT Barito Wind Energy (Barito Wind) signed a Sale and Purchase Agreement (SPA) with UPC Renewables Asia Pacific Holdings for the acquisition of late-stage wind development assets in Indonesia.

On January 3, 2024, with all conditions having been satisfied under the SPA, transaction Closing was achieved by the parties and ACEN HK has completed the acquisition of shares in the three late-stage wind development assets, with a combined potential capacity of 320 Megawatt (MW), that are



located in South Sulawesi (Sidrap 2), Sukabumi and Lombok provinces in Indonesia, at an acquisition price that is less than 10% of the book value of ACEN (see Note 6).

Following the signing of the respective Share Transfer Deeds, Barito Wind will own 51% of the three development assets, while ACEN HK will own the remaining 49%. Total investment cost amounted to US\$5.82 million (P341.27 million) and accounted for as investment in associates and joint venture (see Note 6) and development loans amounting to US\$12.02 million (P695.05 million) (see Note 22).

Issuance of Corporate Guarantee in support of ACEN Cayman

On January 12, 2024, ACEN as Guarantor to its subsidiary, ACEN Cayman, executed Parent Company Guarantees in favor of ACEN Cayman's lenders: (a) Philippine National Bank for US\$140.00 million, and (b) Rizal Commercial Banking Corporation for US\$180.00 million. This loan obtained by ACEN Cayman shall be used to redeem the redeemable preferred shares held by AC Energy Finance International Limited (ACEFIL) in ACEN Cayman; the proceeds will in turn be used by ACEFIL to redeem its maturing green bonds.

Following redemption of the redeemable preferred shares held by ACEFIL using the proceeds from ACEN Cayman lenders, non-controlling interest will be reduced by US\$352.00 million (P20,129.24 million). The difference between redeemable preferred shares redeemed and proceeds from ACEN Cayman lenders of US\$32.00 million will be from cash on hand of ACRI.

Proceeds from ACEN Cayman lenders will be classified as liabilities in the consolidated statements of financial position.

Issuance of Corporate Guarantee in support of the Australia Projects

On February 26, 2024, ACEN, as the Guarantor to its subsidiary ACEN Australia Pty Ltd. (ACEN Australia), executed Facility Agreements with ACEN Australia, and each of Australia and New Zealand Banking Group Limited (ANZ), and Westpac Banking Corporation (WBC). Each bank is providing a green term loan facility with a limit of AUD 75 million. ANZ and WBC also entered into an Accession Letters to include ANZ and WBC as Lenders under the Common Provisions Agreement dated 18 August 2022, as amended through an Amending Deed on 6 January 2023 (with ACEN Australia, DBS Bank Ltd., Australia Branch, MUFG Bank, Ltd., Sydney Branch, Clean Energy Finance Corporation, Bank of China (Hong Kong) Limited, Bank of China (Hong Kong) Limited – Manila Branch, CTBC Bank Co., Ltd, Singapore Branch, CTBC Bank (Philippines) Corporation, Standard Chartered Bank, Australia Branch, and ACEN as Guarantor to ACEN Australia).

Investment in Yanara Philippines Corp. (Yanara Ph) (formerly BrightNight Philippines Corp. and Paivatar Energy Corporation)

On March 7, 2024, ACEN, and its wholly-owned subsidiary, Yanara Ph, signed a Shareholders' and Investment agreement with BrightNight APAC B.V (BrightNight APAC) for the ownership and management of Yanara Ph as the designated renewable energy platform for the development, construction, and operation of utility-scale renewable energy projects in the Philippines.

BrightNight APAC subscribed for 0.42 million common shares with P1.00 par value and 0.56 million redeemable preferred shares with P100.00 par value. Total subscription amounted to P56.39 million for 40% and 50% voting and economic interest, respectively. Further to the transaction, BrightNight Philippines B.V. (BrightNight PH), an affiliate of BrightNight APAC, assigned ownership investment in Jord Energy Corp and Renovable Earth Corp. in favor of Yanara Ph.

The Group's 60% retained interest in Yanara Ph will be accounted for as a joint venture starting March 8, 2024 where both ACEN and Yanara Ph are equally represented in the Board and all matters shall be approved unanimously by both shareholders.



Yanara Ph accounts have been classified in the Group's consolidated financial statement as at September 30, 2024 as follows:

- a. Balance sheet accounts were deconsolidated
- b. Income statement accounts for the period January 1 to February 29, 2024 are included in the consolidated statement of income

The net assets of Yanara Ph as at March 7, 2024 and proceeds from divestment are as follow:

Assets	
Cash and cash equivalents	₱62,375
Accounts and notes receivable - net of current portion	32
Investment in joint ventures	77,090
Input VAT - net of current portion	4
	<u>139,501</u>
Liabilities	
Accounts payable and other current liabilities	1,013
Total identifiable net assets	138,488
Less BrightNight APAC investment	56,331
Net assets attributable to ACEN	82,157
Fair value of retained interest (see Note 6)	82,275
Gain on deconsolidation (see Note 20)	<u>₱118</u>

The gain on deconsolidation is reported under change due to loss of control (see Note 20). After BrightNight APAC's subscription, the Group have diluted interest and partially divested in Yanara Ph. The deconsolidation resulted in a gain of ₱0.12 million which is recognized under "Other income - net" account in the consolidated statements of income (see Note 20).

Net cash outflow on deconsolidation is as follows:

Cash consideration	₱-
Less cash surrendered with the subsidiary ^(a)	62,375
Net cash outflow	<u>(₱62,375)</u>

^(a)Cash surrendered with the subsidiary is included in cash flows from investing activities.

Disposition of land by Buendia Christiana Holdings Corp. (BCHC) in exchange for shares of AREIT, Inc. (AREIT) via property-for-share swap, and lease out to Giga Ace 8, Inc. (GA08)

On March 19, 2024, AREIT and the Group executed a Deed of Exchange, for the subscription by the Group to 199,109,438 primary common shares of AREIT in exchange for the 2,759,135 square meters (sq.m.) located in Zambales, Philippines.

On September 25, 2024, the SEC issued the Certificate of Approval of Valuation of the Property. As a result of the Transaction, the Group acquired beneficial ownership over 6.20% of AREIT, subject to securing the Certificate of Authorizing Registration from the Bureau of Internal Revenue, compliance with the conditions of the SEC approval, including transfer of titles, and the additional listing of shares with the Philippine Stock Exchange (see Note 20).



Investment in Real Wind Energy, Inc. (RWEI)

On March 22, 2024, ACEN signed a Deed of Absolute Sale of Shares with Modern Energy Management Pte. Ltd. (MEM), as the seller, for the acquisition by ACEN of 4,000 secondary Common Shares representing 40% ownership in RWEI and Loan Assignment Agreements for the assignment of MEM's receivables from RWEI (see Note 24).

On August 1, 2024, ACEN signed a Deed of Absolute Sale of Shares with Maraj Energy and Development Corp. (Maraj), as the seller, for the acquisition by ACEN of 6,000 secondary Common Shares representing the remaining 60% ownership in RWEI (see Note 10).

Additional subscription by ACEN to shares in North Luzon Renewable Energy Corp (NLR) and Philippine Wind Holdings Corp. (PhilWind)

On March 25, 2024, ACEN signed a subscription contract with NLR for the additional subscription by ACEN to 49,540 Redeemable Preferred Shares C at par value of ₱10,000.00 per Preferred C of NLR, for a total subscription price of ₱495.40 million (see Note 6).

On March 25, 2024, ACEN signed a subscription contract with PhilWind for the additional subscription by ACEN to 50,446 Redeemable Preferred Shares A-3 (RPS A-3) at par value of ₱10,000.00 per RPS A-3 of PhilWind, for a total subscription price of ₱504.46 million (see Note 6).

Sale of shares indirectly owned by ACRI in PT UPC Sidrap Bayu Energi

On April 2, 2024, upon fulfillment of conditions precedent, ACRI, together with its joint venture partner, UPC Renewables Asia Pacific Holdings Pte. Ltd., completed the sale of all their shares in PT Sidrap Bayu Energi (SBE), held through UPC Sidrap (HK) Limited (Sidrap (HK)) and UPC Renewables Asia III Limited (Asia IIII), to Sunedison Sidrap B.V. (external party) (see Note 20).

Subscription by ACEN to shares in ENEX Energy Corp.

On April 30, 2024, ACEN signed a subscription contract with its subsidiary, ENEX Energy Corp. (ENEX), for the subscription by ACEN to 30,000,000 non-voting Preferred Shares at par value of ₱1.00 per non-voting Preferred Share of ENEX, for a total subscription price of ₱30.00 million, to be issued out of the increase of ENEX's authorized capital stock (ACS) and creation of the non-voting Preferred Shares.

This will be used to fund the operational requirements of ENEX, and transaction costs for the creation and issuance of the Preferred Shares.

On June 26, 2024, ENEX signed a subscription agreement with ACEN for the subscription by ACEN to 177,544,011 non-voting Preferred Shares of ENEX at par value of ₱1.00, for a total subscription price of ₱177.54 million, to be paid out of the assignment of short-term loans and interest receivable from ENEX via the Deed of Assignment between ACEN and ENEX.

Acquisition of a 49% stake in BIM Energy Holding Corporation (BIMEH)

The Company's affiliate, ACEN Vietnam Investments Pte. Ltd. (ACEV) signed a share purchase agreement (SPA) with Huntington Renewable Investments Limited (HRIL) to acquire a 49% stake in BIMEH for a purchase price of US\$70.50 million.

The acquisition will allow ACEN to increase its pipeline projects in Vietnam. BIMEH currently has ownership interest in the following operating renewable energy assets: Ninh Thuan Solar (405MW) and Ninh Thuan Wind (88MW) (see Note 6).



Sale of ACEN Axedale Solar Farm Pty. Ltd.

On December 12, 2024, ACEN Australia Pty. Ltd completed the sale of 100% of the outstanding capital stock of ACEN Axedale Solar Farm Pty. Ltd. (Axedale) to FRV Solar Holdings B.V. (FRV, a third party) for a purchase price of ₱214.77 million (AU\$6.00 million) and a contingent consideration of up to ₱227.30 million (AU\$6.35 million) payable upon financial close completion. As at December 31, 2024, the Group estimated the contingent consideration to be at ₱53.25 million (AU\$1.49 million) and recorded as other receivables under current assets.

This transaction was accounted for as a loss of control transaction which resulted in the deconsolidation of the assets and liabilities of Axedale in the Group's consolidated financial statements as at the date of loss of control.

The net assets of Axedale as at December 12, 2024 and proceeds from divestment are as follow:

	In PHP	In AU\$
Assets		
Accounts and notes receivable	₱11,812	\$333
Right-of-use assets	10,732	300
Property, plant and equipment	231,001	6,453
	253,545	7,086
Liabilities		
Accounts payable and other current liabilities	11,705	330
Current portion of lease liabilities	9,550	266
	21,255	596
Cumulative translation adjustments	(1,133)	—
Total identifiable net assets	231,157	6,490
Less:		
Cash consideration received	214,771	6,000
Contingent consideration	53,245	1,488
Gain on deconsolidation (Note 20)	₱36,859	\$998

The gain on deconsolidation is reported under change due to loss of control (see Note 20).

The amount of the contingent consideration represents the Group's best estimate of the final capital expenditures that the buyer (or FRV) will incur upon completion of the financial close. The Group has taken into account assumptions that reflect uncertainties regarding the final agreed capital and other contractual clauses.

Net cash inflow on deconsolidation is as follows:

	In PHP	In AU\$
Cash consideration	₱214,771	\$6,000
Less cash surrendered with the subsidiary ^(a)	—	—
Net cash inflow	₱214,771	\$6,000

^(a) Cash surrendered with the subsidiary is included in cash flows from investing activities.

Material partly-owned subsidiaries with material economic ownership interest

The consolidated financial statements include additional information about subsidiaries that have NCI that are material to the Group. Management determined material partly-owned subsidiaries as those with balance of NCI greater than 5% of the total NCI and those subsidiaries which type of activities engaged in, are important to the Group as at the end of the year.



The principal place of business of the subsidiaries are as follows:

ACEN Cayman

The registered office of ACEN Cayman is maintained by Maples Corporate Services Limited of PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

ISLASOL

The registered office address and principal place of business of ISLASOL is at Brgy. Sta. Teresa, Manapla, Negros Occidental.

The summarized financial information of these subsidiaries are provided below. These information are based on the amounts before intercompany eliminations.

2025	ACEN Cayman
Proportion of equity interests held by NCI	99.99%
Voting rights held by NCI	—
Accumulated balances of NCI	₱9,018,756
Net income allocated to NCI	632,083
Comprehensive income allocated to NCI	636,157
Dividends paid to NCI	632,108

2024	ISLASOL	ACEN Cayman
Proportion of equity interests held by NCI	40.00%	99.99%
Voting rights held by NCI	34.00%	—
Accumulated balances of NCI	₱1,096,214	₱9,014,707
Net income allocated to NCI	103,280	686,173
Comprehensive income allocated to NCI	103,280	716,870
Dividends paid to NCI	—	684,751

2025	ACEN Cayman
	(In thousands)
Statements of financial position	
Current assets	₱1,376,106
Noncurrent assets	35,216,703
Current liabilities	3,452,716
Noncurrent liability	18,250,103

Statements of comprehensive income (loss)	
Revenues	4,410,901
Cost and expenses	—
Other income (expense)	(1,015,131)
Provision for (benefit from) income tax	—
Profit (loss) attributable to:	
Equity holders of the Parent	2,763,687
Non-controlling interests	632,083
Total comprehensive income (loss) attributable to:	
Equity holders of the Parent	2,763,687
Non-controlling interests	636,157

(Forward)



2025	ACEN Cayman
Statements of cash flows	
Operating activities	₱2,281,700
Investing activities	(4,745,963)
Financing activities	2,733,359
Net increase in cash and cash equivalents	₱269,096

2024	ISLASOL	ACEN Cayman
	(In Thousands)	
Statements of financial position		
Current assets	₱766,273	₱506,489
Noncurrent assets	2,376,643	29,929,003
Current liabilities	254,180	329,886
Noncurrent liability	1,550,248	18,301,601
Statements of comprehensive income (loss)		
Revenues	686,229	1,810,604
Cost and expenses	(312,497)	–
Other income (expense)	(170,304)	(959,083)
Provision for income tax	10,464	–
Profit (loss) attributable to:		
Equity holders of the Parent	110,612	165,348
Non-controlling interests	103,280	686,173
Total comprehensive income (loss) attributable to:		
Equity holders of the Parent	110,612	165,348
Non-controlling interests	103,280	716,870
Statements of cash flows		
Operating activities	516,056	(164,078)
Investing activities	157,080	1,206,454
Financing activities	(1,545,080)	(684,752)
Net (decrease) increase in cash and cash equivalents	(₱871,944)	₱357,624

New Standards, Interpretations and Amendments

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of amendments effective in 2025. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these amendments did not have an impact on the consolidated financial statements of the Group.

- Amendments to PAS 21, *Lack of exchangeability*

The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.

The amendments are effective for annual reporting periods beginning on or after January 1, 2025. Earlier adoption is permitted and that fact must be disclosed. When applying the amendments, an entity cannot restate comparative information.



Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. The Group intends to adopt the following pronouncements when they become effective. The adoption of future accounting standards is not expected to have a material impact on the Group's consolidated financial statements.

Effective beginning on or after January 1, 2026

- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*
- Annual Improvements to PFRS Accounting Standards—Volume 11
 - Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*
 - Amendments to PFRS 7, *Gain or Loss on Derecognition*
 - Amendments to PFRS 9, *Lessee Derecognition of Lease Liabilities* and *Transaction Price*
 - Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
 - Amendments to PAS 7, *Cost Method*

Effective beginning on or after January 1, 2027

- PFRS 18, *Presentation and Disclosure in Financial Statements*
The standard replaces PAS 1 Presentation of Financial Statements and responds to investors' demand for better information about companies' financial performance. The new requirements include:
 - Required totals, subtotals and new categories in the statement of profit or loss
 - Disclosure of management-defined performance measures
 - Guidance on aggregation and disaggregationThe Group is currently assessing the impact of adopting PFRS 18
- PFRS 19, *Subsidiaries without Public Accountability*

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

Summary of Material Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in the Group's consolidated financial statements, unless otherwise indicated.

Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any NCI in the acquiree. For each business combination, the Group elects to measure the NCI in the acquiree using the proportionate share of the acquiree's fair value of identifiable assets. Acquisition-related costs are expensed as incurred and included in general and administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in the consolidated statement of income.



If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group report in the consolidated financial statements provisional amounts for the items for which the accounting is incomplete. During the measurement period, the Group retrospectively adjust the provisional amounts recognized at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date and, if known, would have affected the measurement of the amounts recognized as of that date. However, the measurement period shall not exceed one year from the acquisition date.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognized in the consolidated statement of income. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for NCI, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in the consolidated statement of income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (CGU) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

Business Combination of Entities under Common Control

Combination of entities under common control are accounted for by applying the pooling-of-interests method. The pooling-of-interests method generally involved the following:

- The assets and liabilities of the combining entities are reflected in the consolidated financial statements at their carrying amounts. No adjustments are made to reflect fair value or recognize any new assets or liabilities at the date of combination. The only adjustments that are made are those adjustments to harmonize the accounting policies.
- No new goodwill is recognized as a result of the combination. The only goodwill that is recognized is any existing goodwill relating to either of the combining entities. Any difference between the consideration paid or transferred and the entity acquired is reflected within equity.
- The consolidated statement of income, comprehensive income and cash flows reflect the result of the combining entities in full, irrespective of when the combination takes place.
- Comparative financial information are presented as if the entities had always been combined, or on date the common control existed on the combining entities, whichever comes earlier.
- The effects of any intercompany transactions are eliminated to the extent possible.



Presentation of Consolidated Financial Statements

The Group has elected to present all items of recognized income and expense in two statements: a statement displaying components of profit or loss (consolidated statements of income) and a second statement beginning with profit or loss and displaying components of OCI (consolidated statements of comprehensive income).

Fair Value Measurement

The Group measures financial assets at FVTPL, FVOCI and derivative financial instruments at fair value at each reporting date. Fair value related disclosures for financial instruments and non-financial assets that are measured at fair value or where fair values are disclosed, are summarized in the following notes:

- Quantitative disclosures of fair value measurement hierarchy (see Note 26)
- Financial instruments, including those carried at amortized cost (see Note 25)

Fair value is the estimated price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or,
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described in Note 26, based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.



Financial Instruments – Classification and Measurement

Classification of Financial Assets

Financial assets are classified in their entirety based on the contractual cash flows characteristics of the financial assets and the Group's business model for managing the financial assets. The Group classifies its financial assets into the following measurement categories:

- financial assets measured at amortized cost
- financial assets measured at FVTPL
- financial assets measured at FVOCI, where cumulative gains or losses previously recognized are reclassified to profit or loss
- financial assets measured at FVOCI, where cumulative gains or losses previously recognized are not reclassified to profit or loss

Contractual Cash Flows Characteristics

If the financial asset is held within a business model whose objective is to hold assets to collect contractual cash flows or within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, the Group assesses whether the cash flows from the financial asset represent solely payments of principal and interest (SPPI) on the principal amount outstanding.

In making this assessment, the Group determines whether the contractual cash flows are consistent with a basic lending arrangement, i.e., interest includes consideration only for the time value of money, credit risk and other basic lending risks and costs associated with holding the financial asset for a particular period of time. In addition, interest can include a profit margin that is consistent with a basic lending arrangement. The assessment as to whether the cash flows meet the test is made in the currency in which the financial asset is denominated. Any other contractual terms that introduce exposure to risks or volatility in the contractual cash flows that is unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are solely payments of principal and interest on the principal amount outstanding.

Business Model

The Group's business model is determined at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. The Group's business model does not depend on management's intentions for an individual instrument.

The Group's business model refers to how it manages its financial assets in order to generate cash flows. The Group's business model determines whether cash flows will result from collecting contractual cash flows, selling financial assets or both. Relevant factors considered by the Group in determining the business model for a group of financial assets include how the performance of the business model and the financial assets held within that business model are evaluated and reported to the Group's key management personnel, the risks that affect the performance of the business model (and the financial assets held within that business model) and how these risks are managed and how managers of the business are compensated.

Financial Assets at Amortized Cost

A financial asset is measured at amortized cost if (i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at



amortized cost using the EIR method, less any impairment in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees and costs that are an integral part of the EIR. The amortization is included in “Other income-net” in the consolidated statement of income and is calculated by applying the EIR to the gross carrying amount of the financial asset, except for (i) purchased or originated credit-impaired financial assets and (ii) financial assets that have subsequently become credit-impaired, where, in both cases, the EIR is applied to the amortized cost of the financial asset. Losses arising from impairment are recognized in “Provision for impairment” in the consolidated statements of income.

As at December 31, 2025 and 2024, the Group’s financial assets at amortized cost includes cash and cash equivalents, short-term investments, accounts and other receivable, development loans, bridge financing, other loan and interest receivable under accounts and notes receivable, redeemable preferred shares and convertible loans and deposits under other noncurrent assets (see Notes 4, 5, 7, and 11).

Financial Assets at FVOCI

Debt instruments

A financial asset is measured at FVOCI if (i) it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at fair value. Gains and losses arising from changes in fair value are included in other comprehensive income within a separate component of equity. Impairment losses or reversals, interest income and foreign exchange gains and losses are recognized in profit and loss until the financial asset is derecognized. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss. This reflects the gain or loss that would have been recognized in profit or loss upon derecognition if the financial asset had been measured at amortized cost. Impairment is measured based on the expected credit loss (ECL) model.

As at December 31, 2025 and 2024, the Group does not have debt instruments at FVOCI.

Equity instruments

The Group may also make an irrevocable election to measure at FVOCI on initial recognition investments in equity instruments that are neither held for trading nor contingent consideration recognized in a business combination in accordance with PFRS 3. Amounts recognized in OCI are not subsequently transferred to profit or loss. However, the Group may transfer the cumulative gain or loss within equity. Dividends on such investments are recognized in profit or loss, unless the dividend clearly represents a recovery of part of the cost of the investment.

Dividends are recognized in profit or loss only when:

- the Group’s right to receive payment of the dividend is established
- it is probable that the economic benefits associated with the dividend will flow to the Group; and
- the amount of the dividend can be measured reliably.

As at December 31, 2025 and 2024, the Group’s investments in quoted and unquoted equity securities and golf club shares are classified as financial asset at FVOCI.



Financial Assets at FVTPL

Financial assets at FVTPL are measured at fair value unless these are measured at amortized cost or at FVOCI. Included in this classification are debt instruments with contractual terms that do not represent solely payments of principal and interest (SPPI). Financial assets held at FVTPL are initially recognized at fair value, with transaction costs recognized in the consolidated statement of income as incurred. Subsequently, they are measured at fair value and any gains or losses are recognized in the consolidated statement of income.

Additionally, even if the asset meets the amortized cost or the FVOCI criteria, the Group may choose at initial recognition to designate the financial asset at FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency (an accounting mismatch) that would otherwise arise from measuring financial assets on a different basis.

Trading gains or losses are calculated based on the results arising from trading activities of the Group, including all gains and losses from changes in fair value for financial assets and financial liabilities at FVTPL, and the gains or losses from disposal of financial investments.

As at December 31, 2025 and 2024, the Group has Compulsorily Convertible Debentures and Unit Investment Trust Funds (UITFs) accounted as FVTPL.

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, cross currency swaps, interest rate swaps, forward commodity contracts and commodity options, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.



- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

Fair value hedges

The change in the fair value of a hedging instrument is recognized in the consolidated statement of income. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognized in the consolidated statement of income.

For fair value hedges relating to items carried at amortized cost, any adjustment to carrying value is amortized through profit or loss over the remaining term of the hedge using the EIR method. The EIR amortization may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognized, the unamortized fair value is recognized immediately in profit or loss.

When an unrecognized firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognized as an asset or liability with a corresponding gain or loss recognized in consolidated statement of income. The Group entered into a commodity options derivative financial instrument, specifically, a 20-year Long-Term Energy Supply Agreement (“LTESA”) for its New England Solar and Stubbo Solar projects at the New South Wales Government’s first renewable energy and storage auction to manage its exposure from electricity spot prices (see Notes 3, 11 and 14). In 2025 and 2024, LTESA was classified as cash flow hedge wherein changes in the fair value were recognized in other comprehensive income.

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognized in OCI in the cash flow hedge reserve, while any ineffective portion is recognized immediately in the consolidated statement of income. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Group uses cross currency swap and forward currency contracts for its exposures to volatility in exchange rates and interest rates. The ineffective portion relating to cash flow hedges is recognized as other expense.

The Group designates the entire forward currency contracts (including the forward element) as a hedging instrument. The Group uses a rollover strategy for the forward currency contracts.

The Group uses forward commodity contracts for its exposure to volatility in the commodity prices. The ineffective portion relating to foreign currency contracts is recognized as other expense and the ineffective portion relating to commodity contracts is recognized in other operating income or expenses.

The Group designates only the spot element of forward contracts as a hedging instrument. The forward element is recognized in OCI and accumulated in a separate component of equity under cost of hedging reserve.



The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognized in OCI for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

The Group entered into fuel and coal swap contracts as well as LTESA cash flow hedge as a hedge of its exposure to price risk on its purchases (see Note 25).

Classification of Financial Liabilities

Financial liabilities are measured at amortized cost, except for the following:

- financial liabilities measured at FVTPL;
- financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the Group retains continuing involvement;
- financial guarantee contracts;
- commitments to provide a loan at a below-market interest rate; and
- contingent consideration recognized by an acquirer in accordance with PFRS 3.

A financial liability may be designated at fair value through profit or loss if it eliminates or significantly reduces a measurement or recognition inconsistency (an accounting mismatch) or:

- if a host contract contains one or more embedded derivatives; or
- if a group of financial liabilities or financial assets and liabilities is managed and its performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Where a financial liability is designated at FVTPL, the movement in fair value attributable to changes in the Group's own credit quality is calculated by determining the changes in credit spreads above observable market interest rates and is presented separately in other comprehensive income.

As at December 31, 2025 and 2024, the Group has not designated any financial liability at FVTPL. The Group's accounts payable and other current liabilities (excluding derivative liability and statutory payables), due to stockholders, short-term and long-term loans, deposit payables and other noncurrent liabilities are classified as financial liabilities measured at amortized cost under PFRS 9 (see Notes 12, 13, 14).



Derecognition of Financial Assets and Financial Liabilities

Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or,
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset; or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Modification of Contractual Cash Flows

When the contractual cash flows of a financial asset are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset, the Group recalculates the gross carrying amount of the financial asset as the present value of the renegotiated or modified contractual cash flows discounted at the original EIR (or credit-adjusted EIR for purchased or originated credit-impaired financial assets) and recognizes a modification gain or loss in the statement of income.

When the modification of a financial asset results in the derecognition of the existing financial asset and the subsequent recognition of the modified financial asset, the modified asset is considered a 'new' financial asset. Accordingly, the date of the modification shall be treated as the date of initial recognition of that financial asset when applying the impairment requirements to the modified financial asset.

Financial liability

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statement of income.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statements of financial position if there is a currently enforceable legal right to offset the recognized



amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

The Group assesses that it has a currently enforceable right of offset if the right is not contingent on a future event and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Group and all of the counterparties.

There are no offsetting of financial assets and financial liabilities or any similar arrangements that warrants disclosure in the Group's consolidated financial statements as at December 31, 2025 and 2024.

Impairment of Financial Assets

PFRS 9 introduces the single, forward-looking "expected loss" impairment model, replacing the "incurred loss" impairment model under PAS 39.

The Group recognizes ECL on debt instruments that are measured at amortized cost and FVOCI. No ECL is recognized on equity investments.

ECLs are measured in a way that reflects the following:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial assets migrate through the following three (3) stages based on the change in credit quality since initial recognition:

Stage 1: 12-month ECL

For credit exposures where there have not been significant increases in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of lifetime ECLs that represent the ECLs that result from default events that are possible within the 12-months after the reporting date are recognized.

Stage 2: Lifetime ECL – not credit-impaired

For credit exposures where there have been significant increases in credit risk since initial recognition on an individual or collective basis but are not credit-impaired, lifetime ECLs representing the ECLs that result from all possible default events over the expected life of the financial asset are recognized.

Stage 3: Lifetime ECL – credit-impaired

Financial assets are credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of those financial assets have occurred. For these credit exposures, lifetime ECLs are recognized and interest revenue is calculated by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset.

Loss Allowance

For accounts and other receivable, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognized a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.



For cash and cash equivalents, the Group applies the low credit risk simplification. The investments are considered to be low credit risk investments as the counterparties have investment grade ratings. It is the Group's policy to measure ECLs on such instruments on a 12-month basis based on available probabilities of defaults and loss given defaults. The Group uses the ratings published by a reputable rating agency to determine if the counterparty has investment grade rating. If there are no available ratings, the Group determines the ratings by reference to a comparable bank.

For all debt financial assets other than accounts and other receivable, ECLs are recognized using general approach wherein the Group tracks changes in credit risk and recognizes a loss allowance based on either a 12-month or lifetime ECLs at each reporting date.

Loss allowances are recognized based on 12-month ECL for debt investment securities that are assessed to have low credit risk at the reporting date. A financial asset is considered to have low credit risk if:

- the financial instrument has a low risk of default
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

Determining the Stage for Impairment

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analysis.

An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and reverses any previously assessed significant increase in credit risk since origination, then the loss allowance measurement reverts from lifetime ECL to 12-months ECL.

Write-off policy

The Group writes-off a financial asset and any previously recorded allowance, in whole or in part, when the asset is considered uncollectible, it has exhausted all practical recovery efforts and has concluded that it has no reasonable expectations of recovering the financial asset in its entirety or a portion thereof.

Fuel and Spare Parts

Fuel and spare parts are stated at the lower of cost or net realizable value (NRV). Cost is determined using the moving average method. NRV is the current replacement cost of fuel and spare parts.

Property, Plant and Equipment

Property, plant and equipment, except land, is stated at cost, net of accumulated depreciation and impairment losses. Such cost includes the cost of replacing a part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the



recognition criteria are satisfied. All other repair and maintenance costs are recognized in the consolidated statement of income as incurred.

Land is stated at cost, net of accumulated impairment losses, if any.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. The depreciation of property and equipment, except land, begins when it becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation ceases when the assets are fully depreciated or at the earlier of the date that the item is classified as held for sale (or included in the disposal group that is classified as held for sale) in accordance with PFRS 5, and the date the item is derecognized.

The estimated useful lives used in depreciating the Group's property, plant and equipment are as follows:

Category	In Years
Land improvements	40
Buildings and improvements	6-25
Machinery and equipment:	
Wind towers and equipment	25
Power plant	20
Others	10-40
Tools and other miscellaneous assets	5-10
Transportation equipment	3-5
Office furniture, equipment and others	3-10

The residual values, useful lives and depreciation method are reviewed periodically to ensure that the periods and methods of depreciation are consistent with the expected pattern of economic benefits from items of property and equipment. These are adjusted prospectively, if appropriate.

Fully depreciated property, plant and equipment are retained in the accounts until they are no longer in use and no further depreciation is charged to current operations.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of income when the asset is derecognized.

Construction in progress includes cost of construction and other direct costs and is stated at cost less any impairment in value. Construction in progress is not depreciated until such time as the relevant assets are completed and ready for operational use.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.



Group as a lessee

Except for short-term leases and leases of low-value assets, the Group applies a single recognition and measurement approach for all leases. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the remaining lease term. The lease payments include fixed payments (including in-substance fixed payments, as applicable) less any lease incentives receivable and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Group has elected to use the two exemptions proposed by the standard on the following contracts:

- a. Lease contracts for which the lease terms ends within 12 months from the date of initial recognition
- b. Lease contracts for which the underlying asset is of low value

Significant judgement in determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option to renew the lease contract for an additional term subject to the mutual agreement with the lessors. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).



Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. To the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization on that asset shall be determined as the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of those borrowings. To the extent that funds are borrowed generally, the amount of borrowing costs eligible for capitalization shall be determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate used by the Group is the weighted average of the borrowing costs applicable to the borrowings that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period shall not exceed the amount of borrowing costs incurred during that period.

All other borrowing costs are expensed in the period in which these occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Foreign Currency Denominated Transactions and Balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognized as "Foreign exchange gain - net" under "Other income - net" in the consolidated statement of income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the dates when the fair values are determined. The gains or losses arising on translation of non-monetary items measured at fair value are treated in line with the recognition of the gains or losses on the change in fair values of the items (i.e., translation differences on items which the fair value gains or losses are recognized in OCI or in profit or loss are also recognized in OCI or in profit or loss, respectively).

The functional currency of ACEN Cayman, ACRI, ACEN Finance and ACEN HK is the US Dollar (US\$). As of the reporting date, the assets and liabilities of these subsidiaries are translated into the presentation currency of the Parent Company (the Philippine Peso) at the closing rate as at the reporting date and their statement of income accounts are translated at the weighted average exchange rates for the year. The exchange differences arising on the translation are recognized in the consolidated statement of comprehensive income and reported as a separate component of equity as "Cumulative Translation Adjustments" (see Note 15).

Interests in Joint Arrangements

Joint arrangement is an arrangement over which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities (being those that significantly affect the returns of the arrangement) require unanimous consent of the parties sharing control.

Investments in Associates and Joint Ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.



A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

The Group's investments in its associates and joint ventures are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share in the net assets of the associate or joint venture since the acquisition date.

Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is collectively assessed for impairment.

The consolidated statement of income reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate or joint venture, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the Group's share in profit or loss of the associate or the joint venture is shown in the consolidated statement of income outside operating profit and represents profit or loss after tax and NCI in the subsidiaries of the associate or joint venture.

If the Group's share in losses of an associate or a joint venture equal or exceeds its interest in the associate or joint venture, the Group discontinues recognizing its share of further losses.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognizes the loss in the consolidated statement of income.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statement of income.

The consolidated financial statements include additional information about associates and joint ventures that are material to the Group (see Note 6). Management determined material associates and joint ventures as those associates and joint ventures where the Group's carrying amount of investments is greater than 5% of the total investments and advances in associates and joint ventures as at the end of the year.



Leasehold and Water Rights

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in the consolidated statement of income in the period in which the expenditure is incurred. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over their economic useful lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of income in the expense category that is consistent with the function of the intangible assets.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of income when the asset is derecognized.

The useful lives of leasehold and water rights are assessed as finite. The amortization expense on leasehold and water rights are recognized as “Depreciation and amortization” under “Cost of sale of electricity” account in the consolidated statement of income.

Deferred Exploration Costs

The Group follows the full cost method of accounting for exploration costs determined based on each SC area. Under this method, all exploration costs relating to each SC are deferred pending the determination of whether the contract area contains oil and gas reserves in commercial quantities, net of any allowance for impairment losses.

Expenditures for mineral exploration and development work on mining properties are also deferred as incurred, net of any allowance for impairment losses. These expenditures are provided with an allowance when there are indications that the exploration results are negative. These are written-off against the allowance when the projects are abandoned or determined to be unproductive. When the exploration work results are positive, the net exploration costs, and subsequent development costs are capitalized and amortized from the start of commercial operations.

Development Costs

Development expenditures on an individual project are recognized as an asset when the Group can demonstrate:

- The technical feasibility of completing the asset to be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development



Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete, and the asset is available for use. It is amortized over the period of expected future benefit. Amortization is recorded in expenses. During the period of development, the asset is tested for impairment annually. Development costs is presented under “Other noncurrent assets” in the consolidated statement of financial position.

Advances for Land Acquisitions

Advances for land acquisitions are carried at cost less impairment losses, if any and is classified as noncurrent based on the actual realization of such advances based on the determined usage/realization of the asset to which it is intended for. Advances for land acquisition is presented under “Other noncurrent assets” in the consolidated statement of financial position.

Impairment of Non-financial Assets

The Group assesses at each reporting date, whether there is an indication that an asset may be impaired in accordance with PAS 36. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or CGU’s fair value less costs of disposal and its value-in-use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group’s CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover the entire life of the CGUs. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth (5th) year.

Impairment losses are recognized in the consolidated statement of income in the expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset’s or CGU’s recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income.



The following assets have specific characteristics for impairment testing:

Property, Plant and Equipment

For property, plant and equipment, the Group assesses for impairment based on impairment indicators such as evidence of internal obsolescence or physical damage.

Investments in Associates and Interest in a Joint Venture

The Group determines at the end of each reporting period whether there is any objective evidence that the investments in associates and interest in a joint venture are impaired. If this is the case, the amount of impairment is calculated as the difference between the recoverable amount of the investments in associates and interests in joint ventures, and their carrying amounts.

Goodwill

Goodwill is tested for impairment annually and more frequently when circumstances indicate that the carrying value may be impaired.. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relate. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Development Costs

Development costs are tested for impairment when circumstances indicate that the carrying value may be impaired.

Right-of-Use Assets and Leasehold and water rights

Right of use assets and leasehold and water rights with finite useful lives are tested for impairment when circumstances indicate that the carrying value may be impaired.

Deferred Exploration Costs

Deferred exploration costs are reassessed for impairment on a regular basis. An impairment review is performed, either individually or at the CGU level, when there are indicators that the carrying amount of the assets may exceed their recoverable amounts. To the extent that this occurs, the excess is fully provided against, in the reporting period in which this is determined.

Facts and circumstances that would require an impairment assessment as set forth in PFRS 6,

Exploration for and Evaluation of Mineral Resources, are as follows:

- The period for which the Group has the right to explore in the specific area has expired or will expire in the near future and is not expected to be renewed.
- Substantive expenditure on further exploration and evaluation of mineral resources in the specific area is neither budgeted nor planned.
- Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.
- When a service contract where the Group has participating interest in is permanently abandoned; and,
- Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.



When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, impairment loss is measured, presented, and disclosed in accordance with PAS 36, *Impairment of Assets*.

Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made, or the payment is due (whichever is earlier). Contract liability is recognized as revenue when the Group performs under the contract.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of income, net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as “Other income” in the consolidated statement of income.

Asset Retirement Obligation

The Group is legally required under a lease agreement to dismantle certain machinery and equipment and restore the leased site at the end of the lease contract term. The Group recognizes the fair value of the liability for this obligation and capitalizes the present value of these costs as part of the balance of the related property, plant and equipment accounts, which are being depreciated on a straight-line basis over the shorter of the useful life of the related asset or the lease term. The liability is subsequently carried at amortized cost using the EIR method with the related interest expense recognized in the consolidated statement of income.

Pensions and Other Post-employment Benefits

Defined Benefit Plan

ACEN Retirement Plan for Plants is a hybrid retirement plan which has funded defined benefit features and matching defined contribution features covering all regular and permanent employees. Benefits under the defined benefit features of the plan are based on the employee’s final plan salary and years of service. The defined benefit provisions of the ACEN Retirement Plan for Plants is patterned from the Phinma Jumbo Retirement Plan, which is the former retirement plan of the Group.

Effective January 1, 2020, the matching defined contribution features of the plan covers all regular and permanent employees. Starting on the date of membership of an employee in the Plan, the Group shall contribute to the retirement fund a percentage of the member’s salary as defined when a Member opts to contribute to the plan. Benefits are based on the percentage of the total amount of contributions and investment returns credited to the personal retirement account (PRA) of the member at the time of separation. The Retirement Plan meets the minimum retirement benefit specified under Republic Act 7641.

The retirement fund is administered by a trustee bank under the supervision of the Retirement Committee of the plan. The Retirement Committee is responsible for investment strategy of the plan.



The hybrid retirement plan currently covers for participating entities: ACEN, BTI, LTI, Guimaras Wind, and any subsidiary and affiliate of ACEN that may subsequently adopt and participate in the Plan.

OSPGC, NorthWind, ACES, BWPC and ISLASOL currently operate their separate and distinct funded, noncontributory, defined benefit retirement plan with separately administered funds. Other entities are covered by Republic Act (R.A.) 7641, otherwise known as “The Philippine Retirement Law”, which provides for qualified employees to receive a defined benefit minimum guarantee. The defined benefit minimum guarantee is equivalent to a certain percentage of the monthly salary payable to an employee at normal retirement age with the required credited years of service based on the provisions of R.A. 7641. The cost of providing benefits is determined using the projected unit credit method.

The Defined Benefit Obligation (DBO)/Actuarial Accrued Liability (AAL) is the actuarial present value of expected future payments required to settle the obligation resulting from employee service in current and prior periods. The calculation of the DBO/AAL assumes that the plan continues to be in effect and that estimated future events (including salary increases, turnover and mortality) occur. DBO differs from AAL only in the use of discount rate to compute the present value of expected future payments. The discount rate for DBO is based on the single weighted average discount rate which is based on the bootstrapped PHP-BVAL rates as mandated by PAS 19 at various tenors for intermediate durations were interpolated. The rates were then weighted by the expected benefits payments at those durations to arrive at the single weighted average discount rate while the expected rate of return on plan assets is used as the discount rate in computing AAL for funding.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the consolidated statement of financial position with a corresponding debit or credit to retained earnings through OCI in the period in which these occur. Remeasurements are not reclassified to the consolidated statement of income in subsequent periods.

Past service costs are recognized in the consolidated statement of income on the earlier of:

- the date of the plan amendment or curtailment; or,
- the date that the Group recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset at the beginning of the period, unless there is a plan amendment, curtailment or settlement during the reporting period. The calculation also takes into account any changes in the net defined benefit liability or asset during the period as a result of contributions and benefit payments. The Group recognizes the following changes in the net defined benefit obligation under “Cost of sale of electricity” and “General and administrative expenses” accounts in the consolidated statement of income:

- service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements
- net interest expense or income

Employee Leave Entitlement

Employee entitlements to annual leave are recognized as a liability when these are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the annual reporting period is recognized for services rendered by employees up to the end of the reporting period.



Other long-term benefits

Vacation and sick leaves are recognized as a liability when these are accrued to the employees. Unused vacation and sick leave credits shall be converted to cash upon separation of employee. Leave expected to be settled wholly before twelve months after the end of the annual reporting period is reclassified to short-term benefits.

Capital Stock

Capital stock represents the portion of the paid-in capital representing the total par value of the shares issued.

Capital stock is measured at par value for all shares issued. When the shares are sold at premium, the difference between the proceeds and the par value is recognized as additional paid-in capital. Direct costs incurred related to the equity issuance are deducted from equity, net of any related tax benefits. If additional paid-in capital is not sufficient, the excess is charged against retained earnings.

Additional Paid-in Capital (APIC)

APIC represents the amount paid in excess of the par value of the shares issued. An entity typically incurs various costs in issuing or acquiring its own equity instruments. Those costs, net of tax, might include registration and other regulatory fees, amounts paid to legal, accounting and other professional advisers, printing costs and stamp duties. In accordance with PAS 32, *Financial Instruments: Presentation*, the transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

Accounted also in the APIC are dividends declared by the transferee entities in the common control transaction with ACEIC between October 10, 2019 to June 20, 2020 which the Parent Company has beneficial economic interests already based on the Deed of Assignment. These are accounted for as equity contributions from ACEIC and are recorded as APIC.

Treasury Shares

Own equity instruments that are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statement of income on the acquisition, reissuance or retirement of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in APIC. Share options exercised during the reporting period are satisfied with treasury shares.

Stock Options and Grants

Stock option and grants are accounted for in accordance with PFRS 2, that is, the cost of stock option awards is measured by reference to the fair value at the date on which they are granted. The fair value is determined using the binomial method. The cost of such awards is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award. The cumulative expense that is recognized at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of income for a period represents the movement in cumulative expense recognized as at the beginning and end of the period.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.



Where the terms of the award are modified, the minimum expense recognized is the expense if the terms had not been modified. An additional expense is recognized for any modification, which increases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employee as measured at the date of modification.

Where the stock option is cancelled, it is treated as if it had vested on the date of the cancellation, and any expense not yet recognized for the award is recognized immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the preceding paragraph.

If the outstanding options are dilutive, its effect is reflected as additional share dilution in the computation of diluted earnings per share.

Other Equity Reserves

Other equity reserves are made up of equity transactions other than capital contributions such as share in equity transactions of associates and joint ventures and difference between considerations paid or transferred and the net assets of the entity acquired through business combinations involving entities under common control.

Retained Earnings

Retained earnings include all current and prior period results of operations as reported in the consolidated statement of income, net of any dividend declaration and adjusted for the effects of changes in accounting policies as may be required by PFRS's transitional provisions.

Other Comprehensive Income (OCI)

OCI are items of income and expense that are not recognized in determining the profit or loss for the year in accordance with PFRS. OCI includes remeasurement gain (loss) on retirement plan, net of related taxes, unrealized fair value gain (loss) on equity instruments at FVOCI, unrealized fair value gain (loss) on derivative instruments designated as hedges, net of related taxes, and cumulative translation adjustments.

Cash Dividend and Non-cash Dividend to Equity Holders of the Parent Company

The Group recognizes a liability to make cash or non-cash distributions to equity holders of the Parent Company when the distribution is authorized, and the distribution is no longer at the discretion of the Group. A corresponding amount is recognized directly in equity.

Revenue from Contracts with Customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has concluded acting as principal in all its revenue arrangements since it is the primary obligor in all the revenue arrangements, has pricing latitude and exposed to credit risks.

The specific recognition criteria described below must also be met before revenue is recognized.

Sale of Electricity

Sale of electricity is consummated whenever the electricity generated by the Group is transmitted through the transmission line designated by the buyer, for a consideration. Revenue from sale of electricity is based on sales price. Sales of electricity using bunker fuel are composed of generation fees from spot sales to the WESM and supply agreements with third parties and are recognized monthly based on the actual energy delivered.



Starting December 27, 2014, sales of electricity to the WESM using wind and solar are based on the Feed in Tariff (FIT) rate under the FIT System and are recognized monthly based on the actual energy delivered. Meanwhile, revenue from sale of electricity through ancillary services to National Grid Corporation of the Philippines (NGCP) is recognized monthly based on the capacity scheduled and/or dispatched and provided. Revenue from sale of electricity through Retail Supply Contract (RSC) is composed of generation charge from monthly energy supply with various contestable customers and is recognized monthly based on the actual energy delivered. The basic energy charges for each billing period are inclusive of generation charge and retail supply charge.

The Group identifies the sale of electricity (power generation, trading and ancillary services) where capacity and energy dispatched are separately identified, as its two obligations combined as one performance obligation since the customer can benefit from it in conjunction with other readily available resources and it is also distinct within the context of the contract. The performance obligation qualifies as a series of distinct services that are substantially the same and have the same pattern of transfer. The Group concluded that the revenue should be recognized overtime since the customer simultaneously receives and consumes the benefits as the Group supplies electricity.

Retail supply also qualifies as a series of distinct services which is accounted for as one performance obligation since the delivery of energy every month is a distinct service which is recognized over time and have the same measure of progress.

For power generation and trading and retail supply, the Group uses the actual kilowatt hours (kwh) dispatched which are also billed on a monthly basis.

For ancillary services, the Group determined that the output method is the best method in measuring progress since actual energy is supplied to customers. The Group recognizes revenue based on contracted and actual kilowatt hours (kwh) dispatched which are billed on a monthly basis.

Rental Income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated statement of income due to its operating nature.

Dividend Income

Dividend income is recognized when the Group's right to receive the payment is established, which is generally when shareholders of the investees approve the dividend.

Other Revenues

Other revenues include management fees and revenue from water distributions. Management fees are recognized for services rendered when earned. Revenue from water distributions arise from water supply contracts which include production and water fees and are recognized per cubic meter based on actual consumption.

Claims on Business Interruptions and Property Damage

Income is recognized when an acknowledgment for the proposed claims is received from insurers. The income arises from unplanned shutdown of an insured property which resulted to business interruptions and property damage.

Other Income

Other income is recognized when there is an incidental economic benefit, other than the usual business operations, that will flow to the Group through an increase in asset or reduction in liability that can be measured reliably.



Costs and Expenses

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or decreases of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants. Costs and expenses are recognized when incurred.

Taxes

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Management periodically evaluates positions taken in the tax return with respect to situations in which applicable tax regulations are subject to interpretations and establishes provisions where appropriate.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of income.

Deferred Income Tax

Deferred income tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes as at the reporting date.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- when the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income.
- in respect of taxable temporary differences associated with investments in subsidiaries, associates, and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, including carryforward benefits of unused net operating loss carryover (NOLCO) and excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) which can be deducted against future RCIT due to the extent that it is probable that future taxable income will be available against which the deductible temporary differences and carryforward benefits of unused tax credits from unused NOLCO can be utilized, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income.
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable income will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or



part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred income tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred income tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred income tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognized in the consolidated statements of income.

Creditable Withholding Taxes (CWT)

CWTs are carried at the amount withheld by customers for services provided by the Group. CWTs are recognized when payments are received from customers and the related withholding taxes were applied and remitted to the BIR. CWTs can be utilized as credits against the Group's income tax liability, as applicable, provided these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation and may also be reduced by impairment losses, if any. CWTs which are expected to be utilized as payment for income taxes within 12 months from the reporting date are classified as current assets, otherwise, these are classified as noncurrent assets.

Value-added Tax (VAT)

Revenues, expenses and assets are recognized net of the amount of VAT, except:

- When the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the VAT is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable; and,
- When receivables and payables are stated with the amount of VAT included

The amount of VAT recoverable from the taxation authority is recognized as "Input VAT", while VAT payable to taxation authority is recognized as "Output VAT". Output VAT is recorded based on the amount of sale of electricity billed to customers. Any amount of output VAT not yet collected as at reporting period are presented under "Accounts payable and other current liabilities" account in the consolidated statements of financial position.

Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Government grants do not include government assistance whose value cannot be reasonably measured.



Government grants are recognized in profit or loss on a systematic basis over the periods in which the entity recognizes expenses for the related costs for which the grants are intended to compensate, which in the case of grants related to assets require setting up the grant as deferred income.

Expiry at maturity is a form of settlement even though there is no additional exchange of consideration.

Earnings (Loss) Per Share

Basic earnings (loss) per share is computed based on the weighted average number of issued and outstanding common shares during each year after giving retroactive effect to stock dividends declared during the year. Diluted earnings (loss) per share is computed as if the stock options were exercised as at the beginning of the year and as if the funds obtained from exercise were used to purchase common shares at the average market price during the year. Outstanding stock options will have a dilutive effect under the treasury stock method only when the fair value of the underlying common shares during the period exceeds the exercise price of the option.

Where the outstanding stock options have no dilutive effect and the Group does not have any potential common shares nor other instruments that may entitle the holder to common shares, diluted earnings (loss) per share is the same as basic earnings (loss) per share.

Segment Reporting

The Group's operating businesses are organized and managed separately according to its geographic areas of operations, with each segment representing a strategic business unit that serves different markets.

Previously, the operating businesses are organized and managed separately according to its related services. Financial information on operating segments and the restatement following a change in composition of reportable segments are presented in Note 27 to the consolidated financial statements.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements but are disclosed in the notes to the consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. If it is probable that an outflow of resources embodying economic benefits will occur and the liability's value can be measured reliably, the liability and the related expense are recognized in the consolidated financial statements.

Contingent assets are not recognized in the consolidated financial statements but disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the consolidated financial statements. If it is virtually certain that an inflow of economic benefits or service potential will arise and the asset's value can be measured reliably, the asset and the related revenue are recognized in the consolidated financial statements.

Events After the Reporting Period

Post year-end events that provide additional information about the Group's position as at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.



3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the accompanying consolidated financial statements in conformity with PFRS Accounting Standards requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the consolidated financial statements. Actual results could differ from such estimates.

Judgments and estimates are continually evaluated taking into consideration the Group's historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Determination of Transaction Price from Sale of Electricity for Feed-in-Tariff Plants

The Group exercised significant judgment in determining the appropriate Feed-in-Tariff (FIT) rates to be applied in recognizing revenue from its FIT-eligible renewable energy plants.

On November 26, 2025, the Energy Regulatory Commission (ERC) issued Resolution No. 28, Series of 2025, approving the adjusted FIT rates for the period 2021 to 2025 (the "2021–2025 Adjusted Approved Rates" or "2021–2025 AARs"). Subsequent to the issuance of this resolution, the National Transmission Corporation (TransCo) and various renewable energy industry associations formally requested clarification from the ERC due to identified inconsistencies in the computation methodology of the adjusted FIT rates, particularly the application of non-aligned Consumer Price Index (CPI) base years.

On February 27, 2026, the ERC issued an Advisory providing revisions and clarifications to Resolution No. 28, Series of 2025. The Advisory corrected the previously issued FIT rates by consistently applying the same CPI series for both the base year and the index, thereby addressing the identified computational inconsistencies and substantially resolving the uncertainties surrounding the 2021–2025 AARs.

In determining the appropriate transaction price in accordance with PFRS 15, *Revenue from Contracts with Customers*, management evaluated whether the revised and clarified 2021–2025 AARs represent consideration to which the Group is highly probable to be entitled, taking into account the risk of significant reversal of revenue. Following the issuance of the ERC Advisory dated February 27, 2026, management concluded that the revised FIT rates are internally consistent, largely aligned with TransCo's computed rates, and no longer subject to significant regulatory uncertainty.

The ERC Advisory was further assessed in accordance with PAS 10, *Events after the Reporting Period*, to determine whether it represents an adjusting or non-adjusting event. Management concluded that the Advisory constitutes an adjusting event after the reporting period as it provides additional evidence of conditions that existed as at December 31, 2025. The underlying condition giving rise to the uncertainty—the inconsistency in the computation methodology of the 2021–2025 AARs—was already present at the reporting date. The Advisory did not introduce new FIT rates nor a new regulatory framework, but rather revised and clarified the existing resolution by correcting computational errors and confirming the intended methodology.



Accordingly, the Group updated its revenue recognition to reflect the revised and clarified 2021–2025 AARs. The cumulative impact of the adjustment relating to prior periods was recognized as a one-time adjustment in profit or loss for the year ended December 31, 2025. Any future changes arising from subsequent ERC actions, if any, will be recognized in profit or loss in the period when the related uncertainty is resolved.

For the year ended December 31, 2025, the Group recognized ₱608.41 million net of tax one-time adjustment, comprised of ₱329.33 million for FIT plants that are consolidated and ₱279.08 million for FIT plants that are equity accounted (i.e., one-time adjustment is recorded under equity in net income of associates and joint ventures in the consolidated statements of income).

Measurement of Feed-in-Tariff Receivables and Estimation of Collection Period

The Feed-in-Tariff (FIT) receivables represent the differential between the Original Approved FIT Rates (OARs) and the 2020 AARs used for revenue recognition. The Group exercised judgment in assessing both the recoverability and timing of cash flows associated with these receivables. These receivables are measured at amortized cost using the effective interest rate method in accordance with PFRS 9, *Financial Instruments*. In determining the expected timing of recovery, management considered historical FIT All collections, TransCo's petition filings, and the indicative impact of the pending ERC review of the 2021–2025 AARs. Based on the latest available information as at December 31, 2025, the Group revised its estimate of the collection period from 4.5 years to 5 years. This revision constitutes a change in accounting estimate, applied prospectively, and resulted in an adjustment to the carrying amount of the receivables and the related deferred tax assets.

The Group believes that the revised 5-year recovery period represents the best estimate of the timing of future cash flows as of the reporting date.

Vietnam Receivables

In March 2025, Vietnam Electricity (EVN) applied a reduced tariff to the January 2025 and subsequent invoices, despite previous invoices being based on the original Feed-in Tariff (FIT). No formal guidance nor justification has been issued by the Ministry of Industry and Trade (MOIT), Prime Minister's Office, or other authorities regarding the application of the reduced tariff, other than meetings held by the Government of Vietnam with renewable energy (RE) investors where the matter of belated issuance of Completion Certificate Acceptance for RE projects was raised as an issue. In late June 2025, The Deputy Prime Minister tasked the MOIT to review FIT eligibility for each project, including legal and financial implications of EVN's temporary FIT payment and claw back options.

These developments have resulted in delays in the collection of outstanding receivables for certain solar projects in which the Group holds equity interest.

In September 2025, EVN advised MOIT to base FIT eligibility on the original COD, treating missing CCAs as an administrative issue rather than grounds for reducing FIT. By December 2025, the government issued a draft resolution directing MOIT to resolve legal and procedural barriers for FIT-priced projects and negotiate with investors to avoid disputes. With an interim MOIT Minister and expected leadership changes after the elections, the CCA issue and restoration of full FIT payments may be settled in 2026.

As of December 31, 2025, the Group's management is in the position that the outcome of the current situation in Vietnam is expected to be resolved in a way that protects investor interests.



Impairment of UPC Wind Projects

In 2025, UPC Wind Projects, comprising of Lac Hoa (30MW) and Hoa Dong (30MW) wind farm projects, reached an agreement with EVN on the final tariff of the projects amounting to VND1,579/kWh, which is higher than the provisional tariff of VND 793/kWh applied when operations commenced in the first quarter of 2024.

Both projects had missed the Feed-in Tariff (FIT) deadline in October 2021 due to pandemic-related delays and inspection issues, causing Commercial Operation Date (COD) recognition in December 2023 and operational start in early 2024 with a provisional Power Purchase Agreement (PPA).

In July 2025, both Lac Hoa and Hoa Dong projects signed their respective final PPA with a retroactive application of final tariff from the start of operations.

The Group identified impairment indicators for the UPC Wind Projects, including the lower final tariff relative to the investment case, operational delays, and updated assumptions such as increased maintenance and insurance costs.

As a result, for the year ended December 31, 2025, the Group recorded additional allowance for expected credit losses for its Vietnam Projects amounting to P3,950.45 million (US\$69.69 million) (see Note 5). As of December 31, 2025, total allowance for expected credit losses amounted to P7,414.23 million (US\$126.11 million). Post allowance, the carrying value of instruments related to UPC Wind Projects amounted to P4,685.52 million (US\$79.70 million).

Accounting for Long Term Energy Service Agreements (LTESA)

The Group, through ACEN Australia, entered into LTESA with the NSW Australian Government that gives the generator the right, but not the obligation, to enter into a strip of two-year electricity swap contracts ("Swaptions").

In 2025 and 2024, the LTESA contract was designated as hedging instrument because of the following:

- a. It is previously assessed as derivative that is measured at fair value through profit or loss; and
- b. It was not a written option at the inception on the basis that the fair value of the LTESA contract at inception is in a significant asset position.

LTESA meet the definition of a derivative instrument as their value changes with reference to changes in the Australia's National Electricity Market (NEM) spot price of energy, no upfront cost to enter into the contract and the value of the contracts will be settled in the future (see Notes 11 and 14).

The Group uses commodity options derivative financial instruments to hedge its commodity price risks. Potential sources of hedge ineffectiveness in the hedging relationship were as follows:

- a. Credit risk
- b. Fixed price CPI escalation
- c. Changes in generation forecast
- d. Annual payment cap
- e. Clawback mechanism

In the event the Swaptions are not exercised, the net profit or loss impact will be a non-cash item given no exchange of cash occurred at inception and will occur over the life of the arrangement.



The Group also assessed that the transaction is accounted as government grant since the LTESA was granted by the NSW Australian Government to support its initiative on promoting renewable energy and providing long-term revenue certainty for investors and developers of clean energy projects through the electricity swap contracts.

Assessment of Joint Control over Joint Ventures

The Group's investments in joint ventures are structured in separate incorporated entities (see Note 6) and are accounted for as such since the fundamental business and operational matters requires unanimous consent from all parties.

Even though the Group holds various percentage of ownership in interests on these arrangements, their respective joint arrangement agreement requires unanimous consent from all parties to the agreement for the relevant activities identified. In addition, the Group considers the number of its Board seats in its incorporated entity. Further, the Group and the parties to the agreement only have rights to the net assets of the joint venture through the term of the contractual agreements. Considering these factors, management assessed that it has joint control over these joint venture entities.

Classification as Financial Assets at Amortized Cost

Financial assets at amortized cost include redeemable preferred shares and convertible loans which the Group has assessed as debt instruments. These are held by the Group within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows which are reflective of basic lending arrangements (see Note 7).

Classification of Preferred Shares as Equity Instrument

The Parent Company's redeemable preferred shares is classified as equity instrument since it has the option, but not the contractual obligation, to redeem in whole or in part the redeemable preferred shares. The Series A Preferred Shares and Series B Preferred Shares are perpetual, cumulative, non-voting, non-participating, non-convertible, re-issuable and redeemable at the option of the Parent Company. There is no contractual obligation on the issued preferred shares that would require the Parent Company to deliver cash or other financial asset or financial liability to the holders of the instruments (see Note 15).

Recognition of Deferred Tax Liabilities on Taxable Temporary Differences Arising from Investments in Foreign Subsidiaries

The Group did not recognize deferred tax liabilities on the temporary differences arising from undistributed earnings, cumulative translation adjustment, and OCI accounts of its foreign subsidiaries since management believes that the timing of the reversal of these taxable temporary differences can be controlled by the Group and the management does not expect the reversal of these temporary differences in the foreseeable future.

Management's Use of Estimates

The key assumptions concerning the future and other sources of estimation uncertainties at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.



Fair Value Measurement of Commodity Options

In the estimation of fair value of the LTESA Swaptions, a commodity option hedge instrument, the Group used option pricing techniques which resulted in a Day 1 derivative asset, even if no premium was paid (see Note 11).

Fair Value Measurement of Financial Assets at FVTPL and FVOCI

In the estimation of fair value of investments recorded as financial assets at FVTPL and FVOCI, management needs to determine the appropriate techniques and inputs for fair value measurements. The Group uses the discounted cash flow technique for unquoted instruments, published net asset value (NAV) for investments in Unit Investment Trust Funds (UITFs) and quoted prices for publicly traded shares in estimating the fair value of the financial assets at FVTPL and FVOCI.

Purchase Price Allocation and Goodwill Impairment Assessment

The Group made an acquisition in 2024 accounted for using the acquisition method which required extensive use of accounting estimates and judgments to allocate the purchase price to the fair market values of the acquiree's identifiable assets and liabilities at acquisition date. It also required the acquirer to recognize gain on bargain purchase or goodwill. The Group's acquisitions have resulted in goodwill.

On August 1, 2025, the Group finalized the accounting for the acquisition of Real Wind Energy, Inc. (RWEI). There is no change from the provisional to the final purchase price allocation. The fair values of assets and liabilities approximate their carrying values. Goodwill arising from the acquisition amounted to ₱1,375.05 million (see Notes 10 and 24 for the related balances).

The Group performs impairment testing annually and the Group estimates the recoverable amount as the higher of the fair value less costs to sell and value-in-use. This requires an estimation of the recoverable amount which is the fair value less costs to sell or value-in-use of the CGU to which the goodwill is allocated. Estimating the value-in-use requires management to make an estimate of the expected future cash flows for the CGU and to choose a suitable discount rate in order to calculate the present value of cash flows (see Note 10).

Measurement of Expected Credit Losses

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analysis. An exposure will migrate through the ECL stages as asset quality deteriorates. If in a subsequent period, asset quality improves and any previously assessed significant increase in credit risk also reverses since origination, then the loss allowance measurement reverts from lifetime ECL to a 12-month ECL.

As at December 31, 2025 and 2024, the Group assessed that for its financial assets such as cash and cash equivalents, there has been no SICR since origination and is assessed as low credit risk based on published information of comparable entities. For trade receivable, the Group used a provision matrix in estimating its ECL. A broad range of forward-looking information were considered as economic inputs, such as GDP growth, inflation rates, unemployment rates, interest rates and BSP statistical indicators. The inputs and models used for calculating ECL may not always capture all characteristics of the market at the date of the consolidated financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material. While these model inputs including forward-looking information are revised, the ECL models, and definitions of default remain consistent with prior periods (see Notes 5 and 7).



Determination of Present Value of FIT Adjustment

The Group recognizes FIT receivables arising from the difference between the Original Approved Rates (OARs) and the Adjusted Approved Rates applied in prior periods. These receivables are measured at amortized cost and are discounted to present value based on the expected timing of future FIT-All collections administered by the National Transmission Corporation (TransCo). The determination of the present value of FIT adjustments requires significant management estimates, particularly in relation to the expected recovery period of the receivables.

As of December 31, 2025, management reassessed the expected collection profile of FIT receivables based on historical collection patterns, TransCo's recovery mechanisms, and the regulatory status of pending FIT rate approvals. Based on this assessment, the estimated collection period was revised from 4.5 years to 5 years. This change in estimate was applied prospectively and resulted in a reduction in the carrying amount of FIT receivables due to the increased impact of discounting.

The Group determined the present value of the FIT receivables through the discounted cash flow model using Bloomberg Valuation Service (BVAL) risk-free interest rates of 5-year tenor for government securities that are denominated in Philippine peso currency, being the rate that the Group would receive in a similar economic environment with similar terms, security and conditions. The valuation technique is validated and periodically reviewed by qualified personnel independent of the area that created them.

Recognition of Deferred Tax Assets

The Group reviewed its business and operations to take into consideration the estimated impact of the macroeconomic environment, the market outlook and the Group's operations. As such, the Group assessed its ability to generate sufficient taxable income in the future that will allow the realization of net deferred tax assets.

As a result, the carrying amount of deferred tax assets is reduced to the extent that the related tax assets cannot be utilized due to insufficient taxable income against which the deferred tax assets will be applied. The Group assessed that sufficient taxable income will be generated to allow all or part of the deferred tax assets to be utilized (see Note 21).

Assessment of Contingencies

The Group is currently involved in various legal proceedings and assessments for local and national taxes (see Note 29). The estimate of the probable costs for the resolution of these claims has been developed in consultation with outside counsel handling the defense in these matters and is based upon an analysis of potential results. The final settlement of these may result in material adverse impact on the Group's consolidated financial statements. The Group also invokes limited disclosures on certain matters due to their prejudicial nature.

4. Cash and Cash Equivalents

This account consists of:

	2025	2024
Cash on hand and in banks	₱5,252,976	₱6,603,902
Cash equivalents	13,105,458	18,554,456
	₱18,358,434	₱25,158,358

Cash in banks earn interests at the prevailing bank deposit rates for its peso and dollar accounts.



Cash equivalents are made for varying periods between one day and three months depending on the immediate cash requirements of the Group and earn interests at the prevailing short-term deposit rates.

Interest income earned on cash and cash equivalents in 2025, 2024 and 2023 amounted to ₱704.00 million, ₱989.57 million and ₱1,586.52 million, respectively (see Note 20).

5. Accounts and Notes Receivable

This account consists of:

	2025	2024
Accounts and other receivable	₱12,720,361	₱10,553,381
Notes receivable (Note 22)		
Bridge financing	9,256,940	13,766,411
Development loans	4,933,366	4,872,023
Other loans	12,675,996	4,940,313
Accrued interest receivable	11,582,481	8,950,155
	51,169,144	43,082,283
Less allowance for expected credit losses	6,597,900	2,508,845
	44,571,244	40,573,438
Less noncurrent portion	19,807,659	17,809,515
Current portion	₱24,763,585	₱22,763,923

Accounts and other receivable

This account consists of:

	2025	2024
Trade receivables		
Third party		
Independent Electricity Market Operator of the Philippines (“IEMOP”)	₱2,226,196	₱3,415,260
National Transmission Corporation (“TransCo”)	2,342,247	1,758,707
RES Buyers	1,724,482	1,477,713
National Grid Corporation of the Philippines (“NGCP”)	42,993	413,361
Philippine Electric Market Corporation (“PEMC”)	10,262	30,562
Others	350,958	122,489
Other receivables		
Third party	1,779,895	1,419,608
Related party (Note 22)	4,243,328	1,915,681
	12,720,361	10,553,381
Allowance for expected credit losses	150,197	155,379
	12,570,164	10,398,002
Less noncurrent portion	2,597,102	1,765,706
Current portion	₱9,973,062	₱8,632,296



Trade Receivables

Trade receivables are uncollected portion of the energy generated by the Group and delivered to the grid and the energy sold to bilateral customers. These are the trade receivables from IEMOP, TransCo and RES buyers. These consist of interest-bearing and noninterest-bearing receivables and are generally collectible within thirty (30) to sixty (60) days.

a. Trade Receivables from IEMOP

The Group recognizes receivables from IEMOP participants in relation to the sales of electricity through the Wholesale Electricity Spot Market (WESM). These are non-interest bearing if collected on time, and are normally collectible within 30 days from the end of the billing period.

b. Trade Receivables from TransCo

In 2020, the Group recognized receivables from TransCo arising from retroactive FIT adjustments approved by the ERC for the years 2016 to 2020. These receivables represent the difference between the original approved FIT rates (OARs) initially granted upon commercial operations of the Group's FIT-eligible plants and the adjusted approved FIT rates (AARs) subsequently approved by the ERC to reflect movements in inflation and foreign exchange. The receivables are recoverable through FIT-All collections over a period of up to five years.

In accordance with PFRS 9, *Financial Instruments*, the receivables are measured at amortized cost and discounted using Philippine peso (PHP) BVAL reference rates for government securities, with an imputed credit spread. The credit spread was determined based on the difference between the borrowing rates of comparable government-owned and controlled corporations and the corresponding risk-free rate.

In February 2021, the ERC issued a supplemental letter stating that, pending approval of the AARs for periods subsequent to 2020, generation billings shall continue to be based on the OARs. On November 26, 2025, the ERC issued Resolution No. 28, Series of 2025 approving the AARs for the years 2021 to 2025. Following the issuance of the resolution, TransCo and various renewable energy industry associations filed requests for clarification citing inconsistencies in the computation methodology of the adjusted FIT rates, particularly relating to the application of non-aligned Consumer Price Index (CPI) base years, and the ERC initiated a review process.

On February 27, 2026, the ERC issued an Advisory providing revisions and clarifications to Resolution No. 28, Series of 2025. The Advisory corrected the previously issued FIT rates by consistently applying the same CPI series for both the base year and the index, thereby addressing the identified computational inconsistencies and substantially resolving the uncertainties surrounding the 2021 to 2025 AARs.

The February 27, 2026 ERC Advisory was assessed in accordance with PAS 10, *Events after the Reporting Period*, and was determined to constitute an adjusting event as it provides additional evidence of conditions that existed as at December 31, 2025. Accordingly, the Group reassessed the recoverability and measurement of receivables arising from FIT adjustments for the 2021 to 2025 period.

Adjustments arising from changes in FIT rates constitute variable consideration under PFRS 15, *Revenue from Contracts with Customers*, and are recognized only when it is highly probable that no significant reversal will occur. Based on the revised and clarified FIT rates issued by the ERC on February 27, 2026, management concluded that the related receivables represent amounts to which the Group is entitled with no significant risk of reversal.



Accordingly, the Group recognized the cumulative impact of the revised and clarified 2021 to 2025 AARs as an adjustment to revenue and the corresponding receivable in the year ended December 31, 2025. Any future changes arising from subsequent ERC actions, if any, will be recognized in profit or loss in the period when the related uncertainty is resolved.

The total FIT revenue adjustments recognized by the Group amounted to ₱743.77 million, ₱269.26 million, and ₱309.30 million in 2025, 2024, and 2023, respectively.

As of December 31, 2025 and 2024, the noncurrent portion of receivables from TransCo amounted to ₱1,679.36 million and ₱949.32 million, respectively, while the current portion amounted to ₱662.89 million and ₱809.39 million, respectively. Interest accretion on receivables from TransCo amounted to ₱103.99 million, ₱46.23 million, and ₱37.41 million in 2025, 2024, and 2023, respectively.

Noncurrent trade receivables consist of FIT system adjustment that is expected to be realized beyond 12 months after the end of the reporting period.

c. Trade Receivables from RES buyers

The Group recognizes receivables from Retail Electricity Supplier (RES) buyers arising from the sale of electricity under retail supply contracts. These receivables represent billed and unbilled amounts based on contracted energy rates and related charges. Receivables from RES buyers are generally collectible within 30-to-60 days in accordance with contractual payment terms.

d. Trade Receivables from NGCP

Receivables from NGCP are from Ancillary Services Procurement Agreements (ASPA), facilitating contingency and dispatchable reserves for the Luzon Grid. The Group has executed ASPAs with NGCP wherein power plant will provide contingency and dispatchable reserves to NGCP to ensure reliability in the operation of the transmission system and the electricity supply in the Luzon Grid for five (5) years upon the effectivity of the provisional or final approval issued by the ERC.

e. Trade Receivables from PEMC Multilateral Agreements

In December 2013, an outage of the Malampaya gasfield caused WESM prices to be elevated. As a result, ERC issued an Order imposing Administered/Regulated Pricing, which was lower than the WESM rates at the time. The receivables from PEMC Multilateral Agreements is the refundable amount from the PEMC arising from recalculation of November and December 2013 spot prices as directed by the ERC. In 2014, ACEN, PEMC, and other WESM participants signed a Multilateral Agreement pending the resolution of cases filed by WESM participants in the Supreme Court. On various dates in 2014 to 2016, the Group recorded collections in relation to the Multilateral Agreement amounting to ₱1,123.51 million. Collections are presented as “Trade payables” under “Accounts payable and Other Current Liabilities”.

In 2022, the Supreme Court declared the administered regulated pricing void and upheld the December 2013 Manila Electric Company (MERALCO) hike for recovery costs. In October 2022, the Supreme Court denied all Motions for Reconsideration.

In 2022, the Group reversed its receivables amounting to ₱1,185.60 million and recorded additional cost of purchased power of equivalent amount. The unpaid cost of purchased power is



presented as “Trade payables” under accounts payable and other current liabilities (see Note 14).

As of March 9, 2026, the ERC has not yet issued guidance on the method for implementation of these adjustments.

Other Receivables

Other receivables from third party mainly comprise of deposit receivables, unapplied collections and creditable withholding taxes that are still pending collections from customers.

Notes receivable

This account consists of:

	2025	2024
Bridge financing - related party (Note 22)	₱9,256,940	₱13,766,411
Development loan:		
Third party	382,135	311,553
Related party (Note 22)	4,551,231	4,560,470
Other loans:		
Third party	3,720,768	3,872,312
Related party (Note 22)	8,955,228	1,068,001
	26,866,302	23,578,747
Allowance for expected credit losses (Note 18)	3,209,132	856,872
	23,657,170	22,721,875
Less noncurrent portion	16,882,851	14,095,488
Current portion	₱6,774,319	₱8,626,387

The roll forward of this account follows:

	2025	2024
Balance at beginning of period	₱23,578,747	₱21,434,908
Additions	19,734,953	4,893,482
Collections	(15,057,536)	(4,265,040)
Reclassification (to) from investments in associates and joint ventures (Note 6)	(1,615,415)	891,755
Reclassification from redeemable preferred shares (Note 7)	—	12,147
Foreign exchange adjustment	321,824	429,940
Others	(96,271)	181,555
Balance at end of period	₱26,866,302	₱23,578,747

Bridge Financing (previously referred to as debt replacement)

Bridge financing facilities are provided to related parties to fund investment requirements for renewable power plants while under construction and undergoing implementation or release of project financing from financial institutions (see Note 22).

a. BIM Renewable Energy Joint Stock Company (BIMRE) (Associate)

On November 24, 2025, the Group and BIMRE entered into an interest-bearing facility with an aggregate principal of US\$51.90 million, to fund its capital needs for the purpose of prepaying its project finance loan. The loan is repayable on February 2026. This was fully collected in January 2026.



As at December 31, 2025, the outstanding balance of the interest-bearing loan amounted to US\$51.60 million (₹3,033.56 million).

b. Asian Wind Power 1 HK (Asian Wind 1) (Joint Venture)

In 2020, the Group and Asian Wind 1 entered into an interest-bearing facility to provide bridge financing during the construction of Dai Phong Wind Project in Vietnam for an aggregate principal amount of US\$61.00 million. The loan is repayable on the earlier of 12 months from commissioning date or upon project financial close. The facility maturity date was amended multiple times in 2022 and 2023. On September 27, 2023, the facility maturity date was amended to September 29, 2035.

As at December 31, 2025 and 2024, outstanding balance of the interest-bearing loan amounted to US\$26.59 million (₹1,563.23 million) and US\$26.59 million (₹1,538.10 million), respectively.

c. Asian Wind Power 2 HK (Asian Wind 2) (Joint Venture)

In 2020, the Group entered into an interest-bearing Pref B Facility with Asian Wind 2 to provide bridge financing to fund the construction of a 42MW wind project in Vietnam, for an aggregate principal amount of US\$54.00 million. The loan is repayable on the earlier of project financial close, or 5 business days from the date of drawdown from the Debt Replacement Facility, or the 25th anniversary from drawdown date.

As at December 31, 2025 and 2024, the outstanding balance of the interest-bearing loan amounted to US\$20.07 million (₹1,179.62 million), and US\$20.07 million (₹1,160.66 million), respectively.

d. Wind Power Hoa Dong (Hoa Dong) and Wind Power Lac Hoa (Lac Hoa) (Joint Venture)

In 2022, the Group entered into an interest-bearing loan facility with Hoa Dong and Lac Hoa to provide bridge financing and to partially fund the construction of the Soc Trang Wind projects. The interest-bearing loan has a total facility of US\$41.59 million for Hoa Dong and US\$47.41 million for Lac Hoa and bears an annual fixed interest rate. Principal is payable in full at the first calendar quarter of a year after July 1, 2024, in case of third-party financing or in tranches, every first calendar quarter of the fourth period or every end of the calendar quarter, until full payment of the loan in case of no third-party refinancing.

As at December 31, 2025 and 2024, the outstanding balance of the interest-bearing loan receivables from Lac Hoa amounted to US\$20.16 million (₹1,145.33 million) and US\$47.41 million (₹2,742.49 million), respectively.

As at December 31, 2025 and 2024, the outstanding balance of the interest-bearing loan receivables from Hoa Dong amounted to US\$18.74 million (₹1,065.00 million) and US\$41.59 million (₹2,405.71 million), respectively.

e. NEFIN Limited (NEFIN) (Joint Venture)

On January 6, 2022, the Group and NEFIN Limited entered into an interest-bearing debt replacement facility to NEFIN Limited to provide bridge financing and partially fund the development and construction of NEFIN rooftop solar projects. The loan is repayable on the earlier of 24 months from first issuance date or upon securing project financing or debt financing by NEFIN Limited.



As at December 31, 2025 and 2024, the outstanding balance of the interest-bearing loan amounted to US\$16.67 million (₱979.97 million) and US\$16.67 million (₱964.22 million), respectively.

f. Vietnam Wind Energy Limited (Vietnam Wind) (Joint Venture)

In 2020, the Group and Vietnam Wind entered into an interest-bearing facility with an aggregate principal amount of US\$10.00 million, to provide bridge financing to fund the construction of a 60MW wind project in Vietnam. The loan is repayable 20 years from the relevant drawdown dates.

As at December 31, 2025 and 2024, the outstanding balance of the interest-bearing loan amounted to US\$ 5.12 million (₱290.23 million) and US\$5.12 million (₱296.15 million), respectively.

g. Greencore Power Solutions 3, Inc. (Greencore 3) (Joint Venture)

ACEN Global Development Group Inc. (AGDGI) and Greencore Power Solutions 3, Inc. entered into an interest-bearing Omnibus Agreement amounting to ₱2,680.00 million in order to finance a 50MW solar power plant in Mexico, Pampanga (Arayat Phase 1).

On February 9, 2022, the Omnibus Agreement was amended to increase the loan facility to ₱2,860.00 million and extended the maturity from March 1, 2023 to June 30, 2023.

On December 20, 2023, the Omnibus Agreement was further amended to extend the maturity date from June 30, 2023 to June 30, 2024 and increase the fixed interest rate from 7.00% to 15.00% on all amounts outstanding after June 30, 2023, until all amounts are paid.

On various dates in 2025 and 2024, the Omnibus Agreement was amended to extend the maturity dates as follows:

Amendment Date	From	To
August 1, 2024	June 30, 2024	December 31, 2024
January 8, 2025	December 31, 2024	January 31, 2025
February 24, 2025	January 31, 2025	March 31, 2025
May 26, 2025	March 31, 2025	June 30, 2025
June 4, 2025 (ACEN Board of Directors approval date) July 16, 2025 (Greencore 3 Board of Directors approval date)	June 30, 2025	December 31, 2025

Promissory notes executed in relation to the facility agreement were made on:

Date	Amount (in thousands)
April 30, 2021	₱993,700
August 12, 2021	215,200
October 28, 2021	108,800
December 2, 2021	285,000
December 22, 2021	475,700
February 14, 2022	185,400
March 17, 2022	331,900
February 28, 2024	104,600
Total	₱2,700,300



On December 23, 2025, the bridge loan was fully settled. The outstanding bridge loan for Arayat 1 as of December 31, 2024 amounted to ₱2,700.30 million (nil as of December 31, 2025).

On May 25, 2022, the Parent Company, CSEC, AGDGI and Grencore 3 entered into an interest-bearing Omnibus Agreement amounting to ₱1,990.00 million in order to finance a 30MW solar power plant in Mexico, Pampanga (Arayat Phase 2). The maturity of the loan is on June 30, 2023.

On December 20, 2023, the Omnibus Agreement was amended to extend the maturity date from June 30, 2023 to June 30, 2024 and increase the fixed interest rate from 7.00% to 15% on all amounts outstanding after June 30, 2023, until all amounts are paid.

On various dates in 2025 and 2024, the Omnibus Agreement was amended to extend the maturity dates as follows:

Amendment Date	From	To
August 1, 2024	June 30, 2024	December 31, 2024
January 8, 2025	December 31, 2024	January 31, 2025
February 24, 2025	January 31, 2025	March 31, 2025
May 26, 2025	March 31, 2025	June 30, 2025
June 4, 2025 (ACEN Board of Directors approval date)	June 30, 2025	December 31, 2025
July 16, 2025 (Grencore 3 Board of Directors approval date)		

Promissory notes executed in relation to the facility agreement were made on:

Date	Amount (in thousands)
June 09, 2022	₱596,082
June 30, 2022	575,051
September 16, 2022	339,757
December 29, 2022	119,355
February 22, 2023	113,116
May 12, 2023	135,474
May 21, 2024	19,679
November 21, 2024	60,261
Total	₱1,958,775

On December 23, 2025, the bridge loan was fully settled. The outstanding bridge loan for Arayat 2 as of December 31, 2024 amounted to ₱1,958.78 million (nil as of December 31, 2025).

h. Ingrid Power Holdings, Inc. (Ingrid) (Joint Venture)

On December 27, 2022, the Parent Company and Ingrid entered into a facility agreement amounting to ₱1,250.00 million in order to fund working capital requirements in relation to the operation of its 150MW Pililia diesel power plant in Pililia, Rizal. The loan bears an annual fixed interest rate and is payable upon maturity.

Promissory notes executed in relation to the facility agreement were made on:

Date	Amount (in thousands)	Original Maturity Date	Extended Maturity Date
December 28, 2022	₱200,000	June 27, 2023	August 30, 2023
January 11, 2023	₱300,000	July 10, 2023	October 31, 2023
January 27, 2023	₱300,000	July 26, 2023	June 30, 2024



The bridge loan with Ingrid was fully settled in 2024. Principal repayments amounting to ₱150.00 million and ₱150.00 million were made on October 31, 2024 and December 2, 2024, respectively.

Bridge financing loans bear interests with rates ranging from 4% to 15% per annum for both years ended December 31, 2025 and 2024.

Development Loans

Development loan facilities are provided to related and third parties to fund the development of renewable power plant projects.

a. UPC Power Solutions LLC (UPC Power) (Joint Venture)

In 2023, the Group and UPC Power entered into an interest-bearing loan agreement with a facility amount of US\$120.00 million to fund the development of various wind energy generating projects in the United States. The loan is repayable on May 13, 2028.

As at December 31, 2025 and 2024, the outstanding receivable amounted to US\$34.82 million (₱2,047.29 million) and US\$23.82 million (₱1,378.10 million), respectively.

b. Yoma Strategic Investments (Yoma) (Affiliate)

In 2019, the Group and Yoma signed a term sheet, which includes an interest-bearing loan for the development of Yoma Micro Power. The interest-bearing loan has a total facility of US\$25.00 million which bears an annual fixed interest and payable upon maturity. The loan is covered by a Guarantee Agreement between the Group (as “Lender”) and Yoma (as “Guarantor”). The Guarantee Agreement stands as security for the prompt and complete payment, where the Guarantor irrevocably and unconditionally undertakes that in case of default, the Guarantor shall pay the Lender the guaranteed obligations as if the Guarantor instead of the Borrower were expressed to be the principal obligor without any further proof or condition and without any investigation or enquiry. The loan is repayable upon maturity on June 30, 2023.

In February 2024, the loan was amended to extend its maturity date to 10 years, with a 5-year grace period. The outstanding interest prior to the amendment, amounting to US\$3.14 million (₱181.55 million), was capitalized as part of the principal.

As at December 31, 2025 and 2024, the receivable amounts to US\$27.20 million (₱1,599.38 million) and US\$27.16 million (₱1,570.82 million), respectively.

c. UPC-AC Energy Solar Limited (UPC-ACE Solar) (Joint Venture)

In 2019, the Group and UPC-ACE Solar entered into an interest-bearing loan agreement with an aggregate amount of US\$20.00 million to fund the development of projects across India, Taiwan, and South Korea. The loan is repayable 10 years from first utilization date.

As at December 31, 2025 and 2024, the accrued interest receivable from UPC-ACE Solar amounted to US\$10.51 million (₱584.30 million) and US\$8.05 million (₱442.67 million), respectively, and were both fully impaired.

As at December 31, 2025 and 2024, the outstanding balance of the interest-bearing loan amounted to US\$14.82 million (₱859.04 million) and US\$14.78 million (₱856.87 million), respectively. These balances were fully impaired.



d. AMI Greenergy Investment Joint Stock Company (AMI Greenergy) (Third party)

On February 7, 2024, the Group and AMI Greenergy entered into an interest-bearing loan agreement with a facility amounting to US\$6.50 million to fund the development of onshore wind farm in Savannakhet Province, Lao People's Democratic Republic. The loan is repayable in December 2028.

The development loan is intended to finance project-related development activities and is secured by a share mortgage.

As at December 31, 2025 and 2024, the outstanding receivable amounted to US\$6.50 million (P382.14 million) and US\$5.39 million (P311.55 million), respectively.

e. PT Dewata ACEN Renewables Indonesia (PT Dewata) (Associate)

On September 22, 2023, the Group and PT Dewata entered into a term loan facility with a total facility amount of US\$0.75 million. The loan was intended to (a) on-lend funds to LandCo Kutai through a convertible loan agreement to secure Phase 1 and Phase 2 project land, (b) obtain Hak Guna Bangunan ("HGB") certification for Phase 1 land, (c) finance project-related studies, and (d) fund approved development activities.

As at December 31, 2025 and 2024, the outstanding receivable amounted to US\$0.77 million (P45.52 million) and US\$0.77 million (P44.79 million), respectively.

f. PT UPC Sidrap Bayu Energi Tahap Dua (PT Sidrap 2) (Associate)

On January 3, 2024, the Group and PT Sidrap 2 entered into an interest-bearing loan agreement with a facility amounting to US\$8.00 million to fund the development of wind power project in Sidrap, South Sulawesi, Indonesia. The loan is payable within seven (7) business days after the date of a written notice from the Group demanding the repayment of the loan.

As at December 31, 2024, the outstanding receivable amounted to US\$6.67 million (P386.02 million).

On May 1, 2025, the Group converted its loan receivables from PT Sidrap 2, with a carrying value of US\$6.67 million, into 217,041 common shares. The Group's ownership structure remained unchanged following the conversion (see Note 6).

g. PT UPC Sukabumi Bayu Energi (PT Sukabumi) (Associate)

On January 3, 2024, the Group and PT Sukabumi entered into an interest-bearing loan agreement with a facility amounting to US\$5.00 million to fund the development of a wind power project in Sukabumi, West Java, Indonesia. The loan is payable within seven (7) business days after the date of a written notice from the Group demanding the repayment of the loan.

As at December 31, 2024, the outstanding receivable amounted US\$4.36 million (P252.21 million).

On May 1, 2025, the Group converted its loan receivables from PT Sukabumi, with a carrying value of US\$4.36 million, into 130,910 common shares. The Group's ownership structure remained unchanged following the conversion (see Note 6).



h. PT UPC Lombok Timur Bayu Energi (PT Lombok) (Associate)

In 2024, the Group and PT Lombok entered into an interest-bearing loan agreement with a facility amounting to US\$5.00 million to fund the development of a wind power project in East Lombok, Indonesia. The loan is payable within seven (7) business days after the date of a written notice from the Group demanding the repayment of the loan.

As at December 31, 2024, the outstanding receivable amounted to US\$0.98 million (P56.82 million).

On May 1, 2025, the Group converted its loan receivables from PT Lombok, with a carrying value of US\$0.98 million, into 31,672 common shares. The Group's ownership structure remained unchanged following the conversion (see Note 6).

i. ACEN-Silverwolf Pte. Ltd (ACEN-Silverwolf) (Joint Venture)

In 2023, the Group and ACEN-Silverwolf entered into an interest-bearing loan agreement with an aggregate amount of US\$2.00 million to fund renewable energy projects located in Taiwan and Malaysia.

As at December 31, 2024, the outstanding receivable amounted to US\$0.26 million (P14.83 million). This was fully repaid in 2025.

j. Provincia Investments Corporation (Provincia) (Third Party)

In 2021, the Group and Provincia entered into an interest-bearing term loan facility to fund its various acquisitions of project sites for solar power projects. The interest-bearing loan has a total facility of P1,000.00 million which bears an annual fixed interest rate and payable upon maturity. On July 2, 2021, Provincia made an initial drawdown amounting P150.00 million. The principal and interest of the loan are payable on July 2, 2026.

On January 25, 2023, the Group, Provincia and Solar Philippines Power Project Holdings, Inc. (Solar PH) entered into definitive agreements whereby ACEN received 500 million shares of SP New Energy Corporation ("SPNEC"), a listed company which is an affiliate of Solar PH (which SPNEC shares had a market value of approximately P660.00 million as of January 24, 2023) as (a) pre-payment for part of the development loan principal, (b) payment of interest, (c) consideration for the arrangement and security amendment by which the Group released its pledge over shares owned by Solar PH in SPNEC, and (d) allow further drawdown by Provincia from the existing P1,000.00 million loan facility.

As at December 31, 2023, Provincia drew additional P150.00 million from its development loan facility.

The Group recognized P515.00 million gain from the partial settlement of development loan in 2023 (see Note 20).

The SPNEC shares held by the Group for trading purposes amounted to P501.82 million and is classified as financial assets at FVTPL in the consolidated statements of financial position. In 2024, all SPNEC shares were sold. The Group recognized a (loss) gain on sale of SPNEC shares amounting to (P50.38) million and P37.34 million for the years ended December 31, 2024 and 2023, respectively (see Note 20).



On September 9, 2024, Provincia prepaid the loan, including the principal of ₱150.00 million and outstanding interest of ₱52.17 million.

Development loans bear interests ranging from 2.00% to 12.22% per annum and 4.00% to 15.00% per annum for the years ended December 31, 2025 and 2024, respectively.

Other Loans

Other loans receivable from third parties include long term loan receivables for land acquisitions. These are interest bearing and generally matures 1-2 years after drawdown.

a. Yanara India, B.V. (formerly BrightNight India, B.V.) (Yanara) (Joint Venture)

In 2023, the Group and Yanara entered into a shareholder loan agreement amounting to US\$173.70 million, with each drawdown to be converted to Indian Rupees (INR) at the prevailing exchange rate at the time of drawdown. The loan will mature in March 2043. It is intended to fund the development of renewable energy projects in India.

As at December 31, 2023, the total shareholder loan to Yanara amounted to INR469.03 million (₱310.54 million). On January 29, 2024, the loan was increased by INR291.02 million (₱197.43 million).

As at December 31, 2025 and 2024, the total outstanding shareholder loan amounted to INR4,168.55 million (₱2,730.82 million) and INR760.05 million (₱517.21 million), respectively, with interest receivable amounting to INR290.76 million (₱190.48 million) and INR138.34 million (₱94.14 million), respectively, and interest income amounting to INR152.43 million (₱100.47 million) and INR94.59 million (₱65.06 million), respectively.

b. Unlimited Renewables Holdings B.V. (URH) (Joint Venture)

In 2024, the Group and URH entered into two separate facility agreements amounting to US\$7.33 million each, to fund renewable energy projects in India. One facility is unsecured, while the other is subject to the pledge and creation of a security interest by UPC Renewables Asia Pacific Holdings, Pte. Ltd. over all its rights, title, and interests in the Share Security to ensure the strict and faithful performance of the parties.

On April 8, 2025, the Company entered into a Construction Loan Facility Agreement with URH, whereby the Company agreed to make available a facility of up to US\$91.0 million to finance approved development and investment projects of the borrower. The facility bears interest at an agreed applicable rate and is subject to the terms and conditions set out in the agreement.

In 2025, the Group converted a portion of its loan receivable from URH amounting to US\$16.57 million (₱946.16 million), into 16,570 non-voting cumulative preferred shares (Class C) issued at US\$1,000 per share.

As at December 31, 2025 and 2024, the outstanding receivable amounted to US\$38.80 million (₱2,280.85 million) and US\$7.98 million (₱462.66 million), respectively.



c. BIM Group Joint Stock Company (BIM Group JSC) (Third Party)

On February 26, 2024, the Group and BIM Group JSC entered into an interest-bearing loan agreement with a facility amounting to US\$35.00 million to fund the capital contributions to BIM Foods Joint Stock Company and other business activities relevant to its business plan. The loan is repayable in December 2029.

As at December 31, 2025 and 2024, the outstanding receivable amounted to US\$29.00 million (₱1,704.91 million) and US\$35.00 million (₱2,024.58 million), respectively.

d. Wind Power Lac Hoa (Lac Hoa) (Joint Venture)

In 2025, the Group (through its subsidiary ACEN Cayman) and Lac Hoa entered into an interest-bearing loan agreement providing facility of US\$27.20 million for the repayment of principal under the ACEN DRF Loan. This is payable quarterly starting 2026 up to 2040.

As at December 31, 2025, the outstanding receivable amounted to US\$27.20 million (₱1,599.09 million).

e. Wind Power Hoa Dong (Hoa Dong) (Joint Venture)

In 2025, the Group (through its subsidiary ACEN Cayman) and Hoa Dong entered into an interest-bearing loan agreement with facility of US\$22.80 million for the repayment of principal under the ACEN DRF Loan. This is payable quarterly starting 2026 up to 2040.

As at December 31, 2025, the outstanding receivable amounted to US\$22.80 million (₱1,340.41 million).

f. CI GMF II Camarines Sur Offshore Wind Energy Corporation (Associate)

On June 23, 2025, ACEN and CI GMF II COOPERATIEF U.A (CI GMF), executed a Deed of Assignment where the loan of CI NMF (PH) Corporation (CI NMF), with principal and accrued interest amounting to ₱388.29 million and ₱18.26 million (US\$7.11 million), respectively, and representing 25% of the total indebtedness of CI NMF to CI GMF, was assigned to ACEN for a for a total consideration of ₱374.20 million (US\$6.63 million).

On November 11, 2025, ACEN granted an interest-bearing loan to CI NMF amounting to ₱164.56 million (US\$2.80 million) with an interest rate of 8.30% per annum. The loan represents ACEN's 25% contribution to the development cost of the 1GW Camarines Offshore Wind Project for the periods of July and October 2025.

As of December 31, 2025, the carrying value of the loan and interest receivable amounted to ₱563.72 million and ₱37.41 million, respectively. For the year ended December 31, 2025, interest income earned amounted to ₱37.41 million.

g. Cleantech Renewable Energy 50 Corporation (Cleantech) (Third Party)

On July 14, 2022, the Group and Cleantech entered into an interest-bearing loan agreement amounting to ₱266.93 million with a fixed interest rate. Principal and interest of the loan are payable upon maturity on July 14, 2032.

As at December 31, 2025 and 2024, the outstanding receivable amounted to ₱266.93 million.



h. Amihan Renewables Energy Corporation (AREC) (Joint Venture)

On March 28, 2025, ACEN (as lender) entered into a facility agreement with AREC (as borrower) for a ₱350.00 million term loan facility to fund AREC's working capital requirements. The loan is interest bearing and has a maturity date of five years from initial drawdown.

AREC is a wholly-owned subsidiary of NLR. The ultimate parent of AREC and NLR is PhilWind, which is a joint venture investment of the Group.

Promissory notes executed in relation to the facility agreement were made on:

Date	Amount (in thousands)
April 10, 2025	₱200,000
December 11, 2025	100,000

As at December 31, 2025, the outstanding receivable from AREC amounted to ₱300.00 million.

i. Solar NT Holdings Pte. Ltd. (Solar NT) (Associate)

In 2025, the Group and Solar NT entered into a shareholder loan agreement amounting to US\$1.00 million to support the working capital requirements of Thanh Long Phu Yen Solar Power Joint Stock Company in Phu Yen province, Vietnam. The loan is repayable on June 30, 2026.

As at December 31, 2025, the outstanding receivable amounted to US\$0.49 million (₱28.81 million).

Other loans carrying amount as at December 31, 2025 and 2024 amounted to ₱1,860.46 million and ₱1,668.94 million, respectively. These bear interests ranging from 1.15% to 15.00% per annum and 3.00% to 14.00% per annum for the years ended December 31, 2025 and 2024, respectively.

Accrued Interest Receivable:

This account consists of:

	2025	2024
Bridge financing - related party (Note 22)	₱2,850,939	₱2,042,112
Development loans:		
Third party	35,457	10,255
Related party (Note 22)	967,515	532,003
Investment in redeemable preferred shares and convertible loans - related party (Note 22)		
Redeemable preferred shares	5,078,223	4,733,771
Convertible loans	1,998,737	1,350,236
Other loans:		
Third party	146,221	101,723
Related party (Note 22)	462,426	129,532

(Forward)



	2025	2024
Trade receivables		
Third party	₱42,100	₱48,513
Related party (Note 22)	863	2,010
	11,582,481	8,950,155
Allowance for expected credit losses	3,238,571	1,496,594
	8,343,910	7,453,561
Less noncurrent portion	327,706	1,948,321
Current portion	₱8,016,204	₱5,505,240

Allowance for Expected Credit Losses (ECL)

In determining ECL, the Group has taken into account the historical default experience, the financial position of the counterparties, as well as the future prospects of the industries in which the issuers of these debt instruments operate, in assessing if there is a significant increase in credit risk, as well as estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, and the loss upon default in each case.

For the year ended December 31, 2025, the Group recognized additional allowance for ECL as follows:

1. US\$ \$0.04 million (₱2.16 million) on principal from the development loan with UPC-AC Energy Solar Limited (UPC-ACE Solar);
2. US\$2.46 million (₱141.62 million) on accrued interest receivable from the development loan with UPC-ACE Solar;
3. US\$7.91million (₱449.00 million) on accrued interest receivable from the investment in convertible loan to Vietnam Wind Energy Limited (Vietnam Wind) (see Note 7);
4. US\$5.12 million (₱290.23 million) on principal from the bridge financing with Vietnam Wind;
5. US\$10.24 million (₱580.74 million) on accrued interest receivable from the bridge financing with Vietnam Wind;
6. US\$18.95 million (₱1,074.03 million) on principal from the bridge financing with Lac Hoa;
7. US\$7.80 million (₱441.94 million) on accrued interest receivable from the bridge financing with Lac Hoa;
8. US\$17.39 million (₱985.84 million) on principal from the bridge financing with Hoa Dong;
9. US\$2.28 million (₱128.69 million) on accrued interest receivable from the bridge financing with Hoa Dong; and
10. A ₱0.08 million reversal of allowance for ECL pertaining to other receivables.

Other movements in the allowance for ECL includes a ₱5.10 million reduction arising from the deconsolidation of diesel plant companies (see note 2).

The total additional allowance for ECL for the year ended December 31, 2025 amounted to ₱4,094.15 million.

For the year ended December 31, 2024, the Group recognized additional allowance for ECL as follows:

1. US\$1.00 million (₱55.53 million) on principal from the development loan with UPC-AC Energy Solar Limited (UPC-ACE Solar);
2. US\$1.81 million (₱103.75 million) on accrued interest receivable from the development loan with UPC-ACE Solar;



3. US\$15.63 million (P898.57 million) on accrued interest receivable from the investment in convertible loan to Vietnam Wind Energy Limited (Vietnam Wind) (see Note 7); and
4. P10.20 million arising from other receivables.

In 2024, provision for ECL amounting to US\$2.79 million (P155.35 million) was reclassified from Vietnam Wind's convertible loan principal to its related accrued interest receivable.

The total additional allowance for ECL for the year ended December 31, 2024 amounted to P1,223.40 million.

Interest income

The Group earns interest income from its accounts and notes receivable amounting to (see Note 20):

	2025	2024	2023
<i>Bridge Financing</i>			
Related Party:			
Greencore 3	P666,938	P698,588	P495,884
Lac Hoa	412,017	262,956	343,065
Hoa Dong	361,211	230,826	301,196
Asian Wind 1	152,910	152,817	283,695
Asian Wind 2	115,387	118,041	224,807
Vietnam Wind	57,532	50,076	37,355
BIMRE	51,245	—	—
NEFIN	3,068	78,142	47,487
Ingrid	—	35,063	76,405
BIM Wind Power Joint Stock Company (BIM Wind)	—	—	130,266
	1,820,308	1,626,509	1,940,160
<i>Development Loans</i>			
Related Party:			
UPC Power	190,344	84,500	—
UPC-ACE Solar	141,667	106,179	102,677
Yoma	70,437	66,204	53,314
PT Dewata	5,134	4,424	—
ACEN-Silverwolf	868	1,115	—
PT Sidrap	—	11,071	—
PT Sukabumi	—	7,044	—
PT Lombok	—	886	—
UPC-ACE Australia	—	—	14,664

(Forward)



	2025	2024	2023
Third Party:			
AMI Greenergy Investment JSC	₱24,537	₱10,189	₱—
Huntington	—	188,529	6,472
Provincia	—	19,119	15,260
AMI Renewables (Quang Binh)	—	1,241	—
BEHS Joint Stock Company (BEHS)	—	—	35,456
BIME	—	—	11,261
UPCAPH	—	—	3,116
Others	—	—	1,962
	432,987	500,501	244,182
<i>Other Loans</i>			
Related Party:			
URH	160,477	23,118	—
Yanara	100,470	65,064	29,677
CI GMF	19,150	—	—
AREC	13,438	—	—
Infineum 4 Energy, Inc. (Infineum 4)	10,954	9,359	3,833
Hoa Dong	5,263	—	—
Lac Hoa	4,411	—	—
Solar NT	71	—	—
Third Party:			
BIM Group JSC	—	97,916	—
Cleantech	—	26,486	51,986
Others	204,246	13,179	—
	518,480	235,122	85,496
<i>Accounts and Other Receivables</i>			
Related Party	3,445	—	—
Third Party	150,817	66,412	76,698
	154,262	66,412	76,698
	₱2,926,037	₱2,428,544	₱2,346,536



6. Investments in Associates and Joint Ventures

The Group's investment in associates and joint ventures and the corresponding effective percentages of ownerships are shown below:

	Place of incorporation and operation	Principal activities	Note reference	Percentage of ownership (%)		Carrying amount	
				December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
Investments in associates:							
BIM Energy Holding Corporation (BIMEH)	Vietnam	Financial holdings	a	49.00	49.00	₱5,858,398	₱5,551,931
Solar NT Holdings Pte. Ltd. (Solar NT)	Singapore	Financial holdings	b	49.00	49.00	2,322,148	2,387,257
BIM Renewable Energy Joint Stock Company (BIMRE)	Vietnam	Power generation	c	64.00	64.00	1,972,861	1,952,540
Maibarara Geothermal, Inc. (MGI)	Philippines	Power generation	d	25.00	25.00	1,036,846	981,295
PT UPC Sidrap Bayu Energi Tahap Dua (PT Sidrap 2)	Indonesia	Power generation	e				
				49.00	49.00	462,408	56,536
PT UPC Sukabumi Bayu Energi (PT Sukabumi)	Indonesia	Power generation	e	49.00	49.00	313,637	75,466
BIM Wind Power Joint Stock Company (BIM Wind)	Vietnam	Power generation	f	64.30	64.30	295,909	142,538
PT UPC Lombok Timur Bayu Energi (PT Lombok)	Indonesia	Power generation	e	49.00	49.00	229,881	171,332
PT Puri Prakarsa Batam (PPB)	Indonesia	Power generation	g	40.00	40.00	185,331	177,249
BIM Energy Joint Stock Company (BIME JSC)	Vietnam	Power generation	c	64.00	64.00	125,683	124,343
CI GMF II Camarines Offshore Wind Energy Corporation (CI GMF) (formerly CI GMF II San Miguel Holdings Corp.)	Philippines	Financial holdings	h	25.00	–	89,471	–
Others	Various	Various		various	various	8,056	8,056
						12,900,629	11,628,543
Interests in joint ventures:							
ACEHI Netherlands B.V. (ACEHI Netherlands)	Netherlands	Financial holdings	a	75.76	75.76	13,859,117	13,036,527
Philippine Wind Holdings Corporation (PhilWind)	Philippines	Financial holdings	b	69.81	69.81	7,086,587	6,714,355
North Luzon Renewable Energy Corp. (NLR)	Philippines	Power generation	b	33.30	33.30	3,560,000	3,198,595
Yanara India, B.V. (Yanara) (formerly BrightNight India B.V.)	Netherlands	Financial holdings	c				
				50.00	50.00	2,941,080	3,775,622
Unlimited Renewables Holdings, B.V. (URH)	Netherlands	Financial holdings	d	50.00	50.00	1,697,292	74,372
UPC Power Solutions LLC (UPC Power)	USA	Financial holdings	e	83.33	83.33	1,263,134	1,804,121
Ingrid Power Holdings, Inc. (Ingrid)	Philippines	Power generation	f	50.00	50.00	1,181,002	1,342,835
Greencore Power Solutions 3, Inc. (Greencore 3)	Philippines	Power generation	g	50.00	50.00	978,666	367,484
Yanara Philippines Corp. (Yanara Ph) (formerly BrightNight Philippines Corp. and Paivatar Energy Corporation)	Philippines	Financial holdings	h				
				50.00	50.00	666,262	232,807
Monsoon Wind B.V. (Monsoon Wind)	Netherlands	Financial holdings	i	50.00	50.00	402,796	296,498
NEFIN Limited (NEFIN)	Hong Kong	Financial holdings	j	88.00	50.00	206,732	118,815
Others	Various	Various		various	various	80,669	144,429
						33,923,337	31,106,460
						₱46,823,966	₱42,735,003



The details and movements of investments in associates and joint ventures accounted for under the equity method are as follows:

	2025	2024
Acquisition costs:		
Balance at beginning of year	₪41,883,135	₪28,081,331
Additions	2,575,160	12,403,749
Reclassification from (to) receivables (Note 5)	1,615,415	(891,755)
Interest retained in a former subsidiary	29	82,275
Return of capital	(1,341,096)	–
Disposal / divestment (Note 20)	(7)	(77,174)
Conversion from subscription deposits and redeemable preferred shares (Note 7)	–	1,695,449
Acquisition of control (Note 24)	–	(568,719)
Cumulative translation adjustment	489,675	1,157,979
Balance at end of year	45,222,311	41,883,135
Accumulated equity in net earnings (losses):		
Balance at beginning of year	1,509,201	2,104,328
Equity in net income of associates and joint ventures	2,709,314	1,190,966
Dividends received	(1,693,587)	(1,786,093)
Disposal	(89,497)	–
Balance at end of year	2,435,431	1,509,201
Accumulated share in other comprehensive (loss) income:		
Balance at beginning of year	(167,097)	(85,483)
Cumulative translation adjustment	(87,934)	(166,434)
Interest rate swap	(14,989)	69,807
Remeasurement (loss) gain on defined benefit plans - net of tax	(4,690)	17,904
Unrealized fair value loss on derivative instruments designated as hedges - net of tax	–	(2,891)
Balance at end of year	(274,710)	(167,097)
Accumulated impairment losses:		
Balance at beginning of year	(490,236)	(1,559)
Loss on write-down from disposal of investment in joint venture (Note 20)	(68,830)	(488,677)
Balance at end of year	(559,066)	(490,236)
Total investments	₪46,823,966	₪42,735,003



Capital call

During the years ended December 31, 2025 and 2024, the Group made investments equivalent to its proportionate share in the following investee companies:

Investee Company	Domicile	Project	Project Location	Technology	Capacity (MW)	<i>Amount in thousands</i>	
						2025	2024
URH	Netherlands	–	India	Solar, Wind	TBD	₱751,129	₱151,018
Greencore 3	Philippines	Arayat	Philippines	Solar	–	859,900	–
Yanara Ph	Philippines	–	Philippines	–	TBD	452,919	225,628
PT Sidrap 2	Indonesia	Sidrap 2	Indonesia	Wind	34	11,846	530
UPC Power	USA	Stockyard & Chestnut Flats	USA	Wind	148	318,921	2,575,040
PT Sukabumi	Indonesia	Sukabumi	Indonesia	Wind	74	7,205	619
Monsoon Wind	Netherlands	Monsoon	Laos	Wind	146	82,271	82,963
PT Lombok	Indonesia	Lombok	Indonesia	Wind	39	841	1,240
BIMEH	Vietnam	BIM Wind, BIM RE, BIME JSC	Vietnam	Solar, Wind	TBD	–	4,177,731
Yanara	Netherlands	BN Maharashtra	India	Hybrid Solar-Wind	80	–	3,559,287
RWEI *	Philippines	Real Wind	Philippines	Wind	500	–	568,719
PhilWind	Philippines	Capa Wind 2	Philippines	Wind	70	–	504,460
NLR	Philippines	Capa Wind 2	Philippines	Wind	70	–	495,400
Others						90,128	61,114
Total						₱2,575,160	₱12,403,749

*RWEI was acquired as a subsidiary in 2024 (see Note 2)

Subscription deposit conversion and reclassification from (to) receivables

Investee Company	Domicile	Project	Project Location	Technology	Capacity (MW)	<i>Amount in thousands</i>	
						2025	2024
URH	Netherlands	–	India	Solar, Wind	TBD	₱946,164	₱–
PT Sidrap 2	Indonesia	Sidrap 2	Indonesia	Wind	34	373,563	75,221
PT Sukabumi	Indonesia	Sukabumi	Indonesia	Wind	74	240,928	87,841
PT Lombok	Indonesia	Lombok	Indonesia	Wind	39	54,760	175,822
YEC*	–	–	–	–	TBD	29	–
Yanara Ph*	Philippines	–	Philippines	–	TBD	–	82,275
BIMEH	Vietnam	BIM Wind, BIM RE, BIME JSC	Vietnam	Solar, Wind	TBD	–	1,356,565
UPC Power	USA	Stockyard & Chestnut Flats	USA	Wind	148	–	(891,755)
Total						₱1,615,444	₱885,969

*Interest retained from a subsidiary



Dividends

The Group received dividends amounting to:

	2025	2024
ACEHI Netherlands	₱624,150	₱1,399,303
PhilWind	393,323	284,334
Ingrid	251,835	—
URH	229,694	—
BIMRE	143,342	73,466
NLR	38,743	28,990
MGI	12,500	—
	₱1,693,587	₱1,786,093

Investment in Associates

a. BIM Energy Holding Corporation (BIMEH)

On November 26, 2024, the Group acquired a 49% equity interest in BIMEH from Huntington Renewable Investments Limited (“HRIL”) for a total consideration of US\$70.50 million, paid in tranches in November and December 2024. A reservation payment of US\$24.50 million, made in December 2023, formed part of the total consideration. The acquisition was completed on December 3, 2024 and resulted in notional goodwill of US\$1.60 million, based on the provisional fair values of BIMEH’s net assets. BIMEH is a renewable energy holding company incorporated and operating in Vietnam, and holds 70% ownership interests in BIMRE, BIME, and BIM Wind Power Joint Stock Company. Following the acquisition, the Group’s effective ownership interest in these underlying entities increased to 64.3%. Under the existing governance framework, control is not obtained as key decisions are subject to joint approval.

b. Solar NT Holdings Pte. Ltd. (Solar NT)

On June 26, 2023, the Group entered into a Share Purchase Agreement with Super Energy Group for the acquisition of 43,063,650 ordinary shares, representing 49% of the issued and paid-up share capital of Solar NT Holdings Pte. Ltd. (“Solar NT”). Solar NT is the holding company for Super Energy Group’s solar projects in Vietnam, with an aggregate capacity of 286.9 MW. The acquisition resulted in a notional goodwill of US\$0.60 million, based on the fair values of the underlying net assets of Solar NT.

c. BIM Renewable Energy Joint Stock Company (BIMRE) and BIM Energy JSC (BIME JSC)

The Group entered into a joint venture with BIM Group in April 2018 to develop solar power projects in Ninh Thuan Province, Vietnam, with an aggregate installed capacity of 330 MW, which achieved commercial operations in 2019, followed by a 75MW solar expansion commissioned in 2020. Despite holding an effective ownership interest of 64.3% following the acquisition of BIMEH, management assessed that the Group does not control BIMRE and BIME, as key decisions require unanimous shareholder approval. Accordingly, these investments continue to be accounted for as investments in associates using the equity method.

d. Maibarara Geothermal, Inc. (MGI)

MGI was incorporated in 2010 and operates a 32MW geothermal power plant in Sto. Tomas, Batangas.



- e. PT UPC Sidrap Bayu Energi Tahap Dua (PT Sidrap 2) ,
PT UPC Lombok Timur Bayu Energi (PT Lombok) and
PT UPC Sukabumi Bayu Energi (PT Sukabumi)

On December 15, 2023, the Group entered into share purchase agreements with UPC Renewables Asia Pacific Holdings Pte. Ltd. and PT Barito Wind Energy for the acquisition of equity interests in three wind power projects in Indonesia, with completion in January 2024. PT UPC Lombok Timur Bayu Energi is developing a 100MW wind project in East Lombok, PT UPC Sidrap Bayu Energi Tahap Dua - a 70MW wind project in Sidrap, South Sulawesi, and PT UPC Sukabumi Bayu Energi - a 150MW wind project in Sukabumi, West Java.

On May 1, 2025, shareholder loans and intercompany payables amounting to US\$6.70 million (Rp373.56 million) in PT Sidrap 2, US\$0.98 million (Rp54.76 million) in PT Lombok and US\$4.32 million (Rp240.92 million) in PT Sukabumi were converted into equity investments (see Note 5).

- f. BIM Wind Power Joint Stock Company (BIM Wind)

In June 2020, the Group entered into a joint venture to develop wind power projects in Ninh Thuan Province, Vietnam. The 88MW wind farm achieved commercial operations in September 2022. Following the acquisition of BIMEH, the Group holds an effective ownership interest of 64.3% in BIM Wind. Management assessed that control was not obtained as key decisions require unanimous shareholder approval, and the investment continues to be accounted for as an investment in an associate using the equity method.

- g. PT Puri Prakarsa Batam (PPB)

On August 20, 2023, the Group entered into a Shareholders' Agreement with PT Trisurya Mitra Bersama for the joint development of a 660MW photovoltaic project, with potential expansion, in Pulau Luma Besar, Indonesia. In September 2024, the Group completed the first and second phase funding requirements corresponding to its 40% ownership interest in PT Puri Prakarsa Batam ("PPB").

- h. CI GMF II Camarines Offshore Wind Energy Corporation (CI GMF)

On March 10, 2025, the Group entered into a Share Purchase and Loan Agreement with affiliates of Copenhagen Infrastructure Partners (CIP), followed by the execution of a Deed of Absolute Sale on June 23, 2025, to acquire 29,500 common shares, representing 25% of the issued and outstanding shares, in CI GMF II Camarines Offshore Wind Energy Corporation. CIP is currently developing an offshore wind energy project located in the provinces of Camarines Sur and Camarines Norte.

Interest in Joint Ventures

- a. ACEHI Netherlands B.V. (ACEHI Netherlands)

On March 24, 2017, the Group invested in ACEHI Netherlands, which was initially accounted for as a subsidiary. ACEHI Netherlands holds a 19.8% interest in Star Energy Geothermal (Salak–Darajat) B.V. ("SEGSD"), which operates a 656 MW geothermal portfolio in Indonesia, comprising the Darajat facility and the Salak facility.



On July 3, 2023, the Group entered into a Share Purchase Agreement with Star Energy Oil & Gas Pte. Ltd. for the sale of a 24.24% equity interest in ACEHI Netherlands, and with an investment cost of US\$41.08 million (P2,260.15 million). This transaction resulted in the Group's loss of control over ACEHI Netherlands. The governance structure was amended such that all significant decisions require unanimous shareholder approval, resulting in the loss of control. Accordingly, the investment was reclassified from a subsidiary to a joint venture.

Cash consideration of the transaction amounted to US\$69.81 million (P3,949.56 million). The deconsolidation resulted in a gain amounting to US\$19.34 million (P1,062.30 million) which is recognized under "Other income – net" account in the consolidated statements of income. The cash inflow amounted to US\$69.74 million (P3,945.44 million), net of US\$0.07 million (P4.12 million) cash surrendered with the subsidiary.

The Group remeasured its 75.76% retained interest in ACEHI Netherlands and recognized remeasurement gain recognized amounting to US\$60.46 million (P3,433.33 million) (see Note 20).

Following deconsolidation of ACEHI Netherlands, the investment of the Group in Salak and Darajat previously presented under "Investments in associates" is reclassified to "Investment in joint ventures" through ACEHI Netherlands. The principal place of business and country of incorporation is in Indonesia.

b. Philippine Wind Holdings Corporation (PhilWind) and North Luzon Renewable Energy Corp. (NLR)

In 2013, ACEN signed an Investment Framework Agreement and Shareholder's Agreement with UPC Philippines Wind Holdco I BV (UPC Philippines) and the Philippine Investment Alliance for Infrastructure fund (PINAI) to develop an 81MW wind power project in Ilocos Norte through NLR.

In 2020, the Group purchased all the shares held of PINAI in PhilWind for P2,573.30 million .

In 2022, the Group purchased all the shares held of UPC Philippines in NLR for P2,385.27 million.

PhilWind directly and indirectly owns 67.00% of NLR through its 38.00% direct interest and 28.70% indirect interest through its 100.00% owned subsidiary, Ilocos Wind Energy Holdings Co., Inc.

In 2024, ACEN signed a subscription contract with NLR and PhilWind for additional subscriptions of P495.40 million and P504.46 million, respectively.

The additional subscription in NLR and PhilWind will be used by NLR as additional funding for the construction and completion of the 70MW wind farm in Pagudpud, Ilocos Norte (wind project referred to as Capa Wind 2). Capa 2 is a wholly owned subsidiary of NLR.



c. Yanara India, B.V. (Yanara) *(formerly BrightNight India, B.V.)*

On March 10, 2023, the Group entered into a Shareholder's Agreement with BrightNight to develop, construct, and operate renewable energy projects in India, including a 153MW hybrid wind-solar project in Maharashtra and round-the-clock renewable projects in Rajasthan comprising the 387MW Sheo 1 and 297MW Sheo 2 projects. On 24 March 2023, the Group acquired 100 Class A shares and 100 Class A1 shares in Yanara India B.V., representing 50% voting interest, and the investment is accounted for as investment in a joint venture.

d. Unlimited Renewables Holdings, B.V. (URH)

On December 21, 2023, the Company entered into a joint venture agreement with UPC India Pte. Ltd. to acquire a 50% ownership interest in URH for the development of renewable energy and energy storage projects in India. URH's project portfolio in India includes the 405MW Tejorupa project, and the 102MW Bijapur project.

e. UPC Power Solutions LLC (UPC Power)

On May 13, 2022, the Group entered into a Limited Liability Company Agreement with UPC Solar & Wind Investments LLC and Pivot Power Management to pursue opportunities to acquire and operate wind projects in the United States, including extending asset life through preventive maintenance and repowering. UPC Power currently holds two operating wind projects in North America: Stockyard Wind with a net dependable capacity of 129MW and Chestnut Flats with a capacity of 38MW.

f. Ingrid Power Holdings, Inc. (Ingrid)

In 2021, the Group executed a subscription agreement with Axia Power Holdings Philippines Corp. for a 50% interest in Ingrid to develop, construct, and operate a 150MW diesel power plant in Pililia, Rizal.

g. Greencore Power Solutions 3, Inc. (Greencore 3)

In 2022, the Group entered into a joint venture agreement with Citicore Renewable Energy Corporation for a 50% interest in Greencore 3 to develop, construct and operate an 80MW solar power plant in Arayat and Mexico Pampanga. The solar power plant is referred to as Arayat.

h. Yanara Philippines Corp. (Yanara Ph) *(formerly BrightNight Philippines Corp. and Paivatar Energy Corporation)*

On March 7, 2024, ACEN signed a Shareholders' and Investment agreement with BrightNight APAC B.V (BrightNight APAC) for the ownership and management of Yanara Ph as the designated renewable energy platform for the development, construction, and operation of a utility-scale renewable energy projects in the Philippines. The transaction diluted ACEN's ownership of the then wholly-owned subsidiary (see Note 2).



i. Monsoon Wind B.V. (Monsoon Wind)

On February 24, 2023, the Group entered into a Shareholder's Agreement with Mitsubishi Corporation for the development, construction, and operation of the Monsoon Wind Power Project in Southern Lao PDR. The project is a 600MW wind power plant, the first cross-border wind project in Southeast Asia, which achieved commercial operations in October 2025. On March 14, 2023, the Company infused share capital and share premium into the joint venture entity, Monsoon Wind B.V., representing a 50% voting interest.

j. ACEN C&I HK Limited and NEFIN Limited (NEFIN)

On March 20, 2025, the Group established ACEN C&I HK Limited to serve as the holding and management platform for its investments in NEFIN and related clean energy projects in ASEAN and Hong Kong. ACEN C&I HK Limited is a joint venture between ACEN Silverwolf and ACEN Investments HK Limited (ACENIHK), each holding a 50% equity interest.

NEFIN is held 50% directly by the Company and 50% by ACEN C&I HK Limited. Taking into account both direct and indirect interests, the Group has a total effective ownership interest of 87.50% in NEFIN. Through this structure, ACEN C&I HK Limited serves as the holding entity for NEFIN, which holds solar assets across Malaysia, Thailand, Singapore, Hong Kong, and China.

k. Real Wind Energy Inc. (RWEI)

On March 22, 2024, the Group and Modern Energy Management Pte. Ltd. (MEM) signed an Asset and Share Purchase Agreement and Deed of Absolute Sale wherein the Group purchased from MEM 40% of issued and outstanding shares in RWEI, which is currently developing wind energy projects in Real, Quezon.

On August 1, 2024, ACEN acquired additional shares representing 60% ownership, thereby acquiring control over RWEI (see Note 24).



The summarized financial information of material associates an/d joint ventures of the Group, and the reconciliation with the carrying amounts of the investments in the consolidated financial statements, are shown below:

2025 (Amounts in millions, except as otherwise stated)

	PhilWind	NLR	Ingrid	BIMRE	ACEHI Netherlands	Greencore 3	MGI	Solar NT	BIMEH	URH	UPC Power
Classification	Joint venture	Joint venture	Joint venture	Joint venture VND	Joint Venture	Joint Venture	Associate	Associate	Joint venture VND	Joint Venture	Joint Venture
Functional currency	PHPP	PHPP	PHPP	(in billions)	US\$	PHPP	PHPP	US\$	(in billions)	US\$	US\$
Dividends received	₱393.32	₱38.74	₱251.83	₱64.14	\$10.78	₱—	₱12.50	\$—	₱—	\$3.94	\$—
Summarized Statements of Financial Position:											
Cash and cash equivalents	₱930.01	₱596.61	₱513.17	₱95.32	\$169.57	₱321.70	₱419.86	\$6.10	₱580.27	\$0.43	\$3.27
Other current assets	2,410.65	1,739.81	971.12	1,015.06	—	140.59	421.75	25.49	1,302.72	6.31	7.03
Noncurrent assets	20,211.24	10,029.69	841.04	4,547.87	—	4,445.03	4,895.60	177.07	7,923.38	65.20	83.94
Total assets	23,551.90	12,366.11	2,325.33	5,658.25	169.57	4,907.32	5,737.21	208.66	9,806.37	71.94	94.24
Accounts and other payables	1,172.07	430.20	432.78	17.95	—	240.46	314.30	4.96	46.30	0.02	6.34
Short-term loans	—	—	—	—	—	—	—	1.28	—	—	—
Lease liabilities - current portion	2.08	2.08	7.35	1,641.85	—	—	1.37	—	—	—	0.07
Long-term loan - current portion	704.80	486.42	—	—	—	212.45	322.80	25.45	1,644.20	24.21	62.71
Other current liabilities	136.19	76.02	68.17	2.23	0.05	59.95	—	0.53	23.28	10.69	4.24
Lease liabilities - net of current portion	35.87	35.87	—	—	—	—	—	—	—	—	—
Long-term loan - net of current portion	8,545.87	5,377.98	—	1,856.38	—	2,352.03	912.16	103.08	4,202.32	—	—
Other noncurrent liabilities	126.14	126.14	1.65	709.59	—	111.29	22.30	8.63	2,074.64	9.44	5.32
Total Liabilities	10,723.02	6,534.71	509.95	4,228.00	0.05	2,976.18	1,572.93	143.93	7,990.74	44.36	78.68
Equity	₱12,828.88	₱5,831.40	₱1,815.38	₱1,430.25	\$169.52	₱1,931.14	₱4,164.28	\$64.73	₱1,815.63	\$27.58	\$15.56
Share in equity	₱3,821.97	₱2,375.80	₱895.29	₱508.67	\$232.75	₱977.89	₱1,036.85	\$38.81	₱889.66	\$8.48	\$12.38
Notional goodwill	3,264.62	1,184.20	285.71	363.00	2.58	—	—	0.60	20.68	—	19.30
Carrying value of investments in functional currency	₱7,086.59	₱3,560.00	₱1,181.00	₱871.67	\$235.33	₱977.89	₱1,036.85	\$39.41	₱910.34	\$8.48	\$31.68
Carrying value of investments in Philippine Peso	₱7,086.59	₱3,560.00	₱1,181.00	₱1.93	₱13,628.24	₱978.67	₱1,036.85	₱2,285.61	₱5.77	₱1,695.48	₱1,239.95
Cumulative translation adjustment	—	—	—	0.04	230.88	—	—	36.54	0.09	1.81	23.18
Carrying value of investments in reporting currency	₱7,086.59	₱3,560.00	₱1,181.00	₱1.97	₱13,859.12	₱978.67	₱1,036.85	₱2,322.15	₱5.86	₱1,697.29	₱1,263.13



	PhilWind	NLR	Ingrid	BIMRE	ACEHI Netherlands	Greencore 3	MGI	Solar NT	BIMEH	URH	UPC Power
Classification	Joint venture	Joint venture	Joint venture	Joint venture VND (in billions)	Joint Venture	Joint Venture	Associate	Associate	Joint venture VND (in billions)	Joint Venture	Joint Venture
Functional currency	PHPP	PHPP	PHPP		US\$	PHPP	PHPP	US\$		US\$	US\$
Summarized Statements of Comprehensive Income:											
Revenue	₱553.04	₱2,864.98	₱4,185.33	₱1,235.03	\$390.98	₱461.02	₱1,071.14	\$34.33	₱—	\$6.94	\$10.62
Depreciation and amortization	—	403.53	144.46	—	55.45	160.03	—	15.81	269.37	—	4.68
Interest income	3.68	-124.79	20.97	22.71	—	0.55	16.64	0.02	151.45	2.96	0.20
Interest expense	0.01	422.75	15.73	597.78	45.86	673.13	108.18	12.08	—	2.78	3.32
Income tax expense	0.74	178.81	249.02	27.78	95.01	20.44	27.10	0.23	0.02	—	—
Other cost and expense (income)	(571.75)	984.96	2,617.31	387.05	52.45	105.40	680.30	8.97	(315.14)	1.82	21.15
Net income (loss)	1,127.72	999.72	1,179.78	245.13	142.21	(497.43)	272.20	(2.74)	197.20	5.30	(18.33)
Other comprehensive (loss) income	—	(2.71)	(0.06)	—	—	—	(10.91)	(1.04)	—	—	—
Total comprehensive income (loss) at functional currency	₱1,127.72	₱997.01	₱1,179.78	₱245.13	\$142.21	(₱497.43)	₱272.20	(₱2.74)	₱197.20	\$5.30	(₱18.33)
Group's share in total comprehensive income (loss) at functional currency	₱765.56	₱400.15	₱590.00	₱73.54	\$21.25	(₱248.72)	₱68.05	(₱1.34)	₱96.63	\$2.65	(₱15.27)
Total comprehensive income (loss) in Philippine Peso	₱1,127.72	₱997.01	₱1,179.78	₱0.55	₱8,369.37	(₱497.43)	₱272.20	(₱161.26)	₱0.44	₱311.92	(₱1,078.76)
Group's share in total comprehensive income (loss) in Philippine Peso	₱765.56	₱400.15	₱590.00	₱0.13	₱1,215.86	(₱248.72)	₱68.05	(₱101.64)	₱0.21	₱153.51	(₱883.09)



2024 (Amounts in millions, except as otherwise stated)

	PhilWind	NLR	Ingrid	BIMRE	ACEHI Netherlands	Greencore 3	MGI	Solar NT	BIMEH	Yanara	UPC Power
Classification	Joint venture	Joint venture	Joint venture	Joint venture VND	Joint Venture	Joint Venture	Associate	Associate	Joint venture VND	Joint Venture	Joint Venture
Functional currency	PHPP	PHPP	PHPP	(in billions)	US\$	PHPP	PHPP	US\$	(in billions)	US\$	US\$
Dividends received	₱284.33	₱28.99	₱—	₱32.12	\$24.56	₱—	₱—	\$—	₱—	\$	\$
Summarized Statements of Financial Position:											
Cash and cash equivalents	₱382.43	₱360.50	₱829.07	₱119.07	\$74.46	₱1,090.60	₱392.71	₱14.71	₱669.26	\$36.35	\$8.70
Other current assets	2,182.06	1,461.77	1,136.38	956.80	225.96	122.71	372.84	11.68	1,164.39	2.80	18.25
Noncurrent assets	20,312.38	10,344.36	964.85	4,858.26	2,466.38	4,594.72	4,698.09	198.67	14,635.07	34.15	61.86
Total assets	22,876.87	12,166.63	2,930.30	5,934.13	2,766.80	5,808.03	5,463.64	225.06	16,468.72	73.30	88.81
Accounts and other payables	396.56	126.07	643.95	27.12	25.94	212.39	320.03	5.10	5.44	3.82	4.91
Short-term loans	—	—	62.50	—	—	—	—	—	—	—	—
Lease liabilities - current portion	1.04	1.04	6.69	—	1.25	—	1.39	—	—	—	—
Long-term loan - current portion	600.68	486.13	—	477.55	39.00	4,659.08	438.77	27.00	659.44	—	24.17
Other current liabilities	343.39	147.82	46.04	6.32	16.44	118.58	—	0.49	35.24	2.60	7.23
Lease liabilities - net of current portion	38.63	38.63	14.87	—	3.42	—	—	0.06	—	5.51	22.06
Long-term loan - net of current portion	8,953.60	5,863.88	—	3,378.92	952.24	—	739.10	115.91	5,848.37	0.06	—
Other noncurrent liabilities	2,112.10	1,368.54	2.16	629.03	646.13	103.66	22.26	9.06	3,015.00	6.01	1.06
Total Liabilities	12,446.00	8,032.11	776.21	4,518.94	1,684.42	5,093.71	1,521.55	157.62	9,563.49	18.00	59.43
Equity	₱10,430.87	₱4,134.52	₱2,154.09	₱1,415.19	\$1,082.38	₱714.32	₱3,942.09	₱67.44	₱6,905.23	\$55.30	\$29.38
Share in equity	₱3,449.74	₱2,014.40	₱1,057.13	₱497.24	\$222.79	₱367.48	₱981.29	\$40.67	₱3,383.56	\$27.65	\$24.48
Notional goodwill	3,264.62	1,184.20	285.71	363.00	2.58	—	—	0.60	20.68	—	19.30
Carrying value of investments in functional currency	₱6,714.36	₱3,198.60	₱1,342.84	₱860.24	\$225.37	₱367.48	₱981.29	\$41.27	3,404.24	27.65	43.78
Carrying value of investments in Philippine Peso	₱6,714.36	₱3,198.60	₱1,342.84	₱1.96	₱12,472.93	₱367.48	₱981.29	₱2,337.42	₱5.49	₱3,781.62	₱1,626.16
CTA	—	—	—	(0.01)	563.60	—	—	49.84	0.06	(6.00)	177.96
Carrying value of investments in reporting currency	₱6,714.36	₱3,198.60	₱1,342.84	₱1.95	₱13,036.53	₱367.48	₱981.29	₱2,387.26	₱5.55	₱3,775.62	₱1,804.12



	PhilWind	NLR	Ingrid	BIMRE	ACEHI Netherlands	Greencore 3	MGI	Solar NT	BIMEH	Yanara	UPC Power
Classification	Joint venture	Joint venture	Joint venture	Joint venture VND (in billions)	Joint Venture	Joint Venture	Associate	Associate	Joint venture VND (in billions)	Joint Venture	Joint Venture
Functional currency	PHPP	PHPP	PHPP		US\$	PHPP	PHPP	US\$		US\$	US\$
Summarized Statements of Comprehensive Income:											
Revenue	₱2,767.41	₱2,084.44	₱3,651.78	₱1,235.03	\$338.14	₱785.96	₱1,128.41	\$36.24	₱151.82	\$0.69	\$9.14
Depreciation and amortization	365.63	365.48	143.15	282.38	39.92	145.62	311.68	15.74	(36.93)	0.32	3.37
Interest income	102.29	87.89	6.71	22.71	7.78	0.31	22.20	0.02	—	—	—
Interest expense	389.75	389.75	44.03	590.80	43.44	651.68	102.78	14.36	(50.81)	3.11	1.56
Income tax expense	149.81	103.29	103.23	23.30	83.87	20.44	22.77	(0.35)	0.22	—	—
Other cost and expense	649.11	560.52	2,565.37	99.37	40.57	105.54	412.67	12.81	294.43	5.40	17.09
Net income (loss)	1,315.40	753.29	802.71	261.89	138.12	(137.01)	300.71	(6.30)	(55.09)	(8.14)	(12.88)
Other comprehensive (loss) income	(0.74)	(0.74)	(0.08)	(5.78)	2.59	0.00	(13.58)	(2.22)	—	—	—
Total comprehensive income (loss) at functional currency	₱1,314.66	₱752.55	₱802.63	₱256.11	\$140.71	(₱137.01)	₱287.13	(\$8.52)	(₱55.09)	(\$8.14)	(\$12.88)
Group's share in total comprehensive income (loss) at functional currency	₱506.62	₱239.78	₱374.34	₱78.57	\$20.64	(₱67.45)	₱75.00	(\$4.18)	(₱16.53)	(\$4.07)	(\$10.73)
Total comprehensive income (loss) in Philippine Peso	₱1,314.66	₱752.55	₱802.63	₱0.23	₱8,211.29	(₱137.01)	₱287.13	(₱576.49)	(₱0.13)	(₱56.78)	(₱743.93)
Group's share in total comprehensive income (loss) in Philippine Peso	₱506.62	₱239.78	₱374.34	₱0.07	₱1,204.47	(₱67.45)	₱75.00	(₱282.83)	(₱0.04)	(₱28.39)	(₱619.75)



2023 (Amounts in millions, except as otherwise stated)

	PhilWind	NLR	Ingrid	BIMRE	ACEHI Netherlands	Greencore 3	MGI	Solar NT
Classification	Joint venture	Joint venture	Joint venture	Joint venture	Joint Venture	Joint Venture	Associate	Associate
Functional currency	PHPP	PHPP	PHPP	VND (in billions)	US\$	PHPP	PHPP	US\$
Dividends received	₱471.00	₱74.32	₱—	₱ 67.95	\$11.88	₱—	₱—	\$—
Summarized Statements of Financial Position:								
Cash and cash equivalents	₱575.31	₱320.23	₱162.44	₱233.12	\$248.94	₱744.53	₱565.01	₱12.85
Other current assets	2,746.70	1,655.31	856.20	738.50	95.10	206.83	365.57	12.80
Noncurrent assets	16,257.43	9,689.02	1,084.21	5,136.81	2,628.10	4,828.05	4,610.36	224.32
Total assets	19,579.44	11,664.56	2,102.85	6,108.43	2,972.14	5,779.41	5,540.94	249.97
Accounts and other payables	675.07	630.43	398.69	9.92	5.38	225.94	298.71	4.92
Short-term loans	—	—	300.00	—	—	4,474.54	—	—
Lease liabilities - current portion	1.04	1.04	8.48	—	0.81	—	1.31	—
Long-term loan - current portion	494.16	485.80	—	—	44.00	—	399.53	12.40
Other current liabilities	376.08	175.85	—	487.87	34.86	—	—	0.38
Lease liabilities - net of current portion	40.01	40.01	29.41	—	1.10	—	—	0.06
Long-term loan - net of current portion	9,018.69	6,350.55	—	3,685.76	989.96	—	1,173.33	147.54
Other noncurrent liabilities	160.84	158.60	1.28	657.77	648.18	235.25	12.38	9.03
Total Liabilities	10,765.89	7,842.28	737.86	4,841.32	1,724.29	4,935.73	1,885.26	174.33
Equity	₱8,813.55	₱3,822.28	₱1,364.99	₱1,267.11	\$1,247.85	₱843.68	₱3,655.68	\$75.64
Share in equity	₱2,722.98	₱1,308.20	₱682.83	₱452.74	\$226.20	₱434.94	₱909.69	\$45.60
Notional goodwill	3,264.62	1,184.20	285.71	363.00	2.58	—	—	0.60
Carrying value of investments in functional currency	₱5,987.60	₱2,492.40	₱968.54	₱815.74	\$228.78	₱434.94	₱909.69	\$46.20
Carrying value of investments in Philippine Peso	₱5,987.60	₱2,492.40	₱968.54	₱1.87	₱12,865.62	₱434.94	₱909.69	₱2,543.98
CTA	—	—	—	(0.01)	(197.86)	—	—	14.37
Carrying value of investments in reporting currency	₱5,987.60	₱2,492.40	₱968.54	₱1.86	₱12,667.76	₱434.94	₱909.69	₱2,558.35



	PhilWind	NLR	Ingrid	BIMRE	ACEHI Netherlands	Greencore 3	MGI	Solar NT
Classification	Joint venture	Joint venture	Joint venture	Joint venture	Joint Venture	Joint Venture	Associate	Associate
Functional currency	PHPP	PHPP	PHPP	VND (in billions)	US\$	PHPP	PHPP	US\$
Summarized Statements of Comprehensive Income:								
Revenue	₱3,178.18	₱2,439.14	₱616.11	₱1,310.37	\$398.42	₱953.98	₱1,106.40	\$34.87
Depreciation and amortization	365.26	365.26	143.1	282.98	43.78	0.31	296.46	16.54
Interest income	118.66	69.33	9.64	28.37	5.82	0.21	22.23	0.09
Interest expense	408.40	408.4	84.96	564.84	44.86	290.36	106.97	15.9
Income tax expense	145.69	145.68	1.81	45.28	90.29	73.61	26.8	0.17
Other cost and expense	657.48	494.32	795.95	116.08	85.42	153.49	357.43	10.45
Net income (loss)	1,720.01	1,094.81	(400.07)	329.56	139.89	436.42	340.97	(8.10)
Other comprehensive (loss) income	(2.18)	(2.18)	(0.11)	—	(2.78)	—	2.18	(1.44)
Total comprehensive income (loss) at functional currency	₱1,717.83	₱1,092.63	(₱400.18)	₱329.56	\$137.11	₱436.42	₱343.15	(\$9.54)
Group's share in total comprehensive income (loss) at functional currency	₱678.87	₱260.40	(₱200.09)	₱98.87	\$23.61	₱218.21	₱86.34	(\$4.90)
Total comprehensive income (loss) in Philippine Peso	₱1,717.83	₱1,092.63	(₱400.18)	₱0.78	₱7,630.86	₱—	₱343.15	(₱501.84)
Group's share in total comprehensive income (loss) in Philippine Peso	₱678.87	₱260.40	(₱200.09)	₱0.23	₱1,312.90	₱218.21	₱86.34	(₱276.87)



7. Investments in Redeemable Preferred Shares and Convertible Loans

The Group's investments in redeemable preferred shares and convertible loans are shown below:

	Payment Terms	Interest	2025	2024
<i>Redeemable preferred shares</i>				
AMI AC Renewables Corporation (AAR)	Redeemable at the issuer's option	Fixed base rate	₹7,372,524	₹7,254,017
Impact Wind Investments Limited (Impact Wind)	Redeemable until March 31, 2043	Fixed, cumulative and compounding rate	3,785,805	2,734,487
BIM Wind Power Joint Stock Company (BIM Wind)	Redeemable at the issuer's option	Fixed, cumulative and compounding rate	2,365,822	2,327,794
NEFIN Limited (NEFIN)	Redeemable at the issuer's option	Fixed, cumulative and compounding rate	2,040,013	2,007,222
BIM Renewable Energy Joint Stock Company (BIMRE)	Redeemable at the issuer's option	Fixed, cumulative and compounding rate	1,433,692	1,410,647
BIM Energy Joint Stock Company (BIME JSC)	Redeemable at the issuer's option	Fixed, cumulative and compounding rate	250,163	246,140
			17,248,019	15,980,307
<i>Subscription deposits</i>				
ACEN C&I HK Limited	--	--	515,447	—
ACEN Australia Holdings Pty Ltd	--	--	355,860	—
PT Nefin Solar Asset	--	--	38,970	—
PT Sidrap Bayu Energi Tahap Dua	--	--	14,054	—
			924,331	—
<i>Convertible loans</i>				
Vietnam Wind Energy Limited (Vietnam Wind)	Redeemable no later than 20 years from drawdown date	Fixed, cumulative and compounding rate	2,112,850	2,112,850
Asian Wind Power 1 HK Ltd (Asian Wind 1)	Redeemable until July 31, 2040	Fixed, cumulative and compounding rate	956,172	940,803
Asian Wind Power 2 HK Ltd (Asian Wind 2)	Redeemable until October 31, 2041	Fixed, cumulative and compounding rate	922,239	907,414
			3,991,261	3,961,067
			22,163,611	19,941,374
Allowance for expected credit losses			(2,112,850)	(2,112,850)
Balance at end of year			₹20,050,761	₹17,828,524



Investments in redeemable preferred shares and subscription deposits

The rollforward analysis of this account follows:

	2025		
	Redeemable Preferred Shares	Subscription Deposit	Total
Balances at beginning of year	₱15,980,307	₱—	₱15,980,307
Additions	996,133	904,236	1,900,369
Cumulative translation adjustment	271,579	20,095	291,674
Balances at end of year	₱17,248,019	₱924,331	₱18,172,350

	2024		
	Redeemable Preferred Shares	Subscription Deposit	Total
Balances at beginning of year	₱19,429,156	₱1,467,305	₱20,896,461
Additions	1,665,068	228,144	1,893,212
Redemption (Note 20)	(1,389,659)	—	(1,389,659)
Reclassification to:			
Financial asset at FVOCI	(3,861,101)	—	(3,861,101)
Investment in joint venture (Note 6)	—	(1,695,449)	(1,695,449)
Receivables	(12,147)	—	(12,147)
Cumulative translation adjustment	148,990	—	148,990
Balances at end of year	₱15,980,307	₱—	₱15,980,307

Investments in redeemable preferred shares

Details of the Group's investments in redeemable preferred shares follows:

a. AMI AC Renewables Corporation (AAR)

Redeemable Class A and Class B preference shares in AAR are entitled to dividends at a fixed base rate annually, commencing from January 22, 2018. The shares are redeemable only by cash at the issuer's option on a "first in first out" basis but no earlier than the 5th year from subscription date. The preferred shares are to be redeemed no later than the end of the operations of the relevant projects which is expected to be 20 years from commercial operations.

AAR owns a combined 80MW of solar farms in Khan Hoa and Dak Lak Province, Vietnam.

As at December 31, 2025 and 2024, the carrying amount of the investment is US\$125.40 million (₱7,372.52 million) and US\$125.40 million (₱7,254.02 million), respectively.

b. Impact Wind Investments Limited (Impact Wind)

In February 2023, the Group entered into a Party B Financing Bond Subscription Agreement with Mitsubishi Corporation and Monsoon Wind to subscribe to Party B Financing to fund the construction of the 600MW Monsoon Wind Project (see Note 6). The financing has an aggregate



total amount of US\$80.40 million of which US\$65.00 million is allocated to the Group. The Party B Financing has a fixed interest rate and is payable until March 31, 2043.

In 2025 and 2024, total subscriptions amounted to US\$17.12 million (P996.13 million) and US\$21.64 million (P1,235.74 million), respectively, with redemption amounted to nil and US\$1.38 million (P74.75 million), respectively.

As at December 31, 2025 and 2024, the carrying amount is US\$64.40 million (P3,785.80 million) and US\$47.27 million (P2,734.49 million), respectively.

c. BIM Wind Power Joint Stock Company (BIM Wind)

On December 21, 2021, the Group converted deposit for future equity in BIM Wind into 300,000 redeemable preference shares. The redeemable preference shares are non-voting shares entitled to dividends at a fixed, cumulative and compounding base rate annually. Shares are redeemable only by cash and at the issuer's option on a "first in first out" basis no later than the end of the operations of the project which is expected to be 20 years from commercial operations.

BIM Wind owns and operates an 88MW wind project in Ninh Thuan Province, Vietnam. In 2023, the Group converted its subscription deposits to redeemable preferred shares for a total of \$3.14 million (P176.22 million).

As at December 31, 2025 and 2024, the carrying amount of the investment is US\$40.24 million (P2,365.82 million) and US\$40.24 million (P2,327.79 million), respectively.

d. NEFIN Limited (NEFIN)

In 2022, the Group entered into a Shareholder's Agreement with NEFIN Limited to subscribe to the latter's Construction Equity Redeemable Preference Shares which are non-voting shares entitled to a fixed, cumulative compounding dividend annually and are not entitled to any additional dividends. The shares are redeemable only by cash at the issuer's option.

NEFIN installs utility-scale rooftop solar projects, commercial and industrial renewable energy systems.

In 2024, US\$3.50 million (P202.46 million) was collected while US\$0.26 million (P12.15 million) was reclassified to receivables. The total subscriptions amounted to US\$7.47 million (P433.48 million) in 2024 (nil in 2025).

As at December 31, 2025 and 2024, the carrying amount of the investment is US\$34.70 million (P2,040.01 million) and US\$34.70 million (P2,007.22 million), respectively.

e. BIM Renewable Energy Joint Stock Company (BIMRE)

On November 4, 2019, the Group converted its deposit for future equity in BIMRE into 3,437,000 redeemable Class A preference shares and 3,437,000 redeemable Class B preference shares. The redeemable Class A and Class B preference shares are non-voting shares entitled to dividends at fixed, cumulative and compounding base rate annually. Shares are redeemable only by cash and at the issuer's option on a "first in first out" basis but no earlier than the 13th year (for Class A) and 7th year (for Class B) from subscription date and no later than the end of the operations of the project which is expected to be 20 years from commercial operations.



In 2020, the Group converted its subscription deposit to 928,093 Redeemable Class A and 928,093 Redeemable Class B shares.

BIMRE owns 300MW of solar farms in Ninh Thuan Province, Vietnam.

As at December 31, 2025 and 2024, the carrying amount of the investment is US\$24.39 million (¥1,433.70 million) and US\$23.39 million (¥1,410.65 million), respectively.

f. BIM Energy Joint Stock Company (BIME JSC)

On November 4, 2019, the Group converted its deposit for future equity in BIME JSC into 343,700 redeemable Class A preference shares and 343,700 redeemable Class B preference shares. The redeemable Class A and Class B preference shares are non-voting shares entitled to dividends at fixed, cumulative and compounding base rate annually. Shares are redeemable only by cash and at the issuer's option on a "first in first out" basis but no earlier than the 13th year (for Class A) and 7th year (for Class B) from subscription date. The preferred shares are to be redeemed no later than the end of the operations of the relevant projects which is expected to be 20 years from commercial operations.

BIME JSC owns 30MW of solar farms in Ninh Thuan Province, Vietnam.

As at December 31, 2025 and 2024, the carrying amount of the investment is US\$4.26 million (¥250.16 million) and US\$4.26 million (¥246.14 million), respectively.

g. UPC-AC Energy Solar Limited (UPC-ACE Solar)

During the years ended December 31, 2020 up to 2024, the Group entered into a different Share Subscription Agreements with UPC Solar to subscribe to the latter's Class A redeemable preferred shares. The Class A redeemable preferred shares are non-voting shares entitled to dividends at fixed, cumulative and compounding base rate annually. Shares are redeemable only by cash and at the issuer's option on a "first in, first out" basis. The preferred shares are to be redeemed no later than the end of the operations of the relevant projects which is expected to be 25 years from commercial operations.

On August 8, 2024, the Board of Directors' of UPC Solar approved the change in UPC Solar's business model, which included amendments to the features of its Class A preferred shares. The instrument was amended with the following features: (a) no fixed coupon, (b) dividends payment payable upon discretion of the board, and (c) no fixed redemption date. The amendment resulted to the investment in UPC-ACE Solar's Redeemable Preference Share Class A (classified as investment in redeemable preferred shares and convertible loans), with a net carrying amount of US\$59.46 million (¥2,922.27 million), to be reclassified to investments in financial assets at FVOCI due to the change in business model. Prior to reclassification, the investment has an allowance for ECL amounting to US\$16.54 million (¥938.83 million), of which US\$1.05 million (¥59.71 million) was recognized in the consolidated statements of income.

As at December 31, 2024, the fair value of the investments in UPC-ACE Solar's Redeemable Preference Share Class A and B, using a discount rate of 10.9%, was US\$59.99 million (¥3,469.88 million). The unrealized fair value loss on financial assets at FVOCI for the year ended December 31, 2024, amounting to US\$43.04 million (¥1,864.41 million), was recognized in the consolidated statements of comprehensive income.



In 2024, the Group provided an allowance for ECL amounting US\$1.05 million (P59.71 million) (nil in 2025) (see Note 18).

As at December 31, 2025 and 2024, the carrying amount of the investment is nil.

h. UPC Renewables Asia III Ltd. (UPC Asia III)

Redeemable Class A preference shares in UPC Asia III are non-voting shares and are redeemable at the holder's option within 30 days from the earlier of July 15, 2035 or the date as soon as funds are realized by UPC Asia III or its subsidiaries. The shares are entitled to dividends at fixed, cumulative and compounding rate annually, commencing on January 11, 2017.

UPC Asia III owns a 75MW Wind Farm in South Sulawesi, Indonesia.

On June 29, 2024, the Group redeemed RPS Class A from UPC Asia III, through distributable profits and capital reduction. The redemption was offset against the existing shareholder loan of UPC Asia III to ACRI, together with the outstanding interest receivable from investment in redeemable preferred shares. Interest in RPS Class A ceased as of date of the resolution. The redemption resulted to a gain of US\$25.92 million (P1,520.55 million) (see Note 20).

As at December 31, 2025 and 2024, the carrying amount of the investment is nil.

Subscription deposits

a. ACEN C&I HK Limited

On March 20, 2025, the Group acquired 50% of ACEN C&I HK Limited. As part of the acquisition, the Group provided subscription deposits amounting to US\$8.77 million (P495.45 million) on various dates in 2025.

As at December 31, 2025, the carrying amount of the subscription deposits is US\$8.77 million (P515.47 million).

b. ACEN Australia Holdings Pty Ltd

In 2025, the Group made subscription deposits to ACEN Australia Holdings Pty Ltd amounting to US\$6.05 million (P355.76 million) as part of the restructuring and funding requirements of Yindjibarndi Energy Corporation Pty Ltd.

As at December 31, 2025, the carrying amount of the subscription deposits is US\$6.05 million (P355.86 million).

c. PT Nefin Solar Asset

On October 1, 2025, the Group acquired 49% of PT NEFIN Solar Asset, a foreign capital investment company in Indonesia. As part of the transaction, the Group provided a subscription deposit amounting to US\$0.66 million (P39.01 million) on October 25, 2025.

As at December 31, 2025, the carrying amount of the subscription deposit is US\$0.66 million (P38.97 million).



d. PT Sidrap Bayu Energi Tahap Dua (PT Sidrap 2)

On December 13, 2023, the Group entered into an agreement with UPC Renewables Asia Pacific Holdings Pte Ltd for the acquisition of 49% of PT Lombok, PT Sukabumi and PT Sidrap 2 (the “DevCos”), late-stage development projects in Indonesia, with a combined capacity of 320MW. On November 4, 2025, the Group made subscription deposit to PT Sidrap Bayu Energi Tahap Dua amounting to US\$0.24 million (P14.02 million), for the purpose of carrying out met mast activities in Indonesia.

As at December 31, 2025, the carrying amount of the subscription deposit is US\$0.24 million (P14.05 million).

e. Beacon Capital Holdings Limited

On December 18, 2023, the Group entered into a Reservation Agreement with Beacon Capital Holdings Limited and Huntington, to acquire a 49% equity stake in BIM Energy Holdings, BIM Group’s holding company for renewable projects in Vietnam. The transaction is subject to condition precedents, including regulatory approval in Vietnam. As part of the transaction, the Group provided a reservation deposit amounting to US\$24.50 million (P1,356.57 million).

In November 2024, the reservation deposit was reclassified as part of investment in BIMEH, an associate (see Note 6).

f. UPC Renewables Asia Pacific Holdings Pte. Limited (UPCAPH)

On December 13, 2023, the Group entered into an agreement with UPCAPH, for the acquisition of 49% interest in 3 late-stage development projects in Indonesia, with a combined potential capacity of 320MW. The projects are located in South Sulawesi, Sukabumi, and Lombok. As part of the transaction, the Group provided a subscription deposit amounting to \$2.00 million.

In 2024, the total subscription deposits amounted to US\$3.78 million (P228.14 million).

In 2024, the subscription deposits to UPCAPH amounting to US\$5.78 million (P338.88 million) was reclassified as subscription deposits to PT Lombok, PT Sidrap 2 and PT Sukabumi, accounted as investment in associates and joint ventures (see Note 6).

Convertible loans

The roll forward analysis of this account follows:

	2025	2024
Balance at beginning of year	P3,961,067	P3,882,716
Cumulative translation adjustment	30,194	78,351
	3,991,261	3,961,067
Allowance for impairment (Note 18)	(2,112,850)	(2,112,850)
Balance at end of year	P1,878,411	P1,848,217

a. Vietnam Wind Energy Limited (Vietnam Wind)

On April 17, 2020, the Group entered into an agreement with Vietnam Wind, to make available a convertible term loan facility in an aggregate amount of US\$38.00 million (P1,841.67 million).



The Group, from time to time until maturity date, has an irrevocable right to convert all or part of the conversion amount into redeemable preference shares at \$1 per redeemable preference share. Shares issued shall be valid, fully paid, non-assessable, redeemable preferred shares with no voting rights. The redeemable preferred shares shall earn a coupon which is fixed, cumulative and compounding annually and are not entitled to any additional dividends, redeemable at the issuer's option. The preferred shares are to be redeemed no later than the end of the operations of the relevant projects which is expected to be 20 years from drawdown date.

Vietnam Wind is the holding company of a 60MW wind project in Vietnam.

As at December 31, 2025 and 2024, the outstanding convertible loan amounted to US\$38.00 million (¥2,112.85 million) for both years ended, and were fully impaired.

b. Asian Wind Power 1 HK Ltd (Asian Wind 1)

On April 12, 2019, AC Energy Vietnam Investments 2 Pte. Ltd. entered into an agreement with Asian Wind 1 to make available a convertible term loan facility in aggregate principal amount not exceeding US\$26.00 million (¥1,260.09 million). The Group, from time to time until the 25th anniversary of the drawdown date, has an irrevocable right to convert all or part of the conversion amount into Class A redeemable preference shares at \$1 per redeemable preference share. Shares issued shall be valid, fully paid, non-assessable, Class A preference shares with no voting rights. Class A redeemable preference shares shall earn a coupon which is fixed, cumulative and compounding annually and are not entitled to any additional dividends. The preference shares are to be redeemed no later than the end of the operations of the relevant projects which is expected to be 25 years from drawdown date.

On September 29, 2023, Asian Wind 1 repaid the outstanding convertible loan amounting to US\$26.00 million (¥1,318.77 million).

On September 27, 2023, ACEN Vietnam Investments Pte. Ltd., and Asian Wind Power 1 HK Ltd, entered into an agreement to make available a Convertible Preferred C facility in the aggregate principal amount of US\$16.26 million (¥920.15 million) payable on July 31, 2040. The Group has an irrevocable right to convert all or part of the conversion amount into Class A redeemable preference shares at \$1 per redeemable preference share. Shares issued shall be valid, fully paid, non-assessable, Class A preference shares with no voting rights. Class A redeemable preference shares shall earn a coupon which is fixed, cumulative and compounding annually and are not entitled to any additional dividends. The preference shares are to be redeemed no later than the end of the operations of the relevant projects which is expected to be 20 years from the project's commissioning date.

As at December 31, 2025 and 2024, the outstanding balance of convertible loan amounted to US\$16.26 million (¥956.17 million) and US\$16.26 million (¥940.80 million), respectively.

c. Asian Wind Power 2 HK Ltd (Asian Wind 2)

On March 25, 2020, the Group entered into an agreement with Asian Wind 2 to make available a convertible term loan facility in an aggregate amount not exceeding US\$23,000,000. The Group, from time to time until the 25th anniversary of the drawdown date, has an irrevocable right to convert all or part of the conversion amount into Class A redeemable preference shares at \$1 per redeemable preference share. Shares issued shall be valid, fully paid, non-assessable, Class A redeemable preference shares with no voting rights. Class A redeemable preference shares shall earn a coupon which is fixed, cumulative and compounding annually and are not entitled to any



additional dividends. The preference shares are to be redeemed no later than the end of the operations of the relevant projects which is expected to be 25 years from drawdown date.

On September 27, 2023, ACEN Vietnam Investments Pte. Ltd. and Asian Wind Power 2 HK Ltd entered into an agreement to make available a Convertible Preferred C facility in the aggregate principal amount of US\$15.69 million (₱887.49 million) payable on October 31, 2041. The Group, from time to time, has an irrevocable right to convert all or part of the conversion amount into Class A redeemable preference shares at \$1 per redeemable preference share. Shares issued shall be valid, fully paid, non-assessable, Class A preference shares with no voting rights. Class A redeemable preference shares shall earn a coupon which is fixed, cumulative and compounding annually and are not entitled to any additional dividends. The preference shares are to be redeemed no later than the end of the operations of the relevant projects which is expected to be 20 years from the project's commissioning date.

On September 29, 2023, Asian Wind 2 repaid the outstanding convertible loan amounting to US\$21.29 million (₱1,023.00 million).

Asian Wind 2 is the holding company of Hong Phong 1 Wind JSC which operates the 40MW Hong Phong 1 Wind Project in Vietnam.

As at December 31, 2025 and 2024, the outstanding balance of the convertible loan amounted to US\$15.69 million (₱922.24 million) and US\$15.69 million (₱907.41 million), respectively.

Allowance for expected credit losses (ECL)

In determining ECL, the Group has taken into account the historical default experience and the financial position of the counterparties, as well as the future prospects of the industries in which the issuers of these debt instruments operate, in assessing if there is a significant increase in credit risk, as well as estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, and the loss upon default in each case.

For the years ended December 31, 2024 and 2023, the Group recognized allowance for impairment loss amounting to US\$1.06 million (₱60.40 million) and US\$15.47 million (₱878.43 million), respectively, in its investment in redeemable preferred shares in UPC-ACE Solar (nil in 2025) (see Note 18).

For the years ended December 31, 2024 and 2023, the Group recognized a reversal of allowance for impairment loss amounting to US\$2.77 million (₱154.10 million) and a provision for impairment loss amounting to US\$17.73 million (₱982.54 million), respectively, in its convertible loan granted to Vietnam Wind (nil in 2025) (see Note 18).

Investments in redeemable preferred shares and convertible loans granted bear interests with rates ranging from 8.80% to 14.00% per annum for both years ended December 31, 2025 and 2024.



Interest income

The Group earns interest income from its investments in redeemable preferred shares and convertible loans granted as follows (see Notes 20 and 22):

	2025	2024	2023
<i>Redeemable preferred shares</i>			
AAR	₱996,511	₱933,952	₱907,287
BIM Wind	332,390	367,901	383,421
Impact Wind	300,430	209,644	67,283
BIMRE	187,333	197,764	180,476
NEFIN	61,537	179,273	128,350
BIME	41,186	44,024	31,562
UPC Solar	–	335,018	554,893
UPC Asia III	–	68,276	256,680
	1,919,387	2,335,852	2,509,952
<i>Convertible loans</i>			
Vietnam Wind	396,937	353,556	277,924
Asian Wind 1	129,807	116,916	178,097
Asian Wind 2	119,120	109,909	171,365
	645,864	580,381	627,386
	₱2,565,251	₱2,916,233	₱3,137,338



8. Property, Plant and Equipment

The roll forward of this account follows:

	2025							
	Land and Land Improvements	Buildings and Improvements	Machinery and Equipment	Transportation Equipment	Miscellaneous Assets	Tools and Other Equipment	Office Furniture, Equipment and Others	Construction in Progress
	Total							
Cost								
Balance at beginning of year	₱1,428,389	₱2,715,483	₱57,737,560	₱307,401	₱8,709,009	₱437,333	₱60,735,972	₱132,071,147
Additions	971,360	905,082	12,060,048	105,487	383,976	229,545	7,942,419	22,597,917
Capitalization of lease cost (Note 9)	—	—	—	—	—	—	1,344,631	1,344,631
Capitalization of borrowing cost	—	—	2,400,867	—	—	—	—	2,400,867
Changes due to loss of control (Note 2)	(36,935)	(151,361)	(4,010,801)	(10,984)	(9,703)	(48,966)	(660,155)	(4,928,905)
Retirement	—	(543)	(40,229)	(29,090)	—	(814)	(4,992)	(75,668)
Reclassifications	—	33,893	28,305,184	35,931	(4,739)	6,358	(28,376,627)	—
Cumulative translation adjustments	1,168	302	2,841,343	3,627	5,506	3,014	2,096,851	4,951,811
Balance at end of year	2,363,982	3,502,856	99,293,972	412,372	9,084,049	626,470	43,078,099	158,361,800
Accumulated depreciation								
Balance at beginning of year	64,220	274,124	8,584,340	135,937	388,502	267,179	—	9,714,302
Depreciation (Notes 17 and 18)	25,184	202,146	2,838,147	79,754	27,512	92,867	—	3,265,610
Changes due to loss of control (Note 2)	(2,318)	(122,675)	(3,210,340)	(8,169)	(8,018)	(36,952)	—	(3,388,472)
Retirement	—	(543)	(13,997)	(24,279)	—	(551)	—	(39,370)
Reclassification	—	—	12,469	—	(12,469)	—	—	—
Cumulative translation adjustments	—	70	108,015	2,034	—	1,853	—	111,972
Balance at end of year	87,086	353,122	8,318,634	185,277	395,527	324,396	—	9,664,042
Accumulated impairment loss								
Balance at beginning of year	—	—	391,823	—	—	—	112,562	504,385
Impairment loss (Note 18)	—	—	—	—	—	—	19,867	19,867
Changes due to loss of control (Note 2)	—	—	(106,884)	—	—	—	—	(106,884)
Balance at end of year	—	—	284,939	—	—	—	132,429	417,368
Net Book Value	₱2,276,896	₱3,149,734	₱90,690,399	₱227,095	₱8,688,522	₱302,074	₱42,945,670	₱148,280,390



	2024							
	Land and Land Improvements	Buildings and Improvements	Machinery and Equipment	Transportation Equipment	Miscellaneous Assets	Tools and Other	Office Furniture, Equipment and Others	Construction in Progress
								Total
Cost								
Balance at beginning of year	₱1,884,063	₱775,693	₱21,470,430	₱241,464	₱3,621,833	₱324,648	₱68,765,540	₱97,083,671
Additions	1,568	283,793	625,416	75,053	58,295	98,951	35,966,084	37,109,160
Capitalization of lease cost (Note 9)	—	—	—	—	—	—	714,195	714,195
Capitalization of borrowing cost	—	—	2,634,809	—	—	—	—	2,634,809
Transfer from advances for land acquisition	45,761	—	—	—	—	—	—	45,761
Transfer to advances to supplier	—	—	—	—	—	—	(1,868,438)	(1,868,438)
Reclassifications	(1,607)	1,656,029	35,084,050	5,720	5,022,477	16,736	(41,783,405)	—
Others	(500,761)	—	(4,963)	(13,132)	10,118	(773)	(243,802)	(753,313)
Cumulative translation adjustments	(635)	(32)	(2,072,182)	(1,704)	(3,714)	(2,229)	(814,202)	(2,894,698)
Balance at end of year	1,428,389	2,715,483	57,737,560	307,401	8,709,009	437,333	60,735,972	132,071,147
Accumulated depreciation								
Balance at beginning of year	52,799	172,707	6,629,493	84,785	535,855	178,953	—	7,654,592
Depreciation (Notes 17 and 18)	11,421	101,444	1,735,810	62,625	107,006	91,555	—	2,109,861
Others	—	—	(2,564)	(11,604)	—	(466)	—	(14,634)
Reclassification	—	—	266,708	—	(266,565)	(143)	—	—
Cumulative translation adjustments	—	(27)	(45,107)	131	12,206	(2,720)	—	(35,517)
Balance at end of year	64,220	274,124	8,584,340	135,937	388,502	267,179	—	9,714,302
Accumulated impairment loss								
Balance at beginning of year	—	—	81,071	—	—	—	419,757	500,828
Reclassification	—	—	310,567	—	—	—	(310,567)	—
Impairment loss (Note 18)	—	—	185	—	—	—	3,372	3,557
Balance at end of year	—	—	391,823	—	—	—	112,562	504,385
Net Book Value	₱1,364,169	₱2,441,359	₱48,761,397	₱171,464	₱8,320,507	₱170,154	₱60,623,410	₱121,852,460



The Group invested significant capital expenditures to the following projects totaling to ₱24,053.37 million and ₱34,885.90 million for the years ended December 31, 2025 and 2024, respectively.

Development costs totaling to ₱5,305.76 million (US\$90.53 million) of New England Solar Farm 1 was reclassified to property, plant and equipment on May 1, 2024, the project's commercial date of operations.

Project	Capacity (MW)	Location	% Completion	
			2025	2024
San Manuel Solar	60	Pangasinan, Philippines	100%	99.5%
Palauig 2 Solar	300	Zambales, Philippines	97%*	84%*
Quezon North Wind (Phase 1)	553	Real and Mauban, Quezon, Philippines	17%	–
San Marcelino Solar (Phase 3)	200	Zambales, Philippines	13%	5%
Stubbo Solar	520	Central Western Tablelands, New South Wales, Australia	100%	91%
New England BESS	200	Uralla, New South Wales, Australia	74%	8%

*Excluding transmission line with 67.45% and 55% completion as of December 31, 2025 and 2024, respectively.

On March 19, 2024, AREIT and BCHC, among other parties, executed a Deed of Exchange, for the subscription by BCHC to AREIT shares in exchange for a 276-hectare parcel of land located in Zambales, Philippines. Total cost of the land disposed during the transaction amounted to ₱500.76 million (see Note 20).

Unpaid Property, Plant and Equipment

As at December 31, 2025 and 2024, unpaid balance of property, plant and equipment acquisitions amounted to ₱1,579.50 million and ₱1,006.93 million, respectively (see Note 28).

Borrowing Cost Capitalized

Borrowing cost capitalized to property, plant, and equipment amounted to ₱2,400.87 million and ₱2,634.81 million for the years ended December 31, 2025 and 2024, respectively (see Note 19). The capitalization rate used to determine the borrowing cost eligible for capitalization is 4.91% and 6.28% in 2025 and 2024, respectively.

Mortgaged Property, Plant and Equipment

NorthWind's Land, Wind Turbine Generator, Building and Machinery with a carrying value of ₱2,124.05 million and ₱1,702.64 million as at December 31, 2025 and 2024, respectively, included under "Machinery and Equipment" account, is mortgaged as security for a long-term loan (see Note 13).

Guimaras Wind's wind farm with a total carrying value of ₱3,216.43 million and ₱3,402.92 million as at December 31, 2025 and 2024, respectively, included under "Machinery and Equipment" account is mortgaged as security for a long-term loan (see Note 13).

MONTESOL's solar power plant with a carrying value of ₱746.49 million and ₱803.50 million as at December 31, 2025 and 2024, respectively, included under "Buildings and Improvements" and "Machinery and Equipment" accounts is mortgaged as security for a long-term loan (see Note 13).



Contractual Commitments

The Group has commitments for property, plant and equipment, which are contracted for but not provided for in the consolidated financial statements amounting to ₱53,427.10 million and ₱76,755.59 million as at December 31, 2025 and 2024, respectively.

Disposals

As at December 31, 2025 and 2024, the Group sold equipment with a total net carrying amount of ₱36.30 million and ₱17.04 million, respectively, for cash considerations of ₱24.38 million and ₱63.68 million, respectively. The net gains (losses) on these disposals were recorded under “Other income-net” (see Note 20).

Depreciation

Total depreciation charged to operations amounted to ₱2,758.36 million, ₱1,751.38 million and ₱934.09 million in 2025, 2024 and 2023, respectively. The amount charged to “General and administrative expenses” account amounted to ₱507.25 million, ₱358.48 million and ₱171.54 million in 2025, 2024 and 2023, respectively (see Notes 17 and 18).

Provision for Impairment loss

The Group recognized provision for impairment loss on property, plant and equipment amounting to ₱19.88 million, ₱3.56 million and ₱4.57 million in 2025, 2024 and 2023, respectively (see Note 18).

Others

The Group has no significant property, plant and equipment which are temporarily idle as at December 31, 2025 and 2024.

The Group’s fully depreciated property, plant and equipment which are still being used as at December 31, 2025 and 2024 amounted to ₱1,589.71 million and ₱2,324.56 million, respectively.

9. Right-of-Use Assets and Lease Liabilities

The roll forward of these accounts follows:

	2025						
	Right-of-Use Assets						Lease Liabilities
	Land and Easement Rights	Land and Power plants	Office Space and Parking Slots	Land and Office Building	Lease Vehicle	Total	
As at January 1, 2025	₱1,462,583	₱2,599,177	₱1,159,414	₱3,197,770	₱36,012	₱8,454,956	₱14,498,442
New lease agreements (Note 20)	12,473	—	365,883	8,688	160,023	547,067	321,403
Change due to loss of control (Note 2)	—	(151,146)	(7,177)	—	—	(158,323)	(302,654)
Remeasurements	(75,197)	(96,022)	(15,849)	(68,803)	(5,540)	(261,411)	(407,965)
Amortization expense (Notes 17 and 18)	(22,710)	(52,566)	(241,998)	(51,211)	(20,063)	(388,548)	—
Capitalized interest (amortization)	(203,216)	(967)	(101,547)	(1,263)	(11,634)	(318,627)	1,026,004
Reclassifications	497,110	(497,110)	—	—	—	—	—
Interest expense (Note 19)	—	—	—	—	—	—	406,135
Payments:							
Principal	—	—	—	—	—	—	(1,266,846)
Interest	—	—	—	—	—	—	(406,135)
Foreign exchange adjustments	—	—	386,147	—	—	386,147	354,435
As at December 31, 2025	1,671,043	1,801,366	1,544,873	3,085,181	158,798	8,261,261	14,222,819
Less current portion	—	—	—	—	—	—	1,631,540
Noncurrent portion	₱1,671,043	₱1,801,366	₱1,544,873	₱3,085,181	₱158,798	₱8,261,261	₱12,591,279



	2024							
	Right-of-Use Assets							
	Land and Easement Rights	Land and Power plants	Office Space and Parking Slots	Land and Office Building	Lease Vehicle	Total	Lease Liabilities	
As at January 1, 2024	₱997,494	₱2,768,970	₱1,127,076	₱3,320,164	₱—	₱8,213,704	₱8,356,801	
New lease agreements (Note 20)	547,629	—	108,676	—	41,270	697,575	6,507,081	
Acquired through business combination (Note 24)	—	—	—	102	—	102	—	
Remeasurements	(5,223)	(62,109)	345,831	(48,174)	—	230,325	(112,127)	
Amortization expense (Notes 17 and 18)	(10,704)	(77,262)	(190,138)	(42,834)	(1,891)	(322,829)	—	
Capitalized interest (amortization)	(66,613)	(30,422)	(157,224)	(1,779)	(3,367)	(259,405)	454,790	
Disposal	—	—	(10,732)	—	—	(10,732)	(9,550)	
Reclassifications	—	—	29,709	(29,709)	—	—	—	
Interest expense (Note 19)	—	—	—	—	—	—	344,663	
Payments								
Principal	—	—	—	—	—	—	(536,537)	
Interest	—	—	—	—	—	—	(344,663)	
Foreign exchange adjustments	—	—	(93,784)	—	—	(93,784)	(162,016)	
As at December 31, 2024	1,462,583	2,599,177	1,159,414	3,197,770	36,012	8,454,956	14,498,442	
Less current portion	—	—	—	—	—	—	1,889,401	
Noncurrent portion	₱1,462,583	₱2,599,177	₱1,159,414	₱3,197,770	₱36,012	₱8,454,956	₱12,609,041	

The following are the amounts recognized in the consolidated statements of income:

	2025	2024
Amortization expense of right-of-use assets (Notes 17 and 18)	₱388,548	₱322,829
Interest expense on lease liabilities (Note 19)	406,135	344,663
Expense relating to short-term leases (Notes 17 and 18)	107,170	149,383
	₱901,853	₱816,875

The Group's total cash outflows for leases amounted to ₱1,672.98 million and ₱881.20 million in 2025 and 2024, respectively. In 2025, the Group had non-cash additions to its right-of-use assets and lease liabilities of ₱547.07 million and ₱321.40 million, respectively. In 2024, the Group had non-cash additions to its right-of-use assets and lease liabilities of ₱697.58 million and ₱6,507.08 million, respectively.

There were no indicators of impairment identified on the right-of-use asset of the Group as at December 31, 2025 and 2024.

Lease Commitments

Lease with Laguna Lake Development Authority (LLDA)

On August 8, 2023, the Group signed a Renewable Energy Contract Area Utilization (RECAU) agreement with Laguna Lake Development Authority (LLDA) to lease 800 hectares of Renewable Energy Areas (REAs) in Laguna, Philippines for a floating solar project with 800MW capacity.

The term of the lease shall be 25 years commencing from the signing of the contract and may be renewed for a maximum of 25 years subject to terms and conditions as mutually agreed by the Lessor and the Group. Upon the signing of the contract, the Group was required to pay an initial bid fee, to be settled based on the scheduled payment tranches until 2025. Upon payment of the initial bid fee, the Group was given the exclusive right to use the lake to build and construct projects for renewable energy within the area. Upon commercial operation, the Group is also required to pay an annual user's fixed fee until the expiration of the lease agreement, subject to compounded increase of 2% per year.



New England Solar Farm Stage 2

Between February and November 2023, the Group entered into several lease agreements totalling 2,331 acres of land located in Uralla, New South Wales as site for the construction and operation of the proposed 416MW solar power plant project.

The term of the leases is for a period of 30 years, with a fixed annual rental payment per acre of leased area per annum, exclusive of GST. The rental fee is subject to annual adjustment of whichever is higher between 3% per annum and CPI. The period of lease may be extended, under the same terms and conditions, at the sole discretion of the Group for up to another 20 years. It is a requirement that the Group returns the leased area to the landholder in substantially the same condition it was in at the lease commencement date.

Stubbo Solar

Between February and August 2023, the Group entered into several lease agreements totalling 4,077 acres of land located in Stubbo, New South Wales as the site for the construction and operation of the proposed 520MW solar power plant project.

The term of the lease is for a period of 30 years, with a fixed annual rental payment per acre of leased area per annum, exclusive of GST. The rental fee is subject to an annual adjustment of CPI. The period of lease may be extended, under the same terms and conditions, at the sole discretion of the Group for up to another 20 years. It is a requirement that the Group returns the leased area to the landholder in substantially the same condition it was in at the lease commencement date.

San Carlos Solar 1A and 1B

On March 7, 2014, the Group entered into a lease agreement with a third party for the lease of 35 hectares of land located in Barangay Punao, San Carlos City, Negros Occidental as site for the construction and operations of the Phase 1A and Phase 1B solar power plant projects. Upon the execution of the agreement, the Group holds the land area delineated for Phase 1A for a period of 25 years. The area delineated for Phase 1B is held for the remaining term of the agreement upon the receipt of notice by the Group.

On June 18, 2020, the Group had its lease modified with the lessor. The modification amends the timing of payment and the basis of the annual escalation rate, which is now every 10th day of January, and is based on the average of the available and published inflation rates of the CPI for the immediately preceding twelve-month period, respectively. The lease modification did not result in a separate lease.

San Carlos 1C and 1D

On October 21, 2014, the Group entered into a lease agreement with a third party for the lease of 32.4214 hectares of land located in Barangay Punao, San Carlos City, Negros Occidental as the site for the construction and operations of Phases 1C and 1D solar power plant projects. Upon execution of the agreement, SACASOL holds the land area for a period of 25 years.

On June 18, 2020, the Group had its lease modified with lessor. The modification amends the timing of payment and the basis of the annual escalation rate, which is now every 10th day of January, and is based on the average of the available and published inflation rates of the CPI for the immediately preceding twelve-month period. The lease modification did not result in a separate lease.



La Carlota 2A and 2B

On June 5, 2014, the Group entered into a lease agreement for the lease of 24.4258 hectares of land located at La Carlota City, Negros Occidental as the site for the construction and operations of Phases 2A and 2B solar power plant projects of the Group. The Group holds the land area delineated for a period of 25 years. The lease may be subjected to re-negotiation upon written notice served upon the lessor by the lessee not earlier than one (1) year but not later than six (6) months before the expiration of the original period of lease. The extension of lease shall be in writing executed by both parties three (3) months before the expiration of the original period of lease.

On May 6, 2015, the Group entered into another lease agreement for the lease of approximately 180,331.76 sq.m. of land located at La Carlota City, Negros Occidental. The Group holds the land area delineated for a period of 25 years. The lease may be subjected to re-negotiation upon written notice served upon the Lessor by the lesee not earlier than 1 year but not later than 6 months before the expiration of the original period of lease. The extension of lease shall be in writing executed by both parties 3 months before the expiration of the original period of lease.

Alaminos Solar Plant

On September 30, 2019, the Group entered into a lease agreement with a related party Ayala Land, Inc., Crimson Field Enterprises Inc., and Red Creek Properties Inc., for 106.59 hectares of land located in Barangay San Andres, Alaminos, Laguna as the site for the construction and operation of a solar power facility.

The term of the lease is for a period of 21 years, with a fixed monthly rental payment of per square meter, exclusive of VAT. The rental fee is subject to annual adjustment of whichever is higher between 3% per annum and the rate of increase of real property tax where the property is located. The period of lease may be extended, under the same terms and conditions, at the sole discretion of the Group for up to another 21 years.

Bataan BESS

On April 22, 2020, the Group entered into a lease agreement with a third party for 13.95 hectares of land located in Batangas II, Mariveles, Bataan. The property is used to develop, operate and maintain a 5MW RE Laboratory facility. The term of the sublease is for a period of 25 years, with a fixed monthly rental payment per square meter, exclusive of VAT. The period of lease may be extended, under the same terms and conditions at the sole discretion of the Group for up to another 25 years.

Palauig 2 Solar

On September 26, 2024, the Group executed a lease contract over the property of the Group's 300MW solar power plant project in Palauig, Zambales. The lease term is from the rent commencement date on July 1, 2024 (referred to as "Rent Commencement Date") to June 30, 2049, renewable for another twenty-five years at the option of the lessee, upon the written agreement of the lessor and lessee under such terms and conditions as may acceptable to them. The initial rent is based on a fixed rate per sq.m per annum, exclusive of VAT, with annual escalation of 1.50% commencing on July 1, 2025. Lease payment commencing from July 1, 2025 shall be done in advance on a quarterly basis. This lease is part of the sale and leaseback transaction of the Group and its affiliate, AREIT, Inc. (see Note 20).

Remeasurements

On August 8, 2023, the Group entered into a Renewable Energy Contract Area Utilization Agreements (RECA) with the LLDA for the development of floating solar projects.



On May 28, 2025, the Group requested and was granted approval by the LLDA Board to defer lease related payments without penalty due to delays in the procurement timeline under the Department of Energy's Green Energy Auction Program Round 4 (GEAP-4).

As of December 31, 2025, the Group has remeasured the lease liability and right-of-use asset amounting to ₱146.55 million to reflect the revised payment schedule and the deferral of the settlement of the 2nd tranche and final tranche of the possessory rights to 1st quarter of 2026 and August 8, 2026, respectively. No gain nor loss was recognized.

Depreciation and Amortization

Total amortization charged to operations as at December 31, 2025, 2024 and 2023, amounted to ₱124.86 million, ₱111.96 million and ₱113.61 million, respectively (see Note 17).

The amount charged to "General and administrative expenses" account as at December 31, 2025, 2024 and 2023 amounted to ₱263.69 million, ₱210.87 million and ₱194.37 million, respectively (see Note 18).

Interest Expense

Total interest expense recognized on lease liabilities as at December 31, 2025, 2024 and 2023, amounted to ₱406.14 million, ₱344.66 million and ₱250.09 million, respectively (see Note 19).

10. Goodwill and Other Intangible Assets

The rollforward of this account follows:

	2025				
	Goodwill	Deferred Exploration Costs	Leasehold and Water Rights	Other Intangible Assets	Total
Cost:					
Balance at beginning of year	₱23,459,100	₱140,411	₱185,347	₱2,685,406	₱26,470,264
Cash calls	—	—	—	798,225	798,225
Change due to loss of control (Note 2)	(234,152)	—	—	—	(234,152)
Cumulative translation adjustment	351,208	—	—	—	351,208
Balance at end of year	23,576,156	₱140,411	₱185,347	3,483,631	27,385,545
Accumulated amortization:					
Balance at beginning of year	—	—	65,284	719,914	785,198
Amortization (Notes 17 and 18)	—	—	8,108	164,973	173,081
Balance at end of year	—	—	73,392	884,887	958,279
Allowance for impairment:					
Balance at beginning and end of year	—	86,061	—	—	86,061
Net book value	₱23,576,156	₱54,350	₱111,955	₱2,598,744	₱26,341,205



	2024				
	Goodwill	Deferred Exploration Costs	Leasehold and Water Rights	Other Intangible Assets	Total
Cost:					
Balance at beginning of year	₱21,164,218	₱140,411	₱185,347	₱2,387,064	₱23,877,040
Acquired from business combination (Note 24)	1,375,051	—	—	—	1,375,051
Additions	—	—	—	298,342	298,342
Cumulative translation adjustment	919,831	—	—	—	919,831
Balance at end of year	23,459,100	140,411	185,347	2,685,406	26,470,264
Accumulated amortization:					
Balance at beginning of year	—	—	56,997	568,614	625,611
Amortization (Notes 17 and 18)	—	—	8,287	151,300	159,587
Balance at end of year	—	—	65,284	719,914	785,198
Allowance for impairment:					
Balance at beginning and end of year	—	86,061	—	—	86,061
Net book value	₱23,459,100	₱54,350	₱120,063	₱1,965,492	₱25,599,005

Goodwill

In 2024, additions to goodwill came from the acquisition of a controlling interest in RWEI (see Note 24).

The considerations paid for these combinations effectively included amounts in relation to the benefits of expected synergies and future market growth. These benefits are not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Total annual amortization charged to operations amounted to ₱159.72 million each in 2025, 2024, and 2023 (see Note 17).

The amortization expense charged to “General and administrative expenses” account in 2025 amounted to ₱13.37 million, the reversal of amortization expense recognized in 2024 amounted to ₱0.13 million, and the amortization expense recognized in 2023 amounted to ₱0.13 million (see Note 18).

Impairment Testing of Goodwill

The Group performs its impairment test annually and when circumstances indicate that the carrying value may be impaired. This requires an estimation of the value in use of the related cash-generating unit (CGU). The value in use calculation requires the Group to make an estimate of the expected future cash flows from the CGU and to choose a suitable discount rate in order to calculate the present value of those cash flows.

The CGU of the Group are comprised of:

- Philippines
 - a. Operating plants – ISLASOL and OSPGC
 - b. Development – San Manuel Solar, YMP Telecom Power, Inc.
 - c. Pre-Development – RWEI and various UPC Philippines entities namely
 - i. Buduan Wind Energy Co., Inc.
 - ii. Caraballo Mountains UPC Asia Corporation,
 - iii. Pangasinan UPC Asia Corporation,
 - iv. Sapat Highlands Wind Corporation,
 - v. UPC Mindanao Wind Power Corp.,
 - vi. Itbayat Island UPC Asia Corporation,



- vii. Laguna Central Renewables, Inc.,
- viii. ACEN Technical Services, Inc.,
- ix. Suvo UPC Asia Corporation, and
- x. SolarAce 4 Energy Corp. ("SolarAce 4")

- International – ACEN Australia

The goodwill arising from the acquisitions in San Manuel Solar, YMP, UPC-ACE Australia and UPC Philippines are from the established capabilities of its assembled workforce which include:

- Pre-development and development - involving site acquisition, permitting and studies to get the project to a shovel ready state;
- Construction - including sourcing of investors as well as managing the construction of power plants; and
- Operations - covering management of power plants in lieu of hiring third party operators and management

Further, the above acquisition included projects in its pipeline with a view of development projects (new and from the pipeline) for the Group. Through this acquisition, the Group is able to have the capability to develop projects end-to-end from permits and feasibility studies, all the way to construction and operations.

Currently, the assembled workforce oversees the pre-development and development of several potential sites for its projects within the Philippines and Australia.

Key assumptions used in the value-in-use calculations

The recoverable amount is based on the value in use calculations using cash flow projections from the financial budget approved by ACEN management covering the period the CGU is expected to be operational. Based on management's assessment, there is no impairment loss to be recognized on goodwill as of December 31, 2025 and 2024 despite the reduction in forecasted tariff prices for contracted and merchant renewable power plants. The pre-tax discount rate used is the weighted average cost of capital of comparable entities. The value-in-use computation is most sensitive to the discount rate and growth rate applied to the cash flow projections.

- Philippines
 - Operating plants
 - Forecasted revenue growth (2025: 1%-2%; 2024: 4%-24%)
 - EBITDA margin (2025: 38%-68%; 2024: 13%-43%)
 - Discount rate (2025: 9.7%; 2024: 10.17%)
 - Development
 - Forecasted revenue growth (2025: 1%-2%; 2024: 1%-3%)
 - EBITDA margin (2025: 62%-75%; 2024: 69%-71%)
 - Discount rate (2025: 10.34%; 2024: 10.17%)
- International – UPC-ACE Australia
 - Forecasted revenue growth (2025: 1%-6%; 2024: 2%-7%)
 - EBITDA margin (2025: 67%-84%; 2024: 63%-82%)
 - Discount rates (2025: 7.60%- 8.50%; 2024: 7.59%- 9.06%)



The pre-tax discount rates used in the updated analysis range from 10.17% to 14.52% for Philippines and 7.59% to 8.52% for International which is based on weighted average cost of capital of comparable entities. The growth rate ranges from (2.24%) to 9.97%. The value-in-use computation is most sensitive to the discount rate and growth rate applied to the cash flow projections.

- Forecasted revenue growth - Revenue forecasts are management's best estimates considering factors such as historical/industry trends, tariffs, target market analysis, government regulations and other economic factors.
- EBITDA margin - This is a measure of a firm's profit that includes all expenses except interest, depreciation and income tax expenses. It is the difference between operating revenues and operating expenses. EBITDA was adjusted for tax, depreciation and changes in net working capital and maintenance capital expenditures in arriving at the free cash flow.
- Discount rates - represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC considers both debt and equity. The cost of equity is derived from the expected return on investment. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

Based on management's assessment, recoverable amount exceeded the carrying amount of the CGU. No impairment loss was recognized on goodwill as at December 31, 2025 and 2024.

Other Intangible Assets

Intangible assets amounting to ₱2,191.81 million arising from an identifiable FIT contract with remaining life of 13 years was recognized from the acquisition of SACASOL in 2020. This is amortized in a straight-line basis over its remaining life from 2020. The carrying amount as at December 31, 2025 and 2024 amounted to ₱1,320.14 million and ₱1,471.90 million, respectively.

11. Other Assets

Other current assets

This account consists of:

	2025	2024
Prepaid expenses	₱1,175,552	₱722,209
Derivative asset	409,057	157,662
Advances to suppliers and contractors	236,542	369,283
Short-term investments	161,673	161,966
Other current assets	2,367	108
	1,985,191	1,411,228
Less allowance for impairment loss (Note 18)	(30,838)	(34,307)
	₱1,954,353	₱1,376,921

Prepaid expenses largely pertain to software subscription, maintenance, prepaid taxes and other prepaid services. This also includes loan upfront fees to be amortized upon loan drawdown.



Short-term investments include time deposits that have maturities of more than 90 days at the time of availment. The short-term investments matured on March 5, 2026. Interest income earned on short-term investments in 2025 amounted to ₱7.00 million (nil in 2024) (see Note 20).

The Group recognized a reversal of provision for impairment loss on advances to suppliers and contractors amounting to ₱3.52 million, and a provision for impairment loss on advances to suppliers and contractors amounting to ₱1.74 million in 2025 and 2024, respectively (see Note 18).

Other noncurrent assets

This account consists of:

	2025	2024
Advances to suppliers and contractors	₱6,277,536	₱5,651,193
Derivative assets	5,520,869	4,394,107
Advances for land acquisition	4,559,372	2,015,292
Development costs	1,296,558	646,410
Others	326,235	343,737
	₱17,980,570	₱13,050,739

Derivative assets

ACEN Australia has secured 20-year Long Term Energy Supply Agreements (LTESA) for its solar projects in New South Wales (NSW) through the government's first renewable energy and storage auction. These agreements cover the 720MW New England Solar Project (NESF 1 and NESF 2) and the 400MW Stubbo Solar Project. The LTESA grants the generator the option to engage in a two-year electricity swap contracts from July 1, 2026 to June 30, 2047, known as "Swaptions". If exercised, the swap settles based on the difference between the LTESA fixed price and the National Electricity Market (NEM) spot rate for each MWh of energy produced.

The contract includes ten consecutive Swaptions, each providing a two-year swap if exercised. Swaptions must be activated within a 6-12 month window before the swap's effective date. If not exercised, no cash exchanges occur, and a clawback mechanism initiates if the Scheme Financial Vehicle (SFV) has been the net payer under LTESA and the dispatch-weighted average price exceeds its threshold. NESF or Stubbo must repay SFV an amount capped at sums previously received during the Swaption period. LTESA maturity dates are June 30, 2046, for NESF, and June 30, 2047, for Stubbo.

Advances to suppliers and contractors

Advances to suppliers and contractors represent payments made to suppliers and contractors for goods and services that have not yet been received or completed. These advances are typically made to ensure the timely delivery of materials and services necessary for projects under construction.

Advances for land acquisition

Advances for land acquisition pertain to partial payments to landowners and service providers related to the acquisition of various property for future renewable projects.

For the year ended December 31, 2025 and 2024, additions to advances for land acquisition amounted to ₱2,544.08 million and ₱767.57 million, respectively. Total cash paid in 2025 and 2024 amounted to ₱2,510.92 million and ₱767.57 million, respectively.



Development costs

Development costs include expenditures related to the development phase of renewable power plant projects. These include direct expenses that will be reclassified as part of property, plant and equipment upon achievement of certain milestones (e.g. start of construction). These costs are not depreciated or amortized until such time as the relevant assets are completed and available for use. Development cost amounting to ₱5,305.76 million (US\$90.53 million) relating to New England Solar Farm 1 was reclassified to property, plant, and equipment upon commercial operations on May 1, 2024.

12. Accounts Payable and Other Current Liabilities

This account consists of:

	2025	2024
Due to related parties (Note 22)	₱3,350,138	₱2,469,137
Nontrade payables	2,158,209	2,886,668
Accrued expenses	2,122,705	3,433,122
Trade payables	1,887,580	2,451,894
Accrued interest expenses	1,562,879	1,527,809
Output VAT - net	662,526	828,215
Retention payable	492,191	454,413
Accrued director's and annual incentives	316,270	213,112
Derivative liability	4,774	40,308
Others	200,925	104,128
	₱12,758,197	₱14,408,806

Accounts payable and accrued expenses are noninterest-bearing and are normally settled on thirty (30) to sixty (60)-day terms. Other current liabilities are non-interest bearing and are normally settled within one year.

Nontrade payables

Nontrade payables consist of obligations to third party vendors arising from transactions other than in the regular course of business and are noninterest bearing and are normally settled within the next year. It also includes those owed to employees and refundable deposits.

Accrued expenses

Accrued expenses cover unbilled construction costs from suppliers, including equipment charges, materials, labor, overhead, and repair provisions. This also encompass insurance, sick and vacation leave accruals, incentive pay, and operating expenses.

Trade payables

Trade payables pertain to payables to contractors and suppliers for the services rendered and materials used for the operations of the power plants.

Output VAT

Output VAT represents VAT recognized as at year-end based on sales of electricity billed to third parties and are normally settled monthly or quarterly, whichever is applicable.



13. Short-term Loans, Long-term Loans, and Notes Payable

Short-term Loans

This account consists of:

	2025	2024
As at beginning of year	₱5,600,000	₱1,500,000
Availments	25,899,320	25,600,000
Payments	(20,199,430)	(17,300,000)
Refinance to long-term loans	–	(4,200,000)
As at end of year	₱11,299,890	₱5,600,000

For the years ended December 31, 2025 and 2024, total availments and payments as presented exclude rollovers amounting to ₱72,700.00 million and ₱23,000.00 million, respectively.

Interest rates of short-term loans from local banks ranges from 4.60% to 5.75% and 5.40% to 6.38% in 2025 and 2024, respectively.

Total interest expense recognized on short-term loans for the years ended December 31, 2025, 2024 and 2023 amounted to ₱487.47 million, ₱231.54 million and ₱174.58 million, respectively (see Note 19).

Cross-currency swap

On October 13, 2023, ACEN signed a ₱5,000.00 million term loan agreement with a local bank. An amendment was made on August 5, 2024 to allow for the facility to be drawn in US Dollars (USD), Sterling and Euros. Further, a second amendment was made on October 28, 2024 to extend the availability period of the loan to the earliest of (i) March 31, 2025, (ii) date the commitment is fully drawn, or (iii) date the commitment is terminated.

On August 1, 2024, ACEN entered into a forward-starting cross-currency swap which has an effective date of August 6, 2024 to hedge the USD loan exposure. Under the cross-currency swap, ACEN pays a notional amount of ₱3,200.00 million at a fixed PHP interest rate.

On August 6, 2024, ACEN drew an equivalent of ₱3,200.00 million with US\$ notional value of US\$54.86 million. Maturity date is on July 24, 2029. This was used to refinance the ₱3,200.00 million short-term loan that matured on August 6, 2024.

On December 16, 2024, ACEN entered into a forward-starting cross-currency swap which has an effective date of December 18, 2024 to hedge the US\$ loan exposure. Under the cross-currency swap, ACEN pays a notional amount of ₱1,000.00 million at a fixed PHP interest rate.

On December 18, 2024, the Parent Company drew an equivalent of ₱1,000.00 million with US\$ notional value of US\$17.05 million. Maturity date is on April 24, 2030. This was used to refinance the ₱1,000.00 million short-term loan that matured on December 18, 2024.

ACRI

On December 4, 2025, ACRI utilized its short-term loan facilities with various lenders amounting to US\$108.00 million, and which were fully settled in January 2026.



Long-term Loans

This account consists of:

Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
ACEN								
₱1,500.00 million Loan A	₱1,175.00 million	January 11, 2017	July 11, 2029	6.50%	Principal and interest payable semi-annually	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances. Tested semi-annually	₱420,342	₱515,827
₱5,000.00 million Loan B	₱5,000.00 million	November 15, 2019	November 14, 2029	<i>For the period of:</i> November 15, 2019 to November 14, 2024 - 5.0505% November 14, 2024 to November 14, 2029 - 7.1314% Fixed at 5.0505% for the first 5 years; repricing on the succeeding five (5) years based on the average of the 5- year BVAL, three (3) days prior to repricing date, plus an agreed margin	Principal and interest payable semi-annually	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances. Tested semi-annually	4,684,211	4,736,842
₱7,000.00 million Loan C	₱500.00 million	July 15, 2020	July 15, 2030	5.00%	Principal and interest payable semi-annually	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances. Tested semi-annually	6,739,000	6,823,000
	₱1,000.00 million	August 24, 2020	July 15, 2030	5.00%				
	₱1,000.00 million	June 10, 2022	July 15, 2030	<i>For the period of:</i> June 10, 2022 to July 15, 2024 – 5.066% July 15, 2024 to July 15, 2027 – 6.9273%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	₱2,000.00 million	November 15, 2022	July 15, 2030	Repricing on the 4th and 7th anniversaries of the initial drawdown based on the Final BVAL, one (1) banking day prior to repricing date, plus an agreed margin <i>For the period of:</i> November 15, 2022 to July 15, 2023 – 5.8096% July 15, 2023 to July 15, 2026 – 7.1720%				
	₱2,500.00 million	January 13, 2023	July 15, 2030	Repricing on the 3rd and 6th anniversaries of the initial drawdown based on the Final BVAL, one (1) banking day prior to repricing date, plus an agreed margin <i>For the period of:</i> July 15, 2023 to July 15, 2024 - 6.458% July 15, 2024 to July 15, 2027 - 6.9273% Repricing on the 4th and 7th anniversaries of the initial drawdown based on the Final BVAL, one (1) banking day prior to repricing date, plus an agreed margin				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
₱4,500.00 million Loan D	₱805.00 million	March 30, 2021	March 30, 2031	<i>Applicable rates for all availments for the period of:</i>	Principal and interest payable semi-annually	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances. Tested semi-annually	4,387,500	4,432,500
	₱2,000.00 million	February 28, 2022	March 30, 2031	September 30, 2023 to March 30, 2024 – 7.00%				
	₱1,695.00 million	April 11, 2022	March 30, 2031	March 30, 2024 to September 30, 2024 - 7.25% September 30, 2024 to March 30, 2025 – 7.00% March 30, 2025 to September 30, 2025 – 6.2444% September 30, 2025 to March 31, 2026 – 5.8122% Floating interest rate repriced on every succeeding semi- annual period.				
₱10,000.00 million Loan E	₱3,000.00 million	December 13, 2022	December 13, 2032	<i>For the period of:</i> December 13, 2023 to June 13, 2024 – 6.2481%	Principal and interest payable semi-annually	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances. Tested semi-annually	6,000,000	6,000,000
	₱3,000.00 million	January 27, 2023	December 13, 2032	July 27, 2023 to January 27, 2024 – 6.9129% January 27, 2024 to June 13, 2024 – 6.5826%				
				<i>Applicable rates for all availments for the period of:</i> June 13, 2024 to				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
				December 13, 2024 – 6.9698% December 13, 2024 to June 13, 2025 – 6.9359% June 13, 2025 to December 13, 2025 – 6.5270% December 13, 2025 to June 13, 2026 – 5.6963% Floating interest rate repriced on every succeeding semi-annual period.				
₱10,000.00 million Loan F	₱250.00 million	August 17, 2023	August 17, 2033	<i>For the period of:</i> August 17, 2023 to August 17, 2025 – 7.0891% August 17, 2025 to August 17, 2027 – 6.3162% Repricing for the 2nd, 4th, 6th, and 8th anniversaries is the Final BVAL, one (1) banking day prior to repricing date, plus an agreed margin	Principal and interest payable semi-annually	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances. Tested semi-annually	239,500	244,750
₱5,000.00 million Loan G	₱500.00 million	October 24, 2023	October 24, 2033	<i>For the period of:</i> October 24, 2023 to January 24, 2024 – 6.6102% January 24, 2024 to April 24, 2024 – 6.500% April 24, 2024 to July 24, 2024 – 6.5130%	Principal and interest payable quarterly	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances. Tested semi-annually	4,727,664	4,670,797



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
				July 24, 2024 to October 24, 2024 – 6.500% October 24, 2024 to January 24, 2025 - 6.00% January 24, 2025 to April 24, 2025 – 5.9539% April 24, 2025 to July 24, 2025 – 6.0829% July 24, 2025 to October 24, 2025 – 6.0749% October 24, 2025 to January 24, 2026 – 5.5819% Floating interest rate repriced on every succeeding quarterly period. Can be converted to fixed up to 12 months from initial drawdown. 5.1280% per annum (6.370% cross-currency swap rate) 5.3310% per annum (6.130% cross-currency swap rate)	Principal and interest payable quarterly Principal and interest payable quarterly			
	\$54.86 million (P3,200.00 million) \$17.04 million (P1,000.00 million)	August 6, 2024 December 18, 2024	July 24, 2029 April 30, 2030					



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
₱2,500.00 million Loan H	₱500.00 million	December 22, 2023	December 22, 2033	<i>For the period of:</i> December 22, 2023 to March 22, 2024 – 6.500% March 22, 2024 to June 22, 2024 – 6.5023% June 22, 2024 to September 22, 2024 – 6.4984% September 22, 2024 to December 22, 2024 – 6.3859% December 22, 2024 to March 22, 2025 – 6.5947% March 22, 2025 to June 22,2025 – 5.8269% June 22,2025 to September 22, 2025 – 6.1214% September 22,2025 to December 22,2025 – 5.5958% December 22, 2025 to March 22, 2026 – 5.4996%	Principal and interest payable quarterly	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances. Tested semi-annually	2,500,000	2,500,000
	₱500.00 million	September 11, 2024	December 22, 2033	<i>For the period of:</i> September 11, 2024 to September 22, 2024 – 6.5139%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	₹1,500.00 million	December 18, 2024	December 22, 2033	September 22, 2024 to December 22, 2024 – 6.3859% December 22, 2024 to March 22, 2025 – 6.5947% March 22, 2025 to June 22, 2025 – 5.8269% June 22, 2025 to September 22, 2025 – 6.1214% September 22, 2025 to December 22, 2025 – 5.5958% December 22, 2025 to March 22, 2026 – 5.4996% <i>For the period of:</i> December 18, 2024 to December 22, 2024 – 6.5295% December 22, 2024 to March 22, 2025 – 6.5947% March 22, 2025 to June 22, 2025 – 5.8269% June 22, 2025 to September 22, 2025 – 6.1214%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
				September 22,2025 to December 22,2025 – 5.5958% December 22, 2025 to March 22, 2026 – 5.4996% Floating repriced every succeeding quarterly period. Option to convert floating interest to fixed up to 12 months from initial drawdown already expired. On 5 December 2024, there is a one-time option to convert floating interest to fixed, or vice versa, subject to at least one (1) banking day prior written notice.				
₱5,500.00 million Loan I	₱509.09 million ₱2,290.91 million	October 24, 2024 October 24, 2024	October 24, 2034 October 24, 2034	6.0733% 6.7233% Repricing on the 5th anniversary of financial close. Optional second and final repricing on the 7th or 8th anniversaries of the financial close is the Final BVAL, one (1) banking day prior to repricing date, plus an agreed margin.	Principal and interest payable semi-annually	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances. Tested semi-annually ₱509.09 million guaranteed by third party	2,800,000	2,800,000
₱5,500.00 million Loan J	₱2,800.00 million	October 24, 2024	October 24, 2034	5.8900% Repricing on the 5th anniversary of financial	Principal and interest payable semi-annually	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances.	2,800,000	2,800,000



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
				close. Optional second and final repricing on the 7th or 8th anniversaries of the financial close is an agreed base rate, one (1) banking day prior to repricing date, plus an agreed margin		Tested semi-annually		
₱8,000.00 million Loan K	₱2,000 million	November 11, 2025	November 9, 2035	<i>For the period of:</i> November 11, 2025 to February 11, 2026 - 5.5847% Floating interest rate repriced on every succeeding quarterly period. One-time option to convert floating interest to fixed at least one (1) day before the intended conversion date (any interest payment date).	Principal and interest payable quarterly	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances. Tested semi-annually	2,000,000	—
NorthWind								
₱2,300.00 million Loan	₱2,300.00 million	May 29, 2020	May 29, 2032	Fixed at a rate of 5.1250% for ten (10) years to be repriced after the 10 th anniversary at a rate equivalent to (a) the 2-year base fixed rate plus an agreed spread	Principal and interest payable semi-annually	Minimum historical DSCR of 1.05 times Based on the stand-alone balances of the borrower. Tested semi-annually Secured by property, plant and equipment (see Note 8)	1,426,920	1,607,010
Guimaras Wind								
₱4,300.00 million Loan	Loan A ₱2,150.00 million	February 14, 2014	February 14, 2029	<i>For the period of:</i> August 14, 2023 to February 14, 2024 - 6.3131%	Principal and interest payable semi-annually	Minimum DSCR of 1.2x, a maximum Debt to equity ratio of 70:30. Based on the stand-alone balances of the borrower.	644,580	820,392



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	Loan B ₱310.00 million			February 14, 2024 to February 14, 2029 – 8.1665% <i>For the period of:</i> August 14, 2023 to February 14, 2024 – 6.7437% February 14, 2024 to February 14, 2029 – 7.0277%		Tested semi-annually Secured by property, plant and equipment (see Note 8)		
	₱550.00 million			August 14, 2023 to February 14, 2024 – 6.5657% February 14, 2024 to February 14, 2029 – 6.8421%				
	₱550.00 million			August 14, 2023 to February 14, 2024 – 6.5657% February 14, 2024 to February 14, 2029 – 6.8421%				
	₱500.00 million			August 14, 2023 to February 14, 2024 – 6.5810% February 14, 2024 to February 14, 2029 – 6.8581%				
	₱240.00 million			August 14, 2023 to February 14, 2024 – 6.5657%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
				February 14, 2024 to February 14, 2029 – 6.8421%				
Monte Solar Energy, Inc. (“MONTESOL”)								
₱600.00 million Loan	₱600.00 million	September 20, 2023	September 20, 2035	<i>For the period of:</i> September 20, 2023 to September 20, 2025 - 7.1542% September 20, 2025 - September 20, 2035 - 6.7588% Repricing one business day prior to the 2nd and 7th anniversary of the initial drawdown date at a rate equivalent to (a) the 5-year Base Rate-Fixed plus an agreed spread, divided by the Interest Premium Factor, or (b) five hundred seventy-five basis points (5.50%), divided by the Interest Premium Factor, whichever is higher.	Principal and interest payable semi-annually	Minimum historical DSCR of 1.05 times Distribution DSCR of 1.2 times. Based on the standalone balances of the Borrower. Tested semi-annually Secured by property, plant and equipment (see Note 8)	499,992	549,996
San Carlos Solar Energy Inc. (“SACASOL”)								
₱1,400.00 million Loan	₱1,400.00 million Loan	May 22, 2024	May 22, 2034	For the period of: May 22, 2024 to August 22, 2024 – 7.3232% August 22, 2024 to November 22, 2024 – 7.0707%	Principal and interest payable quarterly	On each calculation date, maintain a Debt Service Coverage Ratio of at least 1.10x From initial borrowing date, maintain a Net Debt to Equity Ratio of a maximum of 70:30	1,190,000	1,330,000



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
				November 22, 2024 to February 22, 2025 – 6.8182% February 22, 2025 to May 22, 2025 – 6.5657% May 22, 2025 to May 22, 2027 – 6.7636% Repricing at a rate based on simple average of the PHP BVAL reference rate with a tenor of four (4) years, for three (3) banking days immediately preceding and ending on the banking day prior to the repricing date divided by the Interest Premium Factor.		From initial borrowing date, maintain a Dividend DSCR of at least 1.20x, based on standalone balances of the borrower. Tested semi-annually Guaranteed by ACEN		
ACEN International, Inc. (ACEN International)								
₱7,000.00 million Loan	₱198.00 million ₱285.00 million ₱164.47 million ₱1,209.00 million	January 22, 2024 February 16, 2024 April 24, 2024 June 21, 2024	January 31, 2031 January 31, 2031 January 31, 2031 January 31, 2031	7.1386% 7.2891% 7.777% 7.5699%	Principal and interest payable semi-annually	Maximum net DE ratio of 3.0x Based on ACEN International consolidated balance sheet. Tested semi-annually Guaranteed by ACRI	4,833,074	4,166,274



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	₱22.00 million	July 19, 2024	January 31, 2031	7.3244%				
	₱187.80 million	September 17, 2024	January 31, 2031	7.2229%				
	₱2,100.00 million	November 06, 2024	January 31, 2031	6.8864%				
	₱103.50 million	January 13, 2025	January 31, 2031	7.2359%				
	₱118.70 million	January 20, 2025	January 31, 2031	7.2572%				
	₱444.60 million	March 11, 2025	January 31, 2031	7.1085% Repricing on the 36th month at a rate of whichever is higher of (i) moving average of the 4-year BVAL plus margin divided by 0.95; and (ii) 3.25% per annum divided by 0.95.				
EUR50.00 million	EUR10.00 million (₱625.9 million)	May 27, 2025	May 27, 2030	3.2400% (6.198% cross-currency swap rate)	Principal Repayment upon maturity. Interest is	Maximum net DE ratio of 3.0x Based on ACEN International's consolidated balance sheet	3,462,730	—



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	EUR10.00 million (₱636.5 million)	June 16, 2025	May 27, 2030	3.1413% (6.198% cross-currency swap rate)	payable on a quarterly basis.	Tested semi-annually Guaranteed by ACRI		
	EUR5.00 million (₱315.0 million)	June 16, 2025	May 27, 2030	3.1413% (6.2225% cross-currency swap rate)				
	EUR20.00 million (₱1,260.0 million)	July 15, 2025	May 27, 2030	3.1375% (6.2125% cross-currency swap rate)				
	EUR5.00 million (₱318.25 million)	July 15, 2025	May 27, 2030	3.1375% (6.1950% cross-currency swap rate)				
US\$100.00 million	US\$25.00 million (₱1,747.50 million)	November 28, 2025	August 11, 2032	5.2400% (6.434% cross-currency swap rate)	Principal Repayment upon maturity. Interest is payable on a semi- annual basis.	Maximum net DE ratio of 3.0x Based on ACEN International's consolidated balance sheet Tested semi-annually Guaranteed by ACRI	2,058,175	—
	US\$ 10.00 million (₱592.50 million)	December 15, 2025	August 11, 2032	5.3990% (6.4299% cross-currency swap rate)				
ACEN Renewables International Pte. Ltd (ACRI)								



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
AU\$75.00 million	AU\$12.00 million	April 17, 2024	December 7, 2028	For the period of: April 17, 2024 to July 17, 2024 - 5.8091% July 17, 2024 to October 17, 2024 – 5.8961% October 17, 2024 to January 17, 2025 - 5.8217% January 17, 2025 to April 17, 2025 – 5.7808% April 17, 2025 to July 17, 2025 - 5.4584% July 17, 2025 to October 17, 2025 – 5.1600% October 17, 2025 to January 19, 2029 – 4.9475%	Interest is payable quarterly from date of availment; Principal is bullet payment on maturity date	Net DE Ratio of 3.00:1.00. Based on ACRI consolidated Net debt and Total Equity expressed in Singaporean Dollars. Tested quarterly together with the financial statements.	2,951,993	2,684,638
	AU\$34.00 million	June 18, 2024	December 7, 2028	June 18, 2024 to September 18, 2024 – 5.8214% September 18, 2024 to December 18, 2024 – 5.8731% December 18, 2024 to March 18, 2025 – 5.9180% March 18, 2025 to June 18, 2025 – 5.5625%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$21.50 million	September 16, 2024	December 7, 2028	June 18, 2025 to September 18, 2025 – 5.1494% September 18, 2025 to December 18, 2025 – 5.0089% December 18, 2025 to March 18, 2026 – 5.1720% September 16, 2024 to December 16, 2024 - 5.8661% December 16, 2024 to March 17, 2025 – 5.909% March 17, 2025 to June 17, 2025 – 5.5637% June 17, 2025 to September 17, 2025 – 5.1619% September 17, 2025 to December 17, 2025 – 5.0075% December 17, 2025 to March 17, 2026 – 5.1775%				
	AU\$7.50 million	November 11, 2024	December 7, 2028	November 11, 2024 to February 11, 2025 – 5.8631% February 11, 2025 to May 13, 2025 – 5.6444%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
				May 13, 2025 to August 13, 2025 - 5.2494% August 13, 2025 to November 13, 2025 – 5.0834% November 13, 2025 to February 13, 2026 – 5.0922%				
US\$150.00 million	US\$25.00 million	September 16, 2024	April 16, 2029	<i>For the period of:</i> September 16, 2024 to October 15, 2024 – 6.5266% October 15, 2024 to January 15, 2025 – 6.2359% January 15, 2025 to April 15, 2025 – 5.8820% April 15, 2025 to July 15, 2025 – 5.8361% July 15, 2025 to October 15, 2025 – 5.8976% October 15, 2025 to January 15, 2026 – 5.4845% With Interest Rate Swap (“IRS”) fixed at 5.074% (weighted average of	Interest is payable quarterly from date of availment; Principal amortization is payable every 6 months after the grace period.	Net Debt to Total Equity does not exceed 3.00:1.00. Based on ACRI consolidated Net Debt to Total Equity expressed in Singapore dollars. Tested semi-annually together with the financial statements.	5,794,342	2,239,346



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	US\$10.00 million	October 15, 2024	April 16, 2029	multiple IRS placements) until maturity October 15, 2024 to January 15, 2025 – 6.2359% January 15, 2025 to April 15, 2025 – 5.8820% April 15, 2025 to July 15, 2025 – 5.8361% July 15, 2025 to October 15, 2025 – 5.8976% October 15, 2025 to January 15, 2026 – 5.4845% With Interest Rate Swap ("IRS") fixed at 4.81%				
	AU\$6.00 million (US\$3.94 million)	November 18, 2024	April 16, 2029	November 18, 2024 to January 15, 2025 – 6.0018% January 15, 2025 to April 15, 2025 – 5.9697% April 15, 2025 to July 15, 2025 – 5.7149% July 15, 2025 to October 15, 2025 – 5.3550% October 15, 2025 to January 15, 2026 – 5.1933%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$20.00 million (US\$12.65 million)	March 17, 2025	April 16, 2029	With Interest Rate Swap ("IRS") fixed at 5.43% effective from April 15, 2025 up to maturity March 17, 2025 to April 15, 2025 – 5.7175% April 15, 2025 to July 15, 2025 – 5.7149% July 15, 2025 to October 15, 2025 – 5.3550% October 15, 2025 to January 15, 2026 – 5.1933%				
	AU\$27.00 million (US\$17.10 million)	March 20, 2025	April 16, 2029	With Interest Rate Swap ("IRS") fixed at 5.445% March 20, 2025 to April 15, 2025 – 5.7175% April 15, 2025 to July 15, 2025 – 5.7149% July 15, 2025 to October 15, 2025 – 5.3550% October 15, 2025 to January 15, 2026 – 5.1933%				
	US\$10.00 million	May 29, 2025	April 16, 2029	May 29, 2025 to July 15, 2025 - 5.9085% July 15, 2025 to October 15, 2025 – 5.8976%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	US\$12.00 million	October 16, 2025	December 07, 2028	December 07, 2025 to March 10, 2026 – 5.4722% With Interest Rate Swap ("IRS") fixed at 5.04% until maturity October 16, 2025 to December 10, 2025 – 5.6789% December 10, 2025 – March 10, 2026 – 5.4722% With Interest Rate Swap ("IRS") fixed at 5.04% until maturity				
	US\$10.00 million	November 18, 2025	December 07, 2028	November 18, 2025 to December 10, 2025 – 5.6674% December 10, 2025 to March 10, 2026 – 5.4722% With Interest Rate Swap ("IRS") fixed at 5.04% on the US\$3.00 million portion, and 5.098% on the US\$7.00 million portion until maturity				
	US\$24.00 million	November 26, 2025	December 07, 2028	November 26, 2025 to December 10, 2025 – 5.6200%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
				December 10, 2025 to March 10, 2026 – 5.4722% With Interest Rate Swap (“IRS”) fixed at 5.098% on the US\$18.00 million portion				
US\$150.00 million	US\$5.00 million	October 4, 2024	July 4, 2029	<i>For the period of:</i> October 4, 2024 to January 6, 2025 – 6.2482% January 6, 2025 to April 7, 2025 – 5.9461% April 7, 2025 to July 7, 2025 5.9347% July 7, 2025 to October 7, 2025 – 5.9358% October 7, 2025 to January 7, 2026 – 5.5855%	Interest is payable quarterly from date of availment; Principal amortization is payable in 2028 and 2029 after the grace period.	Net Debt to Total Equity does not exceed 3.00:1.00. Based on ACRI consolidated Net Debt to Total Equity. Tested semi-annually together with financial statements	293,950	289,225
ACEN Cayman Limited								
\$140.00 million Loan	\$140.00 million	January 23, 2024	January 23, 2027	5.3980%	Principal payable on maturity date; interest payable quarterly	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances. Tested semi-annually Guaranteed by ACEN	8,230,600	8,098,300
\$180.00 million Loan	\$180.00 million	January 19, 2024	January 19, 2029	5.3060%	Principal and interest payable semi-annually	Maximum net DE ratio of 3.0x Based on ACEN consolidated balances.	10,264,734	10,307,979



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
						Tested semi-annually Guaranteed by ACEN		
ACEN Australia Pty Ltd. ("ACEN Australia")								
AU\$277.00 million Loan (1)	AU\$2.64 million	January 11, 2023	July 11, 2023	5.5217%	Principal Repayment on Termination Date. Interest periods may be selected from one, 3 or 6 months. Or any other period greater than one month as agreed.	Net DE Ratio of 3.0x. Based on the ACEN CORPORATION consolidated year-end balances. Tangible Net worth of AU\$150 million at ACEN Australia level. Tested semi annually together with the financial statements. Guaranteed by ACEN	10,902,694	9,915,264
	AU\$70.00 million	February 3, 2023	May 03, 2023	5.0350%				
	AU\$70.86 million	May 3, 2023	August 03, 2023	5.5740%				
	AU\$10.00 million	June 20, 2023	August 03, 2023	5.8601%				
	AU\$2.63 million	July 11, 2023	August 03, 2023	5.7943%				
	AU\$83.49 million	August 3, 2024	November 03, 2023	5.8800%				
	AU\$20.00 million	October 26, 2023	January 29, 2024	6.0326%				
	AU\$83.49 million	November 3, 2023	February 05, 2024	6.0538%				
	AU\$25.67 million	December 20, 2023	March 20, 2024	6.0653%				
	AU\$4.33 million	December 21, 2023	March 20, 2024	6.0633%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$20.00 million	January 29, 2024	April 29, 2024	6.0326%				
	AU\$83.49 million	February 5, 2024	April 29, 2024	6.0415%				
	AU\$30.00 million	March 20, 2024	April 29, 2024	6.0040%				
	AU\$23.00 million	March 20, 2024	April 29, 2024	6.0040%				
	AU\$156.49 million	April 29, 2024	September 30, 2024	6.3025%				
	AU\$29.50 million	June 20, 2024	September 30, 2024	6.1184%				
	AU\$10.00 million	July 15, 2024	September 30, 2024	6.1167%				
	AU\$13.00 million	August 19, 2024	September 30, 2024	6.0054%				
	AU\$11.13 million	September 16, 2024	January 31, 2025	6.1932%				
	AU\$208.99 million	September 30, 2024	January 31, 2025	6.1975%				
	AU\$16.13 million	October 17, 2024	February 28, 2025	6.1740%				
	AU\$16.40 million	November 18, 2024	February 28, 2025	6.1527%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$20.83 million	December 18, 2024	February 28, 2025	6.1356%				
	AU\$3.52 million	December 19, 2024	February 28, 2025	6.1332%				
	AU\$220.12 million	January 31, 2025	April 30, 2025	5.9496%				
	AU\$56.88 million	February 28, 2025	April 15, 2025	5.7975%				
	AU\$56.88 million	April 15, 2025	July 31, 2025	5.7266%				
	AU\$220.12 million	April 30, 2025	July 31, 2025	5.5745%				
	AU\$277.00 million	July, 31, 2025	October 15, 2025	5.3789%				
	AU\$277.00 million	October 15, 2025	November 28, 2025	5.2165%				
	AU\$277.00 million	November 28, 2025	February 27, 2026	5.3625%				
AU\$373.00 million Loan	AU\$373.00 million Loan	April 10, 2025	April 10, 2030	80% of the drawdown is hedged with Interest Rate Swap (“IRS”) fixed at 5.0750% until maturity; 20% of the drawdown amount is floating for the period of: April 10, 2025 to June 23, 2025 – 5.6652%	Principal Repayment based on agreed schedule. Interest and principal are payable on a quarterly basis	DSCR not less than 1.10:1.00 Secured by Property Tested quarterly	14,615,315	–



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
				June 23, 2025 to September 22, 2025 – 5.2139% September 22, 2025 to December 22, 2025 – 5.0968% December 22, 2025 to March 22, 2026 – 5.2775%				
AU\$204.54 million Loan ⁽²⁾	AU\$157.78 million	February 11, 2021	December 22, 2025	2.903% per annum	Principal Repayment based on agreed schedule. Interest payments 3 or 6 months or any such shorter period agreed.	Default DSCR Ratio of 1.15x, 12 months backward and forward looking. Secured by Property Based on ACEN consolidated balances. Tested quarterly after conversion to operation term facility.	–	6,481,930
	AU\$6.125 million	January 23, 2023	December 22, 2025					
	AU\$0.699 million	February 22, 2023	December 22, 2025					
	AU\$6.00 million	March 16, 2023	December 22, 2025					
	AU\$0.610 million	March 22, 2023	December 22, 2025					
	AU\$18.00 million	April 24, 2023	December 22, 2025					
	AU\$2.50 million	May 18, 2023	December 22, 2025					
	AU\$2.406 million	June 22, 2023	December 22, 2025					
	AU\$5.00 million	September 4, 2023	December 22, 2025					



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$2.844 million	September 22, 2023	December 22, 2025					
	AU\$0.953 million	October 23, 2023	December 22, 2025					
	AU\$0.931 million	November 22, 2023	December 22, 2025					
AU\$140 million Loan ⁽³⁾	AU\$1.26 million	September 16, 2022	December 16, 2022	4.5023%	Principal Repayment on Termination Date. Interest payments 3 or 6 months, or any other period greater than 1 month agreed with Lender.	Net DE Ratio of 3.0x. Based on ACEN consolidated balances. Tangible Net worth of AU\$150 million at ACEN Australia level. Tested semi-annually together with the financial statements. Guaranteed by ACEN	–	5,011,324
	AU\$10.00 million	October 21, 2022	December 16, 2022	4.5840%				
	AU\$5.00 million	November 21, 2022	December 16, 2022	4.5811%				
	AU\$16.26 million	December 16, 2022	March 16, 2023	4.8884%				
	AU\$12.00 million	December 16, 2022	March 16, 2023	4.8884%				
	AU\$ 0.1 million	December 16, 2022	March 16, 2023	4.8884%				
	AU\$11.00 million	January 23, 2023	March 16, 2023	4.8683%				
	AU\$14.00 million	March 16, 2023	June 16, 2023	5.3615%				
	AU\$39.36 million	March 16, 2023	June 16, 2023	5.3615%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$0.42 million	March 16, 2023	June 16, 2023	5.3615%				
	AU\$5.00 million	May 18, 2023	June 16, 2023	5.5114%				
	AU\$58.78 million	June 16, 2023	September 15, 2023	5.9924%				
	AU\$2.00 million	June 20, 2023	September 15, 2023	6.0016%				
	AU\$15.00 million	September 4, 2023	September 15, 2023	5.7845%				
	AU\$75.78 million	September 15, 2023	December 15, 2023	5.8273%				
	AU\$75.78 million	December 15, 2023	March 15, 2024	6.0500%				
	AU\$23.00 million	February 21, 2024	May 21, 2024	6.0326%				
	AU\$75.78 million	March 15, 2024	May 21, 2024	6.0245%				
	AU\$18.20 million	April 18, 2024	May 21, 2024	6.0012%				
	AU\$21.50 million	May 20, 2024	August 30, 2024	6.0688%				
	AU\$116.98 million	May 21, 2024	August 30, 2024	6.0704%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$1.52 million	July 15, 2024	August 30, 2024	6.0387%				
	AU\$140.00 million	August 24, 2024	November 29, 2024	6.0937%				
	AU\$140.00 million	November 29, 2024	March 31, 2025	6.2285%				
	AU\$140.00 million	March 31, 2025	April 15, 2025	5.7950%				
AU\$100 million Loan (4)	AU\$0.50 million	August 19, 2022	November 21, 2022	4.0786%	3 or 6 months with automatic rollover but not to exceed the maturity date	Net DE Ratio of 3.0x. Based on ACEN consolidated balances. Tangible Net worth of AU\$150 million at ACEN Australia level. Tested semi-annually together with the financial statements. Guaranteed by ACEN	1,952,707	2,412,293
	AU\$10.00 million	October 21, 2022	November 21, 2022	4.5062%				
	AU\$10.04 million	November 21, 2022	February 21, 2023	4.8201%				
	AU\$0.51 million	November 21, 2022	February 21, 2023	4.8201%				
	AU\$5.00 million	November 21, 2022	February 21, 2023	4.8201%				
	AU\$10.00 million	December 16, 2022	February 21, 2023	4.8494%				
	AU\$9.00 million	December 16, 2022	February 21, 2023	4.8522%				
	AU\$0.344 million	February 21, 2023	May 22, 2023	5.2494%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$34.54 million	February 21, 2023	August 18, 2027	5.6667%				
	AU\$9.00 million	April 12, 2023	August 18, 2027	5.8920%				
	AU\$0.504 million	May 22, 2023	August 18, 2027	6.1158%				
	AU\$43.89 million	May 22, 2023	August 18, 2027	6.1158%				
	AU\$44.39 million	August 22, 2023	August 18, 2027	6.0725%				
	AU\$44.39 million	November 22, 2023	August 18, 2027	6.1418%				
	AU\$23.00 million	January 22, 2024	August 18, 2027	6.2375%				
	AU\$44.39 million	February 22, 2024	August 18, 2027	6.2103%				
	AU\$67.39 million	April 22, 2024	August 18, 2027	5.8474%				
	AU\$67.39 million	July 31, 2024	August 18, 2027	5.8387%				
	AU\$67.39 million	October 30, 2024	August 18, 2027	5.7619%				
	AU\$67.39 million	February 28, 2025	August 18, 2027	5.5576%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$1.5 million	March 17, 2025	April 15, 2025	5.8387%				
	AU\$25.89 million	April 15, 2025	June 30, 2025	5.7619%				
	AU\$4.15 million	May 19, 2025	August 29, 2025	5.5576%				
	AU\$1.20 million	June 20, 2025	August 29, 2025	5.4557%				
	AU\$25.89 million	June 30, 2025	October 31, 2025	5.4094%				
	AU\$5.30 million	July 17, 2025	November 28, 2025	5.4891%				
	AU\$ 5.35 million	August 29, 2025	October 31, 2025	5.3319%				
	AU\$ 3.19 million	September 16, 2025	October 31, 2025	5.2996%				
	AU\$1.79 million	October 16, 2025	November 28, 205	5.2700%				
	AU\$34.43 million	October 31, 2025	December 15, 2025	5.3246%				
	AU\$6.72 million	November 17, 2025	January 30, 2026	5.3699%				
	AU\$7.09 million	November 28, 2025	February 27, 2026	5.4125%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$34.43 million	December 15, 2025	February 27, 2026	5.4107%				
	AU\$1.37 million	December 15, 2025	February 27, 2026	5.4107%				
AU\$75.00 million Loan (5)	AU\$0.38 million	October 27, 2022	April 27, 2023	6.4275%	Principal Repayment on Termination Date. Interest payments 6 months, or any other period greater than 1 month as agreed with Lender.	Net DE Ratio of 3.0x. Based on ACEN consolidated year-end balances. Tangible Net worth of AU\$150 million at ACEN Australia level. Tested semi-annually together with the financial statements. Guaranteed by ACEN	2,636,130	2,397,382
	AU\$0.38 million	April 27, 2023	October 27, 2023					
	AU\$0.38 million	October 27, 2022	April 26, 2024					
	AU\$5.00 million	May 18, 2023	November 20, 2023					
	AU\$7.00 million	August 24, 2023	February 26, 2024					
	AU\$15.00 million	September 19, 2023	March 19, 2024					
	AU\$0.38 million	October 27, 2023	April 26, 2024					
	AU\$5.00 million	November 20, 2023	May 20, 2024					
	AU\$15.00 million	November 20, 2023	May 20, 2024					
	AU\$7.00 million	February 26, 2024	August 26, 2024					
	AU\$15.00 million	March 19, 2024	August 26, 2024					



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$24.60 million	April 18, 2024	August 26, 2024					
	AU\$0.38 million	April 26, 2024	August 26, 2024					
	AU\$20.00 million	May 20, 2024	August 26, 2024					
	AU\$66.98 million	August 26, 2024	November 29, 2024					
	AU\$66.98 million	November 24, 2024	May 30, 2025					
	AU\$66.98 million	May 30, 2025	November 28, 2025					
	AU\$66.98 million	November 28, 2025	February 27, 2026					
AU\$75.00 million ⁽⁶⁾	AU\$0.45 million	March 1, 2024	August 29, 2024	6.1849%	Borrower shall repay loan in full on the termination date. Interest periods may be selected from one, 3 or 6 months. Or any other period greater than one month as agreed.	Net DE Ratio of 3.0x. Based on ACEN consolidated balances. Tangible Net worth of AU\$150 million at ACEN Australia level. Tested semi-annually together with the financial statements. Guaranteed by ACEN	2,480,658	248,776
	AU\$5.0 million	April 03, 2024	August 29, 2024	6.1597%				
	AU\$1.5 million	June 20, 2024	August 29, 2024	6.0463%				
	AU\$6.95 million	August 29,2024	November 29, 2024	6.0865%				
	AU\$6.95 million	November 29, 2024	March 31, 2025	6.2285%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$3.85 million	March 18, 2025	June 30, 2025	5.8305%				
	AU\$6.95 million	March 31, 2025	July 31, 2025	5.8950%				
	AU\$7.05 million	May 19, 2025	July 31, 2025	5.4912%				
	AU\$5.75 million	June 20, 2025	September 30, 2025	5.4076%				
	AU\$3.85 million	June 30, 2025	September 30, 2025	5.3037%				
	AU\$3.50 million	July 17, 2025	September 30, 2025	5.4158%				
	AU\$14.00 million	July 31, 2025	September 30, 2025	5.3764%				
	AU\$8.00 million	September 16, 2025	December 15, 2025	5.2600%				
	AU\$27.1 million	September 30, 2025	December 15, 2025	5.2635%				
	AU\$4.51 million	October 16, 2025	January 30, 2026	5.3059%				
	AU\$9.93 million	November 17, 2025	January 30, 2026	5.3199%				
	AU\$35.10 million	December 15, 2025	March 31, 2026	5.4723%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$13.50 million	December 15, 2025	March 31, 2026	5.4723%				
AU\$75.00 million ⁽⁶⁾	AU\$0.30 million	February 26, 2024	September 02, 2024	6.1849%	Borrower shall repay loan in full on the termination date. Interest periods may be selected from one, 3 or 6 months. Or any other period greater than one month as agreed.	Net DE Ratio of 3.0x. Based on ACEN consolidated balances. Tangible Net worth of AU\$150 million at ACEN Australia level. Tested semi-annually together with the financial statements. Guaranteed by ACEN	2,483,807	243,407
	AU\$5.0 million	April 03, 2024	September 02, 2024	6.1680%				
	AU\$1.5 million	June 20, 2024	September 02, 2024	6.0525%				
	AU\$6.8 million	September 2, 2024	December 02, 2024	6.0966%				
	AU\$6.8 million	December 2, 2024	March 31, 2025	6.2150%				
	AU\$3.85 million	March 18, 2025	June 30, 2025	5.8305%				
	AU\$6.8 million	March 31, 2025	July 31, 2025	5.8950%				
	AU\$7.05 million	May 19, 2025	July 31, 2025	5.4912%				
	AU\$5.75 million	June 20, 2025	September 30, 2025	5.4076%				
	AU\$3.85 million	June 30, 2025	September 30, 2025	5.3037%				
	AU\$3.50 million	July 17, 2025	September 30, 2025	5.4158%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	AU\$13.85 million	July 31, 2025	September 30, 2025	5.3764%				
	AU\$8.00 million	September 16, 2025	December 15, 2025	5.2601%				
	AU\$26.95 million	September 30, 2025	December 15, 2025	5.2764%				
	AU\$4.51 million	October 16, 2025	January 30, 2026	5.3060%				
	AU\$9.93 million	November 17, 2025	January 30, 2026	5.3193%				
	AU\$34.95 million	December 15, 2025	March 31, 2026	5.4723%				
	AU\$ 13.73 million	December 15, 2025	March 31, 2026	5.4723%				
PT Dewata ACEN Renewables Indonesia								
US\$0.77 million	US\$0.44 million	November 6, 2023	November 6, 2027	10.59%	Borrower shall pay 24 months after the first drawdown, then extend for another 24 months.	Convertible Loan Agreement	17,529	–
	US\$0.07 million	November 8, 2023	November 6, 2027	10.5%				
	US\$0.05 million	December 18, 2023	November 6, 2027	9.93%				
	US\$0.04 million	December 18, 2023	November 6, 2027	9.93%				
	US\$0.04 million	January 16, 2024	November 6, 2027	9.93%				



Facility	Loan Availed	Date of Availment	Maturity	Interest Rate per annum	Payment Terms	Covenants / Collateral	2025	2024
	US\$0.04 million	February 5, 2024	November 6, 2027	10.12%				
	US\$0.04 million	March 5, 2024	November 6, 2027	10.14%				
	US\$0.01 million	March 6, 2024	November 6, 2027	10.12%				
	US\$0.01 million	April 5, 2024	November 6, 2027	10.39%				
	US\$0.01 million	April 8, 2024	November 6, 2027	10.43%				
	US\$0.02 million	September 18 2024	November 6, 2027	9.48%				
Totals							₱118,506,187	₱95,484,152
Less unamortized debt issue cost							561,791	628,258
							117,944,396	94,855,894
Less current portion							1,546,140	7,456,367
Long-term loans, net of current portion							₱116,398,256	₱87,399,527

(1) Maturity of the facility is on January 6, 2028;

(2) Initial drawdown on the facility was on February 11, 2021. The loan was fully repaid on April 10, 2025 (see Note 2);

(3) Facility was cancelled after full repayment on April 15, 2025 (see Note 2);

(4) Maturity of the facility is on August 18, 2027;

(5) Maturity of the facility is on October 27, 2027;

(6) Maturity of the facility is on February 29, 2028;



The roll forward of this account follows:

	2025	2024
As at beginning of year	₱95,484,152	₱45,939,997
Availments	41,295,668	47,292,421
Payments	(22,684,475)	(1,701,273)
Refinances from short-term loans	–	4,200,000
Assumed through business combination	–	55,427
Loan assignment	–	(24,639)
Foreign exchange adjustments	372,772	(29,203)
Cumulative translation adjustments	4,038,070	(248,578)
	118,506,187	95,484,152
Less unamortized debt issue costs	561,791	628,258
As at end of year	₱117,944,396	₱94,855,894

Movements in debt issue costs related to long-term loans follow:

	2025	2024
As at beginning of year	₱628,258	₱165,320
Additions	59,640	531,777
Cumulative translation adjustments	5,083	–
Amortization/accretion (Note 19)	(131,190)	(68,839)
As at end of year	₱561,791	₱628,258

ACEN

The long-term loans of the Parent Company contain prepayment provisions as follows:

Description	Prepayment Provision
Loan A	Prepayment is at the option of the issuer exercisable on an interest payment date. The amount payable to the bank shall consist of accrued interest or other charges on the loan up to prepayment date, plus the principal amount of the loan, and applicable break-funding cost. Transaction cost is minimal.
Loan B	ACEN has the option to prepay the loan, wholly or partially at any time during the term, starting twenty-four (24) months from drawdown date. The amount payable to the bank shall consist of any accrued interest on the outstanding principal amounts, the outstanding principal amount being redeemed, and any applicable prepayment premium as indicated in the loan agreement.
Loan C	The loan facility contains a prepayment provision which allows the Parent Company to make an optional prepayment, wholly or partially, starting the fifth (5th) anniversary of the initial drawdown date and on every interest payment date thereafter. The amount payable to the bank shall consist of the principal amount of the loans being prepaid, accrued interest on such principal amount up to the voluntary prepayment date, any increase in applicable gross receipts tax (“GRT”) as a result of such prepayment, and any applicable prepayment premium as indicated in the loan agreement.
Loan D	ACEN has the option to prepay the loan, wholly or partially, on any interest payment date during the term of the loan, starting on the 4th interest payment date. The amount payable to the bank shall consist of any accrued interest on the



Description	Prepayment Provision
	outstanding principal amounts, the outstanding principal amount being redeemed, and any applicable prepayment premium as indicated in the loan agreement.
Loan E	ACEN has the option to prepay the loan, wholly or partially, on any interest payment date during the term of the loan starting twenty-four (24) months from the drawdown date. The amount payable to the bank shall consist of any accrued interest on the outstanding principal amounts, the outstanding principal amount being redeemed, and any applicable prepayment premium as indicated in the loan agreement.
Loan F	ACEN has the option to prepay the loan, wholly or partially, on any interest payment date during the term of the loan on or after the third (3rd) anniversary of the drawdown date. The amount payable to the bank shall consist of the principal amount of the loans being prepaid, accrued interest on such principal amount up to the voluntary prepayment date, any increase in applicable gross receipts tax ("GRT") as a result of such prepayment, and any applicable prepayment premium as indicated in the loan agreement.
Loan G	ACEN has the option to prepay the loan, wholly or partially, on any interest payment date during the term of the loan, beginning on the first (1st) anniversary from the initial drawdown date. The amount payable to the bank shall consist of any accrued interest on the outstanding principal amounts, the outstanding principal amount being redeemed, and any applicable prepayment premium as indicated in the loan agreement.
Loan H	ACEN has the option to prepay the loan, wholly or partially at any time during the term, starting twenty-four (24) months from the initial drawdown date. If prepayment is made in a non-interest payment date, it shall be subject to payment of accrued interest thereon and a 2% prepayment penalty of the relevant principal amount prepaid.
Loan I	ACEN has the option to prepay the loan, wholly or partially at any time after thirty-six (36) months from the signing date. The amount payable to the lender shall consist of accrued interest thereon, fees, costs (if any), and other amounts accrued or outstanding.
Loan J	ACEN has the option to prepay the loan, wholly or partially at any time after thirty-six (36) months from the signing date. The amount payable to the lender shall consist of accrued interest thereon, fees, costs (if any), and other amounts accrued or outstanding.
Loan K	ACEN has the option to prepay the loan, wholly or partially at any time during the term, starting twenty-four (24) months from the initial drawdown date. If prepayment is made in a non-interest payment date, it shall be subject to payment of accrued interest thereon and a 2% prepayment penalty of the relevant principal amount prepaid.

The prepayment options on all long-term loans were assessed to be embedded derivatives that are clearly and closely related to the host contract, therefore, not required to be bifurcated.

ACEN Corporation

On October 23, 2025, the loan agreement with Loan H, originally executed on November 29, 2023 and subsequently amended on December 5, 2024, was further amended to reduce the facility amount from the original loan amount of ₱20,000.00 million to ₱2,500.00 million. On the same day, the ₱17,500.00 million reduction was made to facilitate the reallocation of the unavailed portion of the original loan amount to other credit facilities, namely: (i) a loan agreement for long-term loans of up



to ₱8,000.00 million (Loan K), and (ii) a credit facility agreement for short-term loans and stand-by letters of credit of up to of ₱9,500.00 million.

On December 19, 2025, the Parent Company signed loan agreements covering an omnibus credit line for long-term and short-term green facilities of up to ₱15,000.00 million with Metropolitan Bank and Trust Company.

NorthWind Power Development Corporation (NorthWind)

On May 29, 2020, NorthWind entered into an Omnibus Loan and Security Agreement with a local bank for a long-term loan facility amounting to ₱2,300.00 million. The proceeds of the loan were used to fully repay its senior loan. The loan shall be repaid in 24 sculpted semi-annual amortizations as set forth in the agreement. The interest rate is fixed for the initial period of ten (10) years to be repriced after the 10th year anniversary at a rate equivalent to (a) the 2-year base fixed rate; plus (b) a spread per annum.

The loan facility contains a prepayment provision which allows NorthWind to make optional prepayment, wholly or partially, at any time during the term of the loan. The amount payable to the local bank shall be the principal amount of the loans being prepaid, accrued interest on such principal amount up to the voluntary prepayment date, any additional taxes, including additional gross receipts tax (GRT) as a result of such prepayment, and prepayment penalty as indicated in the loan agreement. The prepayment option was assessed as closely related to the loan and, thus, was not bifurcated.

The loan facility is secured by NorthWind's Land, Wind Turbine Generator, Building and Machinery and Equipment (see Note 8).

Guimaras Wind Corporation (Guimaras Wind)

On December 18, 2013, Guimaras Wind entered into a ₱4,300.00 million Term Loan Facility with local banks. The proceeds were used to partially finance the 54MW San Lorenzo Wind Farm. The loan facility is divided into two tranches amounting to ₱2,150.00 million for each of Tranche A and Tranche B.

Both tranches have a term of 15 years with semi-annual interest payments starting on the date on which the loan is made. The Tranche A's interest is to be fixed at the higher of 10-year PDS Treasury Fixing (PDST-F) plus a spread of 1.625% or a minimum interest rate of 6.25% for the first 10 years, to be repriced at higher of existing rate or 5-year PDST-F plus a spread of 1.25% for the last 5 years. The Tranche B will be fixed at higher of interpolated 15-year PDST-F plus a spread of 1.625% or a minimum interest rate of 6.5%. The interest rate floor on the loan is an embedded derivative that is required to be bifurcated. In 2013, the Group did not recognize any derivative liability arising from the bifurcated interest floor rate since the fair value is not significant.

The loan facility also contains a prepayment provision which allows Guimaras Wind to make optional prepayment for both Tranche A and Tranche B in the amount calculated by the facility agent as accrued interest and other charges on the loan up to the prepayment date plus the higher of (a) the principal amount of the loan being prepaid, or (b) the amount calculated as the present value of the remaining principal amortizations and interest payments on the loan being prepaid, discounted at the comparable benchmark tenor. In addition, Guimaras Wind is allowed to prepay the Tranche A loan,



without penalty or breakfunding cost, on the interest re-pricing date. The prepayment option was assessed as closely related to the loan and, thus, was not bifurcated.

Under the loan facility agreement, Guimaras Wind must maintain a debt service account into which will be paid the maximum interest forecasted to be due and payable for the next two following payment dates that will fall within the construction period and the amount of debt service after the construction period. The funds in the debt service reserves can be used by Guimaras Wind provided that 30 days prior to payment, the fund is replenished. Debt service reserves are included in the consolidated statements of financial position under “Cash and cash equivalents” (see Note 4).

The loan facility is secured by Guimaras Wind’s wind farm (see Note 8).

In addition, as a security for the timely payment, discharge, observance and performance of the obligations, ACEN entered into a Pledge Agreement covering the subscriptions of stocks of ACEN and its nominees.

Monte Solar Energy, Inc. (MONTESOL)

On August 17, 2023, MONTESOL entered into an Omnibus Loan and Security Agreement (OLSA) with a local bank for a long-term loan facility amounting to ₱600.00 million. The proceeds of the loan shall be used to partially finance MONTESOL’s permanent working capital requirements and for other general corporate purposes. The loan shall be repaid in twenty-four (24) straight-line semi-annual amortizations. The interest rate is fixed for the initial two (2) years, to be repriced one business day prior to the 2nd year and 7th year anniversary of the initial drawdown date at a rate equivalent to (a) the 5-year Base Rate-Fixed plus a spread of ninety basis points (0.90%), or (b) five hundred seventy-five basis points (5.75%), whichever is higher.

The OLSA includes a prepayment clause that allows MONTESOL to make voluntary prepayments, whether in full or in part, at any point during the term of the loan. The amount payable in respect of any prepayment of the loan shall be comprised of: (i) any accrued interest on the principal amount of the loan to be prepaid; (ii) the principal amount of the loan to be prepaid; (iii) prepayment penalty as set forth in the OLSA; and (iv) any additional taxes, including additional GRT, resulting from such prepayment. The prepayment option was assessed as closely related to the loan and, thus, was not bifurcated.

On December 4, 2023, the repricing floor rate was amended from five hundred seventy-five basis points (5.75%) to five hundred fifty basis points (5.50%).

San Carlos Solar Energy, Inc. (SACASOL)

On May 17, 2024, SACASOL entered into an Omnibus Loan and Security Agreement (OLSA) with a local bank for a long-term loan facility of up to ₱1,400.00 million. The proceeds of the loan shall be used for (i) general corporate funding requirements and (ii) for upstreaming to SACASOL’s shareholders through payment of dividends, advances, and/or preferred share redemption. The loan shall be repaid in 40 straight-line quarterly amortizations. The interest rate is floating at a rate of 7.3232% for three (3) months to be repriced one banking day prior to the first day of each interest period at a rate equivalent to (a) the three (3)-day average of the three (3)-month PHP BVAL Reference Rate plus Margin, or (b) the BSP Overnight Lending Facility per annum plus twenty-five basis points (0.25%) per annum, in each case divided by the Interest Premium Factor, whichever is higher.



The OLSA includes a prepayment clause that allows SACASOL to make voluntary prepayments, whether in full or in part, commencing at the end of the second (2nd) year from initial advance date (May 22, 2024) and on any interest payment date thereafter, together with accrued interest thereon up to and including the date immediately preceding the date of prepayment, subject to the payment of applicable prepayment penalty, at least 30 days prior written notice to the lender, and in multiples of ₱50.00 million.

The long-term loan facility is guaranteed by ACEN.

ACEN Renewables International Pte. Ltd (ACRI)

The total unamortized debt issue costs from the ACRI loan facilities amounted to US\$2.66 million (₱156.67 million) as of December 31, 2025. The corporate and syndicated loan facilities prices off an interest ranging from 5.01% to 6.25% per annum (2024:5.81% to 6.53%).

ACEN International, Inc (ACEN International)

On May 9, 2025, ACEN International signed a term loan facility worth EUR50.00 million with a foreign bank, to be used to finance and/or refinance investment in and/or advances to existing and future renewable energy projects through its subsidiaries and joint ventures, and for general corporate purposes.

As of December 31, 2025, ₱3,155.65 million (EUR50.00 million) has been drawn from the facility.

On August 11, 2025, ACEN International signed a term loan facility worth US\$100.00 million with a foreign bank to be used to finance and/or refinance investment in and/or advances to existing and future renewable energy projects through its subsidiaries and joint ventures, and for general corporate purposes.

As of December 31, 2025, US\$35.00 million has been drawn from the facility.

ACEN Australia

As of December 31, 2025 and 2024, ACEN Australia loans drawn from revolving longterm facilities are required to be rolled over as the interest period of each loan mature. Rollover process is expected to continue until the maturity of the facility agreement. Each drawdown is considered a “new loan” under the facility. Based on the facility agreements, roll-over period may range from three to six months or any other period greater than one month as agreed between the Borrower and the Agent or Lender.

To determine the date of rollover for each maturing loan, ACEN Australia targets to (1) align the rollover dates to other maturing loans within the same facility; (2) stagger the maturing dates across the facilities to manage liquidity and timing of interest payments; and (3) ensure that the rollover complies with the facility agreements’ Interest Periods requirements.

Loan covenants

The Group has complied with all its long-term loan covenants as at December 31, 2025 and 2024.



Debt Issue Cost

For the years ended December 31, 2025, 2024 and 2023, total amortization of debt issue cost on long-term loans amounted to ₱131.19 million, ₱68.84 million and ₱24.21 million, respectively (see Note 19).

Interest expense

Total interest expense recognized on long-term loans amounted to ₱4,967.80 million, ₱3,436.95 million and ₱1,608.53 million for the years ended December 31, 2025, 2024 and 2023 respectively (see Note 19).

Notes payable

The roll forward of this account follows:

	2025	2024
Principal		
Balance at beginning of period	₱33,138,000	₱32,148,000
Cumulative translation adjustments	378,000	990,000
Balance at end of period	33,516,000	33,138,000
Debt issue cost		
Balance at beginning of period	81,519	144,206
Amortization (Note 19)	(33,351)	(64,379)
Cumulative translation adjustments	(49)	1,692
Balance at end of period	48,119	81,519
	₱33,467,881	₱33,056,481

Medium Term Note (MTN) Programme

On August 31, 2021, ACEN Finance established its Medium-Term Note Programme with an aggregate amount of US\$1,500.00 million. The proceeds from each issue under the MTN Programme will be used for general corporate purposes, including but not limited to, working capital, funding investment activities, development of projects, refinancing and/or repayment of indebtedness and on-lending activities within the Group. Notes to be issued out of the MTN Programme designated as Green Bonds may be allocated towards the financing and/or refinancing of Eligible Green Projects in accordance with certain prescribed eligibility criteria described under ACEN's Green Bond Framework.

The Notes to be issued by ACEN finance under its MTN Programme may be distributed by way of private or public placement and will be listed on the Singapore Exchange Securities Trading platform (SGX-ST).

Senior guaranteed undated fixed-for-life notes under the MTN Programme

On September 8, 2021, ACEN Finance issued US\$400.00 million (₱20,383.60 million) senior undated fixed-for-life (non-deferrable) Notes guaranteed by ACEN with a fixed coupon of 4.00% for life, with no step-up and no reset, priced at par. An amount equal to the net proceeds is used to finance or refinance, in whole or in part, new or existing Eligible Green Projects in accordance with ACEN's Green Bond Framework.



On September 9, 2021, the Notes were listed with the Singapore Exchange Securities Trading platform (SGX-ST).

The net proceeds from the Bonds are used to finance or refinance, in whole or in part, new or existing Eligible Green Projects, in accordance with ACEN's Green Bond Framework (GBF), which sets out well-defined guidelines for the use of proceeds for renewable energy (RE) projects, with comprehensive monitoring and reporting commitments. These RE developments can be located in the Philippines and offshore.

For the years ended December 31, 2025, 2024 and 2023, total interest expense and other financing charges recognized amounted to ₱920.14 million (US\$16.00 million), ₱954.64 million (US\$16.66 million) and ₱936.54 million (US\$16.84 million), respectively.

Redemption at the option of the issuer

Subject to applicable law, ACEN Finance may redeem the Notes (in whole but not in part) on the First Redemption Date as specified in the applicable Pricing Supplement; or any Interest Payment Date falling after the First Redemption Date, by giving notice, at redemption price equal to the principal amount of the Notes plus any accrued but unpaid interest.

The redemption option was assessed to be embedded derivatives that are clearly and closely related to the host contract, therefore, not required to be bifurcated.

Covenants

For as long as the senior guaranteed undated fixed-for-life notes remain outstanding, ACEN Finance Limited and ACEN are required to comply with certain covenants including the creation and permission to subsist only the liens created in respect of the limited recourse project financing of any project company and maintain a maximum net debt to equity ratio of 2.5 to 1.0 based on ACEN consolidated financials. These were complied with by the Group as at December 31, 2025 and December 31, 2024.

ACEN Fixed-Rate ASEAN Green Bonds due 2027

On September 22, 2022, the Parent Company (the Issuer) issued unsecured-fixed rate Peso Green Bonds with an aggregate principal amounting to ₱10,000.00 million. The proceeds of the issuance were used to finance investments in various solar power plants. The issue cost amounted to ₱126.28 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

The offer is comprised of 5-year Peso Green Bonds due on September 22, 2027 with interest rate of 6.0526% per annum. This is the first tranche offered out of the shelf registration of Peso Green Bonds in the aggregate principal amount of up to ₱20,000.00 million to be offered within a period of three (3) years. Interest on the Peso Green Bonds is payable quarterly on March 22, June 22, September 22, and December 22.

For the years ended December 31, 2025, 2024 and 2023, the total interest expense recognized on the Peso Green Bonds amounted to ₱605.26 million, ₱605.43 million and ₱605.09 million, respectively.



Redemption at the option of the Issuer

The Issuer has the right, but not the obligation, to redeem (in whole but not in part) the outstanding Peso Green Bonds before the relevant Maturity on any one of the following Interest Payment Dates indicated below, or the immediately succeeding Business Day if such date is not a Business Day, in accordance with the following schedule:

1. 12th to 15th Interest Payment Date at Call Option Price of 101.00%
2. 16th to 19th Interest Payment Date at Call Option Price of 100.50%

The redemption option was assessed to be an embedded derivative that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

Covenants

The Peso Green Bonds provide for the Issuer to comply with covenants including incurrence or guarantee of additional indebtedness; prepayment or redemption of subordinate debt and equity; making certain investments and capital expenditures; effecting any consolidation or merger with other entities where ACEN is not the surviving corporation in such merger or consolidation; and certain other covenants. The Peso Green Bonds requires the Issuer to maintain, for as long as any of the Peso Green Bonds remain outstanding, a Net Debt to Total Equity Ratio of not more than 3.0:1.0. These were complied with for the years ended December 31, 2025 and 2024.

The prepayment option on all long-term loans was assessed to be an embedded derivative that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

Compliance with covenants

The Group has complied with the covenants required by its notes payable as at December 31, 2025, and 2024.

14. Other Noncurrent Liabilities

This account consists of:

	2025	2024
Unearned revenues (Note 11)	₱5,967,818	₱5,097,153
Asset retirement obligations	2,554,980	1,110,865
Other payables (Note 24)	710,000	710,000
Provision for employee benefits / long service leave	281,763	245,259
Derivative liability	177,484	251,356
Contract liabilities	100,056	57,237
Retention payable	58,714	28,178
Deposit payable	2,906	39,711
Nontrade payable	2,573	3,535
Others	26,590	36,746
	₱9,882,884	₱7,580,040



Asset retirement obligations (ARO) are from ISLASOL, SACASOL and MONTESOL and include restoration provision for the New England solar farm and Stubbo solar.

Movements in the provision for asset retirement obligations are as follows:

	2025	2024
Balance at beginning of year	₱1,110,865	₱757,245
Additions	1,461,280	331,075
Interest accretion (6.19%-6.25%)	20,573	22,545
Remeasurement	(37,738)	—
Balance at end of year	₱2,554,980	₱1,110,865

As at December 31, 2025 and 2024, ARO was discounted at the rates of 6.19% to 6.25%. ARO on solar power plants is expected to be settled during the years of 2039 to 2041.

Other payables pertain to earnout consideration for Maraj for the acquisition by ACEN of 6,000 secondary Common Shares representing the remaining 60% ownership in RWEI. The earnout remains unpaid and is payable upon achievement of certain milestones which is beyond 12 months from December 31, 2025.

Nontrade payables are payables from over-remittance of business interruption claims and environmental laws compliance.

Contract liabilities consist of the deferred connection fee related to ISLASOL and the deferred rental income from ISLASOL, SACASOL, MSPDC and Solienda.

15. Equity

Capital Stock

This account consists of:

Class of share	Common	Redeemable Preferred	Total
Authorized shares	48,300,000,000	100,000,000	48,400,000,000
Par value	₱1	₱1	₱1
Issued shares:			
Balances at December 31, 2023 and December 31, 2024	39,691,894,773	25,000,000	39,716,894,773
Grants through ESOWN	274,040,291	—	274,040,291
Balances at December 31, 2025	39,965,935,064	25,000,000	39,990,935,064

The issued and outstanding shares are held by a number of equity holders below:

	2025	2024
Common shares	4,660	4,195
Redeemable preferred shares	10	10



The following table presents the track record of registration of capital stock:

Year of Approval	No. of Shares Registered	No. of Shares Issued	Par Value
Prior to 2005*	1,000,000,000	840,601,987	₱0.01/1.00
2005	1,000,000,000	264,454,741	1.00
2007	—	552,528,364	1.00
2008	—	4,713,558	1.00
2009	—	304,419	1.00
2010	—	2,022,535	1.00
2011	2,200,000,000	1,165,237,923	1.00
2012	4,200,000,000	2,027,395,343	1.00
2013	—	6,603,887	1.00
2014	—	1,283,332	1.00
2016	—	20,751,819	1.00
2017	—	3,877,014	1.00
2019	—	2,632,000,000	1.00
2020	16,000,000,000	6,185,182,288	1.00
2021	24,000,000,000	24,623,380,967	1.00
2022	—	1,361,556,596	1.00
2025	—	274,040,291	1.00
Total	48,400,000,000	39,965,935,064	

*On April 7, 1997, par value was increased from ₱0.01 to ₱1.00.

**Equivalent number of shares at ₱1.00 par.

Additional Paid-in Capital

The roll forward of this account follows:

Class of share	Additional Paid-In Capital (Amount)		
	Common	Redeemable Preferred	Total
Balances as at January 1, 2024 and 2025	₱107,492,243,548	₱24,803,445,296	₱132,295,688,844
Grants through ESOWN	277,617,564	—	277,617,564
Share issuance cost	(2,735,458)	—	(2,735,458)
Balances as at December 31, 2025	₱107,767,125,654	₱24,803,445,296	₱132,570,570,950

Series A Preferred Shares and Series B Preferred Shares

On March 7, 2023, the Board of Directors of the Parent Company approved the establishment of a 50,000,000 preferred shares shelf program and the issuance, offer, sale, registration, and listing of up to 25,000,000 preferred shares and on July 25, 2023, adopted resolutions containing the specific terms and conditions of the preferred shares. On August 3, 2023, the SEC issued the Certificate of Filing of Enabling Resolution. The Parent Company's shelf registration is for up to 50,000,000 preferred shares with a par value of ₱1.00 per preferred share to be offered in one or more tranches, which may be comprised of one or more series per tranche, at the discretion of the Parent Company, and to be registered with the Securities and Exchange Commission.



On September 1, 2023, the Parent Company issued and listed on the Main Board of the PSE the first tranche of 25,000,000 preferred shares at an issue price of ₱1,000.00 per share and a par value of ₱1.00 per share, for total proceeds of ₱25,000.00 million. The issuance is comprised of two series of preferred shares: 8,341,500 Series A Preferred Shares and 16,658,500 Series B Preferred Shares. The proceeds from the Series A Preferred shares amounted to ₱8,341.50 million and the proceeds from the Series B Preferred shares amounted to ₱16,658.50 million.

The Series A Preferred Shares and Series B Preferred Shares are perpetual, cumulative, non-voting, non-participating, non-convertible, re-issuable and redeemable at the option of the Parent Company.

Dividends on the Series A Preferred Shares are payable quarterly at an initial dividend rate of 7.1330% per annum, subject to the dividend payment conditions under the terms of the Series A Preferred Shares. The Series A Preferred Shares dividend rate is subject to a dividend rate re-setting on the fifth year according to the terms of the Series A Preferred Shares.

Dividends on the Series B Preferred Shares are payable quarterly at a fixed dividend rate of 8.0000% per annum, subject to the dividend payment conditions under the terms of the Series B Preferred Shares. The Series B Preferred Shares dividend rate is fixed and will not be subject to dividend rate re-setting.

The Series A Preferred Shares may be redeemed at the option of the Parent Company starting on the third year. The Series B Preferred Shares may be redeemed at the option of the Parent Company starting on the seventh year.

The Parent Company's redeemable preferred shares and additional paid-in capital related to preferred shares amounted to ₱25,000.00 million at December 31, 2025 and 2024.

Employee Stock Ownership Plan ("ESOWN")

At the Annual Stockholders' Meeting held on April 19, 2021, stockholders approved the allocation of 960,000,000 common shares to the Employee Stock Ownership Plan ("ESOWN") out of the unsubscribed portion of ACEN's capital stock, to be available to qualified employees upon achievement of the Company's goals and the determination of any variable compensation of the grantee. This replaces ACEN's Stock Grants and Stock Options Plan which does not have any remaining life.

Under the Plan, qualified employees are awarded the option to subscribe to a specified number of ACEN shares based on discounted market price determined by the Personnel and Compensation Committee and are subjected to the Plan's vesting period. The subscription price is equal to the market price of the shares with a discount determined by the Personnel and Compensation Committee at the time of the grant of the option. Grants under the Plan are exercisable in three annual tranches. Any availment is payable within a maximum period of ten years.

The SEC granted the Plan's request for exemption from registration pursuant to Section 10.2 of the Securities Regulation Code (SRC) on March 4, 2022.

In 2021, stock options totaling 8,188,997 shares at a subscription price of ₱6.96 per share were granted under the Plan, of which 8,188,097 shares were issued in 2022, resulting to an adjustment of 900 shares in the grants.



On August 19, 2022, ACEN issued 32,622,666 common shares to various employees of the Parent Company through the ESOWN.

There were no grants and availments in 2024.

On May 19, 2025, the Parent Company informed qualified officers of their entitlement to a total of 56,679,615 common shares under the ESOWN at a subscription price of ₱2.60 per share. Subscription agreements were executed on July 7, 2025 and the shares were fully paid on July 15, 2025. The shares were issued on September 23, 2025 and were listed on the Philippine Stock Exchange on October 7, 2025.

On December 1, 2025, ACEN issued 217,360,676 common shares to various employees of the Parent Company through the ESOWN.

Cumulative Translation Adjustments

This account pertains to cumulative translation adjustments of subsidiaries with functional currency other than the Group's presentation currency (see Note 2). Exchange differences arising from translation of foreign operations for the period ended December 31, 2025 and 2024 follows:

	2025	
	in US\$	in PHP
ACRI	(\$268,065)	(₱15,759,500)
ACEN Cayman	(69,189)	(4,067,635)
Others	(44)	(2,569)
Consolidations and eliminations	139,185	8,182,640
	(\$198,113)	(₱11,647,064)
Attributable to:		
Equity holders of the Parent	(\$197,521)	(₱11,612,280)
Non-controlling interest	(\$592)	(34,784)
	(\$198,113)	(₱11,647,064)
	2024	
	in US\$	in PHP
ACRI	(\$213,713)	(₱12,362,224)
ACEN Cayman	(64,747)	(3,745,311)
Others	(20)	(1,163)
Consolidations and eliminations	129,366	7,483,268
	(\$149,114)	(₱8,625,430)
Attributable to:		
Equity holders of the Parent	(\$148,505)	(₱8,590,223)
Non-controlling interest	(609)	(35,207)
	(\$149,114)	(₱8,625,430)

Retained Earnings

Retained earnings represent the Group's accumulated earnings, net of dividends declared. The balance includes accumulated earnings of subsidiaries, joint venture and associates, which are not



available for dividend declaration by the Parent Company until these are declared by the investee companies.

Retained earnings not available for dividend declaration are included in the Group's retained earnings to the extent of (a) accumulated equity in undistributed net earnings of consolidated subsidiaries, and associates and joint ventures accounted for under equity method amounting to ₱40,867.05 million and ₱48,479.92 million as at December 31, 2025 and 2024, respectively and (b) the cost of treasury shares amounting to ₱28.66 million as at December 31, 2025 and 2024, respectively.

As at December 31, 2025 and 2024, deferred tax liabilities have not been recognized on undistributed earnings of, and cumulative translation adjustment of, foreign subsidiaries since the timing of the reversal of the temporary difference can be controlled by the Group.

Management does not expect the reversal of the temporary differences in the foreseeable future. The undistributed earnings and cumulative translation adjustments amounted to US\$736.78 million (₱42,423.02 million) and US\$869.63 million (₱46,524.67 million) as at December 31, 2025 and 2024, respectively.

Dividends

Cash dividends consist of the following:

Approval Date	Record Date	Payment Date	Dividend Per Share	Common Shares	Amounts	
					Preferred Shares ACENA	ACENB
2025						
February 3	February 17	March 3	₱17.8325	₱—	₱148,750	₱—
			20.0000	—	—	333,170
May 5	May 19	June 2	17.8325	—	148,750	—
			20.0000	—	—	333,170
June 4	June 20	July 3	0.0500	1,983,869	—	—
August 4	August 19	August 28	17.8325	—	148,750	—
			20.0000	—	—	333,170
November 4	November 20	November 28	17.8325	—	148,750	—
			20.0000	—	—	333,170
				₱1,983,869	₱595,000	₱1,332,680
2024						
February 8	February 23	February 29	₱17.8325	₱—	₱148,750	₱—
			20.0000	—	—	333,170
May 6	May 20	June 3	17.8325	—	148,750	—
			20.0000	—	—	333,170
June 26	July 11	July 25	0.0500	1,983,869	—	—
August 5	August 19	September 2	17.8325	—	148,750	—
			20.0000	—	—	333,170
November 4	November 18	December 2	17.8325	—	148,750	—
			20.0000	—	—	333,170
				₱1,983,869	₱595,000	₱1,332,680



Non-controlling Interest (NCI)

The roll forward of this account follows:

	2025	2024
Balance at beginning of year	₱9,897,654	₱29,903,540
Dividends	(632,108)	(684,751)
Acquisition of NCI in a subsidiary	(595,369)	–
Net income attributable to NCI	503,635	752,471
Capital redemption of NCI in a subsidiary	(488,733)	(20,129,241)
Change due to loss of control	43,892	–
Cumulative translation adjustments	(9,108)	35,207
Capital infusion of NCI in a subsidiary (Note 2)	–	20,428
Balance at end of year	₱8,719,863	₱9,897,654

On January 23, 2024, ACEN Cayman through unanimous approval of its BOD redeemed US\$352.00 million (₱19,808.80 million) worth of redeemable preferred shares held by AC Energy Finance International Limited (ACEFIL). The redeemable preferred shares were subscribed by ACEFIL at par value of US\$1.00 each. Redemptions were made to the following shares:

- 280,000,000 Class A1 redeemable preferred shares with par value of US\$1.00 each;
- 12,000,000 Class A1-2 redeemable preferred shares with par value of US\$1.00 each; and
- 60,000,000 Class A3 redeemable preferred shares with par value of US\$1.00 each.

Dividends

	in US\$	In PHP
2025		
ACEN Cayman Limited (“ACEN Cayman”)	\$10,955	₱632,108
2024		
ACEN Cayman Limited (“ACEN Cayman”)	\$11,978	₱684,751

On various dates in 2025 and 2024, the BOD of ACEN Cayman Limited declared dividends to the shareholder of redeemable preferred shares for a total of \$10.96 million (₱632.11 million) and \$11.98 million (₱684.75 million), respectively, which was paid during the year of declaration.

Acquisition of non-controlling interest in UPC-ACE Australia

On February 1, 2023, ACRI and UPCAPH signed an Instrument of Transfer for the transfer to ACRI of UPCAPH’s remaining 4,766 ordinary shares in UPC-ACE Australia, which completed the second and final tranche of ACRI’s acquisition of ACEN Australia.

	In US\$	In PHP
Total consideration paid on February 1, 2023	\$85,391	₱4,724,682
Carrying amount of NCI	33,618	1,860,077
Excess of consideration	\$51,773	₱2,864,605



The acquisition of the 20% ownership interest resulted to 100% interest in UPC-ACE Australia. The excess of consideration over the carrying amount of the NCI is recognized under equity reserves.

Acquisition of non-controlling interest in ISLASOL

On March 6, 2025, ACEN executed a Share Purchase Agreement and Deed of Absolute Sale with AEIT, involving the sale by AEIT of 7,371 Redeemable Preferred Shares E (“RPS E”) of ISLASOL in favor of ACEN with a total purchase price of ₱141.27 million. The sale is subject to obtaining the requisite certificate authorizing registration from the BIR.

Simultaneously with ACEN’s acquisition of shares from AEIT, ISLASOL redeemed 15,906 RPS E shares held by AEIT in ISLASOL with a total redemption price amounting to ₱488.73 million and was paid in cash.

	Amount
Carrying amount of NCI	₱1,084,102
Total consideration for acquisition of 40% interest:	
Sale of 7,371 RPS E shares at discount	141,267
Redemption of 15,906 RPS E shares at par	488,733
	630,000
Excess of carrying amount	₱454,102

As at December 31, 2025, the remaining unpaid purchase price amounted to ₱15.63 million.

On February 4, 2026, the remaining balance of sale purchase price was fully settled.

The acquisition of the 40% ownership interest resulted to 100% interest in ISLASOL. The excess of the carrying amount of the NCI over the consideration paid is recognized under equity reserves.

As of report date, the certificate authorizing registration from the BIR is still in process.

Other Equity Reserves

This account consists of:

	2025	2024
Effect of:		
Common control business combinations	(₱53,269,303)	(₱53,269,303)
Purchase of:		
20% in UPC-ACE Australia shares	(2,864,605)	(2,864,605)
20% in South Luzon Thermal Energy Corporation	(2,229,587)	(2,229,587)
32% in NorthWind	(723,974)	(723,974)
34% in MSPDC	(261,728)	(261,728)
40% in ISLASOL shares	454,102	—
Various interest in other subsidiaries	(119,486)	(119,486)
Others	18,338	18,338
	(₱58,996,243)	(₱59,450,345)



16. Revenue from Sale of Electricity

The Group's revenue from rendering of services consists of:

	2025	2024	2023
Revenue from power supply contracts	₱16,777,913	₱22,107,562	₱24,969,946
Revenue from power generation and trading	14,214,448	14,026,712	11,211,480
	₱30,992,361	₱36,134,274	₱36,181,426

Power Supply Agreement with MERALCO

On September 9, 2019, the Parent Company won the bid to supply MERALCO a baseload demand of 200MW from December 26, 2019 until December 25, 2029 subject to the approval by the ERC. Provisional ERC approval was secured on January 31, 2020 and the final approval was secured on May 13, 2020.

On September 11, 2019, the Parent Company won the bid to supply MERALCO a mid-merit demand of 110MW from December 26, 2019 until December 25, 2024 subject to the approval by the ERC. Provision ERC approval was secured on January 31, 2020 and the final approval was secured on June 1, 2020.

On November 2, 2024, the Parent Company terminated its 200MW baseload and 110MW mid-merit power supply agreements ("PSA") with MERALCO. The termination was premised on the occurrence of Change in Circumstances ("CIC") resulting in losses and the Parties having failed, despite earnest efforts and good faith negotiations, to agree on a satisfactory solution to amend the PSA to restore the Parent Company's commercial position prior to the CIC.

No fee was paid in relation to the termination of the PSAs with MERALCO.

Power Supply Agreement with Retail Customers

The Parent Company, through ACEN Renewable Energy Solutions (ACEN RES), entered into electricity supply agreements with various contestable customers under the Retail Competition and Open Access (RCOA) and the Green Energy Option Program (GEOP). These arrangements cover the supply and delivery of electricity based on the customers' contracted or actual energy requirements.

Contract prices are structured either at fixed rates or variable rates indexed to relevant market or regulatory benchmarks.

Gigasol 3 Mid-Merit PSA

On July 17, 2024, Gigasol 3 Inc. ("Gigasol 3") won the bid to supply MERALCO a mid-merit renewable energy supply of 139MW from February 26, 2025 to February 25, 2036 subject to the approval by the ERC.

On September 23, 2024, Gigasol 3 and ACEN filed with the ERC a joint application for the approval of the PSA. Under the PSA, Gigasol 3 will supply, at a fixed rate, 139MW mid-merit renewable energy capacity to MERALCO for ten (10) years from the issuance by the ERC of a provisional



approval. Gigasol 3 shall supply 10MW to MERALCO beginning February 26, 2025, which will increase to 139MW beginning February 26, 2026.

On April 25, 2025, Gigasol 3 received a copy of the ERC's Order dated December 3, 2024 resolving, among others, to grant MERALCO and Gigasol 3 provisional authority to implement the PSA at ₱5.1908/kWh.

On May 5, 2025, Gigasol 3 and MERALCO implemented the PSA, without prejudice to Gigasol 3's non-acceptance of the ERC Order and filing of a Motion for Reconsideration.

On May 13, 2025, Gigasol 3 filed a Motion for Reconsideration and Urgent Re-Evaluation of the Provisionally Approved Rate with Motion for Confidential Treatment of Information.

On September 9, 2025, the ERC granted final authority for MERALCO and Gigasol 3 to implement their PSA at the applicable rate of ₱8.9600/kWh for Energy within Minimum Energy Offtake (MEOT) and ₱1.1791/kWh for Energy in excess of MEOT (an effective rate of ₱8.1819/kWh).

Ancillary Services Procurement Agreements ("ASPA") with NGCP
OSPGC

OSPGC participated in NGCP's Competitive Selection Process for the procurement of ancillary services. On June 19, 2023, OSPGC and NGCP filed an application for the approval of the Ancillary Services Procurement Agreement (ASPA) with the ERC. Under the ASPA, OSPGC shall provide, on a firm arrangement, dispatchable reserve (DR) services for a period of five (5) years.

On August 22, 2023, OSPGC received ERC's Notice of Resolution (NOR) dated August 15, 2023 granting provisional authority to implement the ASPA. Considering that only the NOR was issued by ERC and in anticipation of the issuance of the formal Order, OSPGC filed a Motion for Reconsideration on September 6, 2023, as a precautionary measure to preserve its right to seek a re-evaluation of the resolution by the ERC.

Given the urgent need of the grid for DR services, on 24 November 2023, OSPGC and NGCP executed the Implementing Guidelines for the ASPA. In an Urgent Motion for Resolution dated March 21, 2024, OSPGC moved for the resolution of the MR to allow the parties to continuously implement the rates indicated in the firm ASPA.

BTI

BTI participated in NGCP's Competitive Selection process for the procurement of ancillary services. On June 13, 2023, BTI and the National Grid Corporation of the Philippines (NGCP) filed an application for the approval of the ASPA, with the ERC. Under the ASPA, BTI shall provide, on a firm arrangement, dispatchable reserve ("DR") services for a period of five (5) years.

On August 22, 2023, BTI received a Notice of Resolution (NOR) from ERC granting provisional authority to implement the ASPA. Considering that only the NOR was issued by ERC and in anticipation of the issuance of the formal Order, BTI filed a Motion for Reconsideration (MR) on September 6, 2023, as a precautionary measure to preserve its right to seek a re-evaluation of the resolution by the ERC.



Given the urgent need of the grid for DR services, on 24 November 2023, BTI and NGCP executed the Implementing Guidelines for the ASPA. In an Urgent Motion for Resolution dated March 21, 2024, BTI moved for the resolution of the MR to allow the parties to continuously implement the rates indicated in the firm ASPA.

LTI

On April 19, 2023, LTI received a Notice of Award to provide Ancillary Services to the Luzon Grid for specific hourly intervals for five (5) years. On May 2, 2023, NGCP and LTI executed an ASPA and submitted the same to ERC on June 20, 2023 for approval with prayer for the issuance of provisional authority.

On September 17, 2024, LTI submitted to ERC its Compliance showing the VOM Breakdown for 2022-2023.

On October 22, 2024, LTI received the Order of ERC in the instant case which was promulgated on May 22, 2024. ERC granted NGCP and LTI with Interim Relief to implement the ASPA, subject to the interim rates and conditions, and without prejudice to the evaluation of the compliance of NGCP with the AS-CSP, pursuant to DOE's Circular No. DC2021-10-0031. On November 7, 2024, LTI filed with ERC a Motion For Reconsideration With Very Urgent Motion for Re-Evaluation of Interim Approved Rates.

On December 19, 2024, LTI filed a Manifestation on Material Adverse Change with Urgent Motion for Resolution of the MR, to inform ERC that on December 2, 2024, NGCP and LTI already commenced good faith negotiations pursuant to the ASPA to address the Material Adverse Change. LTI also urged ERC to urgently resolve LTI's MR, approve the Capacity Payment Rate as applied, and allow the indexation of the VOM rate to ensure that the LTI Plant may viably and sustainably operate to provide DR services to NGCP.

On January 31, 2025, LTI sent to NGCP a Notice of Termination of the ASPA effective upon NGCP's receipt of the Notice. The decision to terminate is based on Sec. 13.3 of the ASPA which allows LTI to terminate the ASPA in case of a Material Adverse Change ("MAC") that includes changes which result or may result in diminution of the rate under Schedule 3, including the effect of the ERC approval for the ASPA. In its letter dated February 3, 2025, NGCP acknowledged receipt of the Notice.

Feed-in-Tariff ("FIT")

San Lorenzo Wind

On June 10, 2015, the San Lorenzo Wind Project ("SLWP") under Guimaras Wind Corporation ("Guimaras Wind") was issued a Certificate of Endorsement ("COE") for FIT Eligibility by the Department of Energy ("DOE").

On December 1, 2015, Guimaras Wind received its Certificate of Compliance ("COC") from the ERC which entitles Guimaras Wind to recognize its FIT at an approved rate of ₱7.40, with a retroactive application beginning December 27, 2014, for a guaranteed period of twenty (20) years until December 26, 2034.



On July 6, 2020, the ERC issued Resolution No. 06, Series of 2020 increasing the FIT of eligible RE plants. The resolution provides for retroactive increase starting January 2016 up to December 2020. Based on the resolution, the SLWP's FIT Rate starting 2020 shall be ₱8.59/kWh.

MONTESOL

On June 13, 2016, the DOE, through its issuance of the COE, certified MONTESOL's Solar Farm Project as an eligible project under the FIT system.

On December 28, 2016, MONTESOL received another provisional authority to operate by the ERC dated December 8, 2016. This allowed MONTESOL to be entitled to a FIT rate of ₱8.69 for a period of twenty (20) years from March 11, 2016.

On February 6, 2017, MONTESOL received the COC from ERC and accordingly, measured its revenue from energy sales using the FIT rate.

On May 26, 2020, ERC approved the adjustments to the FIT of renewable energy producers through Resolution No.06, series of 2020. FIT adjustments used 2014 as the base period calendar year for the CPI and foreign exchange variations through DCF Model per Renewable Energy technology, covering the years 2016, 2017, 2018, 2019 and 2020. MONTESOL accrued the retroactive net revenue adjustment based on the adjusted FIT rates for the years 2016 (₱8.69/kWh), 2017 (₱8.71/kWh), 2018 (₱9.04/kWh), 2019 (₱9.41/kWh) and 2020 (₱9.82/kWh).

SACASOL

On January 7, 2014, the BOI approved SACASOL's registration as an RE developer of 22MW solar power plants (Phases 1A & 1B) under the Renewable Energy Act of 2008 (the Act).

On December 20, 2014, the BOI approved SACASOL's registration as an RE developer of 23MW solar power plants (Phases 1C & 1D) under the Act.

Pursuant to Section 7 of the RE Act and Section 5 of its IRR, the ERC adopts and promulgates the FIT Rules. All RE plants shall be deemed eligible upon issuance by the ERC of a COC authorizing them to operate as FIT-eligible RE plants. Eligible RE plants shall be entitled to the appropriate FITs as established.

On June 4, 2014, the DOE issued the COE for FIT eligibility to endorse the 13MW Phase 1A solar power plant of SACASOL as an eligible project under the FIT system pursuant to the provisions of the RE Act.

On February 9, 2015, the ERC granted the COC to Phase 1A solar power plant with a capacity of 13MW, which entitles SACASOL to the FIT rate of ₱9.68/kWh from May 15, 2014 until May 14, 2034. On the same date, ERC granted the COC to Phase 1B solar power plant with a capacity of 9MW, which entitles SACASOL to the FIT rate of ₱9.68/kWh from August 16, 2014 to August 15, 2034.

On September 11, 2015, the DOE issued the COE for FIT eligibility to endorse the 23MW Phases 1C and 1D solar power plants of SACASOL as an eligible project under the FIT system pursuant to the provisions of the Act.



On May 4, 2016, ERC granted the COC to Phases 1C and 1D solar power plants with a capacity of 23MW, which entitles SACASOL to the FIT rate of ₱8.69/kWh from September 6, 2015 to September 5, 2035.

On May 26, 2020, the ERC issued Resolution No. 06, Series of 2020 increasing the FIT of eligible RE plants. The resolution provides for retroactive increase starting January 2016 up to December 2020. Based on the resolution, SACASOL's FIT Rate starting 2020 shall be ₱11.28/kWh for Phases 1A and 1B and ₱10.12/kWh for Phases 1C and 1D solar power plants.

NorthWind

On July 31, 2007, NorthWind and the DOE entered into Negotiated Commercial Contract ("NCC") covering the contract area located in Bangui, Ilocos Norte. As a holder of a valid and existing NCC, NorthWind is deemed provisionally registered as an RE Developer under RA 9513. The provisional authority shall subsist until the issuance by the DOE of a Certificate of Registration ("COR").

On February 26, 2013, the DOE granted NorthWind a COR under Wind Energy Service Contract No. 2012-07-058. The COR served as the basis for its application with the BOI for the grant of incentives under RA 9513. The approval granted an income tax holiday ("ITH") incentive of seven (7) years starting September 2014.

On October 10, 2014, the DOE granted NorthWind a COE for FIT Eligibility (COE-FIT No. 2014-10-001) for its Phase III expansion project. The endorsement was the basis for the ERC to issue a FIT COC on April 13, 2015.

The tariff on the generation of the original twenty (20) turbines (Phases I & II) was a FIT rate specific to NorthWind of ₱5.76/kWh, as approved by the ERC in its decision dated June 30, 2014. In an Order dated November 7, 2017, the ERC granted NorthWind an increase of ₱0.20/kWh, in connection with a Motion for Partial Reconsideration of the Decision dated June 30, 2014, in ERC Case No. 2011-060RC filed by NorthWind on December 5, 2014, thereby increasing the FIT rate specific to Phases I & II from ₱5.76/kWh to ₱5.96/kWh.

The FIT rate specific to NorthWind's Phase I & II is lower than the national FIT rate and is valid for twenty (20) years, less the actual years of operation as provided for under the FIT Rules.

The tariff on the six (6) turbines (Phase III) is at ₱8.53/kWh, subject to adjustments as may be approved by the ERC under the FIT rules. The FIT period on the six (6) turbines is from October 10, 2014 to October 8, 2034.

On July 6, 2020, the ERC issued Resolution No. 06, Series of 2020 increasing the FIT of eligible RE plants. The resolution provides for retroactive increase starting January 2016 up to December 2020. Based on the resolution, NorthWind's rate starting 2020 was ₱6.52/kWh and ₱8.90/kWh for Phases I & II and Phase III, respectively.

Feed-in-Tariff (FIT) adjustment

On May 26, 2020, the Energy Regulatory Commission (ERC) approved adjustments to the FIT rates of renewable energy producers through Resolution No. 06, Series of 2020. The adjustments were computed using calendar year 2014 as the base period for the Consumer Price Index (CPI) and foreign exchange variations, applying a Discounted Cash Flow (DCF) model per renewable energy



technology, and covering generation years 2016 to 2020. The resolution was published in a newspaper of general circulation on November 17, 2020.

Renewable energy subsidiaries under the FIT system—namely Guimaras Wind, MONTESOL, SACASOL, and NorthWind—recognized retroactive net revenue adjustments amounting to ₱791.48 million, which are recoverable over a period of five (5) years.

On February 19, 2021, the ERC issued a clarificatory letter to the National Transmission Corporation (TransCo), the FIT system administrator, specifying the timing and manner of billing and recovery of the FIT adjustments. Billing for the January 2016 generation period commenced in December 2020, with collections starting in January 2021 over the five-year recovery period. Pending approval of the 2021 FIT-All rate and further FIT adjustments, the originally approved FIT rates continued to apply to generation billing for 2021 to 2025. Accordingly, revenues recognized for 2021 to 2025 were based on the 2020 approved FIT rates in the absence of approved rates for the succeeding years. During the period, there was a moratorium on interest on delayed payments. Any adjusted FIT rates applicable for 2021 are expected to be collected in arrears upon ERC approval.

On November 26, 2025, the ERC issued Resolution No. 28, Series of 2025, approving the adjusted FIT rates for the periods 2021 to 2025 (the “2021–2025 Adjusted Approved Rates” or “2021–2025 AARs”). Subsequent to the issuance of this resolution, TransCo and various renewable energy industry associations formally requested clarification from the ERC due to identified inconsistencies in the computation methodology for the adjusted FIT rates, particularly the application of non-aligned Consumer Price Index (CPI) base years.

On February 27, 2026, the ERC issued an Advisory providing revisions and clarifications to Resolution No. 28, Series of 2025. The Advisory corrected the previously issued FIT rates by consistently applying the same CPI series for both the base year and the index, thereby addressing the identified computational inconsistencies and substantially resolving the uncertainties surrounding the 2021–2025 AARs.

Accordingly, the Group updated its revenue recognition to reflect the revised and clarified 2021–2025 AARs. The cumulative impact of the adjustment relating to prior periods was recognized as a one-time adjustment in profit or loss for the year ended December 31, 2025. Any future changes arising from subsequent ERC actions, if any, will be recognized in profit or loss in the period when the related uncertainty is resolved.

For the year ended December 31, 2025, the Group recognized ₱608.41 million net of tax one-time adjustment, comprised of ₱329.33 million for FIT plants that are consolidated and ₱279.08 million FIT plant that is equity accounted (i.e., one-time adjustment is recorded under equity in net income of associates and joint ventures in the consolidated statement of income).



17. Costs of Sale of Electricity

This account consists of:

	2025	2024	2023
Costs of purchased power	₱17,805,217	₱22,043,543	₱27,272,520
Depreciation and amortization (Notes 8, 9 and 10)	3,042,933	2,023,059	1,207,418
Fuel	230,531	1,018,764	1,522,458
Others	2,703,402	2,273,213	1,727,686
Repairs and maintenance	719,095	693,732	499,277
Taxes and licenses	692,112	571,748	452,821
Salaries and directors' fees	361,054	251,714	225,486
Insurance	294,540	153,372	137,187
Transmission costs	231,523	181,368	96,973
Contractor's fee	202,877	129,602	102,679
Rent	47,676	107,039	53,844
Transportation and travel	35,181	18,893	22,150
Communication	16,703	13,136	18,494
Filing fees	14,751	15,187	5,942
Pension and other employee benefits	9,621	11,420	8,928
Others	78,269	126,002	103,905
	₱23,782,083	₱27,358,579	₱31,730,082

Power Purchase Agreement and Administration and Management Agreement with South Luzon Thermal Energy Corporation (SLTEC)

On October 26, 2011, ACEN entered into Power Purchase Agreements (PPAs) with SLTEC, wherein SLTEC shall, from Commercial Operations Date and for the duration of the Electricity Supply Period, make available to ACEN all of its Net Dependable Capacity and supply the Net Available Output at the Delivery Point, in accordance with the Electricity Delivery and Dispatch Procedures. ACEN, on behalf of SLTEC, will sell or trade the Commissioning Power, subject to coordination between SLTEC and ACEN on the price/offer, trading volumes and remittance of payment, provided that all costs relating thereto shall be for the exclusive account of SLTEC. ACEN shall pay the electricity fees at the price determined, exclusive of value-added tax which shall be passed on SLTEC to ACEN.

On May 20, 2019, ACEN and SLTEC amended the PPAs to revise the PPA Capacity Fee for both Units 1 and 2 and to extend the term of the PPAs for an additional period of 10 years.

On August 26, 2019, ACEN and SLTEC terminated the PPAs, and on October 4, 2019, ACEN and SLTEC entered into an Administration and Management Agreement (the "Old AMA") in place of the PPAs. The Old AMA is effective from August 26, 2019 and shall terminate on April 23, 2040 and February 20, 2041 for Unit 1 and Unit 2, respectively. ACEN and SLTEC terminated the Old AMA, and on April 11, 2022, entered into a new Administration and Management Agreement (the "New AMA").



The New AMA is effective from April 11, 2022 and shall terminate on December 25, 2040 (“Cooperation Period”). Under the New AMA, ACEN shall have the exclusive right to administer, control, and manage the entire capacity of the Power Plant for the entire duration of the Cooperation Period. ACEN shall likewise have the exclusive right to direct, trade, dispatch, sell or otherwise deal with the Net Output whether to the WESM for both energy and reserve markets, bilateral contracts with contestable customers, distribution utilities, or qualified third parties, as well as contract for or offer related ancillary services to NGCP.

On April 11, 2022, ACEN entered into an Operations and Maintenance Agreement (“O&M Agreement”) with SLTEC, wherein ACEN shall provide operation, maintenance, and administrative services to SLTEC to ensure the proper and efficient operation and maintenance of the power plant. The O&M Agreement is valid for a period of five (5) years effective from April 11, 2022 and shall automatically renew for successive five (5) year terms from April 11, 2022 until December 25, 2040.

Power Purchase and Supply Agreement with Maibarara Geothermal, Inc. (MGI)

On April 26, 2016, the Parent Company, entered into two 20-year Electricity Supply Agreements (ESA) with MGI for the supply of 32MW from its two generating units. The contract is valid until June 25, 2039.

Power Purchase and Supply Agreement with GNPowder Dinginin Ltd. Co. (GNPD)

On April 22, 2016 and October 25, 2022, ACEN entered into two Power Purchase and Supply Agreement with GNPD for the supply of 80M and 43MW, respectively.

GNPD is a joint venture among Aboitiz Power Corporation, Power Partners Ltd. Co., and ACEIC. ACEIC, which has a 58.60% ownership in ACEN, has an effective 20% economic interest in GNPD.

Power Purchase with Shell Energy Philippines, Inc. (SEPH)

On July 25, 2023, ACEN entered into a Short-Term Power Purchase Agreement with SEPH for a 30MW contracted capacity for a period of 45 calendar days from supply start date or until September 8, 2023.

Power Supply Agreement with Energy Logics Philippines, Inc.

On April 1, 2024, ACEN signed a Power Supply Agreement (PSA) with Energy Logics Philippines, Inc. (ELPI) to purchase supply of electricity at the contracted capacity of 15MW. The supply delivery commenced on April 1, 2024 and is for a term of three years.



18. General and Administrative Expenses

This account consists of:

	2025	2024	2023
Provision for impairment - net of reversals			
(Notes 5, 7, 8 and 11)	₱4,179,327	₱1,135,006	₱2,996,657
Personnel costs, management, and professional fees	1,880,366	3,133,250	2,606,677
Salaries and directors' fees	1,294,798	2,042,734	1,453,570
Management and professional fees	505,594	970,584	1,075,700
Retirement Cost	79,974	119,932	77,407
Depreciation and amortization			
(Notes 8, 9 and 10)	784,305	569,218	366,052
Others	2,504,411	2,145,290	1,501,498
Taxes and licenses	967,493	683,070	394,528
Contractor's fee	268,332	212,473	118,874
Corporate social responsibilities	234,970	140,268	92,543
Insurance, dues and subscriptions	180,468	208,483	82,865
Building maintenance and repairs	95,014	38,655	67,638
Transportation and travel	77,191	115,064	130,879
Software, licenses and other IT cost	71,931	243,245	108,951
Meeting and conferences	62,721	51,038	42,544
Rent	59,494	42,344	39,807
Advertisements	42,984	39,699	39,646
Training and commitment fees	33,419	49,739	39,528
Office supplies	26,080	21,866	20,530
Utilities	16,431	21,342	96,350
Communication	15,748	21,782	13,817
Others	352,135	256,222	212,998
	₱9,348,409	₱6,982,764	₱7,470,884



19. Interest and Other Finance Charges

This account consists of:

	2025	2024	2023
Interest expense on:			
Long-term loans (Note 13)	₱4,967,797	₱3,436,952	₱1,608,533
Notes payable (Note 13)	1,525,395	1,520,437	1,541,631
Short-term loans (Note 13)	487,470	231,544	174,583
Lease obligations (Note 9)	406,135	344,663	250,092
Amortization of debt issue cost (Note 13)	164,541	133,218	88,278
Bank charges and interest expense on asset retirement obligation	213,191	260,066	120,116
	7,764,529	5,926,880	3,783,233
Capitalized interest (Note 8)	2,400,867	2,634,809	1,852,968
	₱5,363,662	₱3,292,071	₱1,930,265

20. Interest and Other Financial Income and Other Income - Net

Interest and Other Financial Income

Interest and other financial income arises from cash in banks and short-term deposits, investments in redeemable preferred shares of associates and joint ventures, and from bridge financing (debt replacement) and development loans and advances extended to associates and joint ventures.

The details of interest and other financial income are as follows:

	2025	2024	2023
Interest income on:			
Cash in banks and short-term deposits (Notes 4 and 11)	₱711,003	₱989,573	₱1,586,517
Accounts and notes receivables (Note 5)			
Bridge financing	1,820,308	1,626,509	1,940,160
Development loans	432,987	500,501	244,182
Accounts and other receivable	154,262	66,412	76,698
Other loans	518,480	235,122	85,496
Investments in redeemable preferred shares and convertible loans (Note 7)			
Redeemable preferred shares	1,919,387	2,335,852	2,509,952
Convertible loans	645,864	580,381	627,386
	₱6,202,291	₱6,334,350	₱7,070,391



Other income account consists of:

	2025	2024	2023
Gain (loss) on disposal of assets	₱131,529	₱2,638,008	₱1,062,030
Change due to loss of control (Notes 2 and 6)	221,140	36,978	1,062,030
Disposal of investment - net (Notes 2 and 6)	(89,611)	1,176,514	—
Sale and leaseback (Note 2)	—	1,035,334	—
Early redemption of convertible loan	—	389,182	—
Remeasurement gain on investments (Note 6)	—	—	3,433,328
Others	1,350,619	1,112,085	690,082
Guarantee fee income	431,955	210,573	91,229
Liquidated damages	363,109	26,853	—
Foreign exchange gain - net	297,258	517,195	51,824
Tolling fee	295,051	—	—
Fair value adjustment on financial asset at FVTPL	(257,181)	(147,216)	(262,383)
Gain on sale of financial asset at FVTPL	161,790	61,603	49,929
Discount on long-term receivables	(36,886)	(31,146)	(33,594)
Gain from loan assignment (Note 2)	27,186	—	—
(Loss) gain on sale of property, plant and equipment	(11,916)	46,647	(3,872)
(Loss) gain on settlement of derivatives	(2,339)	137,863	(31,268)
Consultancy fee	—	54,235	—
Gain on settlement of development loans (Note 2)	—	—	515,000
Others	82,592	235,478	313,217
	₱1,482,148	₱3,750,093	₱5,185,440

Gain on change due to loss of control

On August 29, 2025, ACEN completed the sale of its outstanding common shares in diesel entities to ACEIC for a total consideration of ₱1,319.50 million, resulting to gain on change due to loss of control amounting to ₱44.96 million.

In August 2025, following the dilution of the Group's ownership in YEC to 50%, the Group lost control and deconsolidated YEC, derecognizing all related assets and liabilities and recognizing its retained interest as an associate.

The difference between the carrying amount of YEC's net assets and the fair value of the retained 50% interest resulted in a gain on change due to loss of control of US\$3.02 million (₱176.18 million).

Disposal of investment - net

In June 2025, ACRI completed the sale of its 50% equity interest in NEFIN to Canis Majoris Holding Limited for a nominal consideration of US\$1.

As the investment had a consolidated carrying value of US\$1.59 million immediately prior to disposal, the transaction resulted in a significant loss on sale of US\$1.59 million (₱89.61 million).



On March 29, 2024, ACRI, together with its joint venture partners, signed a Share Purchase Agreement with PT Barito Wind Energy (“BWE”), for the sale of PT Sidrap Bayu Energi (“SBE”), through sale of ownership of UPC Renewables Asia III Limited (“UPC Asia III”), UPC Sidrap (HK) Limited (“Sidrap (HK)”) and Sunedison Sidrap B.V. (external party) in SBE.

On April 2, 2024, the sale transaction was completed upon receipt of the total consideration of US\$101.90 million. Subsequently, on October 3, 2024, additional proceeds amounting to US\$6.4 million were received following the completion of the net working capital adjustments. Out of the total proceeds of US\$108.3 million, US\$59.31 million (₱3,474.50 million) is allocated to ACRI.

UPC Asia III and Sidrap (HK) upstreamed the proceeds of sales allocated to ACRI through shareholder loans amounting to US\$56.61 million and US\$2.69 million, respectively.

UPC Asia III and Sidrap (HK) recognized gain on sale of SBE shares amounting to US\$62.50 million and US\$18.33 million, respectively.

On June 29, 2024, the Board of Directors of UPC Asia III approved the redemption of Redeemable Class A Preferred Shares (“RPS Class A”), accounted as investment in redeemable preferred shares, through distributable profits and capital reduction. The redemption was offset against the existing shareholder loan of UPC Asia III to ACRI, together with the outstanding interest receivable from investment in redeemable preferred shares. The interest in RPS Class A ceased as of the date of the resolution (see Note 7). On December 13, 2024, the redemption of the RPS Class A was completed.

On December 27, 2024, Sidrap (HK) declared dividends to ACRI amounting to \$2.29 million. The dividends were offset against the existing shareholder loan of Sidrap (HK) to ACRI.

Management determined that the sale of the SBE shares resulted in a write-down of the investment in the joint venture (UPC Asia III) and investment in Sidrap (HK), accounted for as financial assets at FVOCI, due to the absence of the underlying asset.

The series of transactions resulted in a net gain of US\$26.31 million (₱1,543.47 million), through various forms, as follows:

Transactions	In US\$	In PHP
<i>UPC Asia III's gain on sale of Sidrap shares</i>		
ACRI's share in divestment gain, accounted as part of equity in net income of joint venture	\$6,250	₱366,950
<i>Gain (loss) related to redemption of UPC Asia III's shares</i>		
Gain on redemption of investment in redeemable preferred shares (Note 7)	\$25,921	₱1,520,550
Loss on write-down from disposal of investment in joint venture (Note 6)	(8,324)	(488,677)
Gain on offsetting intercompany balances	2,464	144,642
Gain on disposal of investment - net	\$20,061	₱1,176,515
	<u>\$26,311</u>	<u>₱1,543,465</u>



As at December 31, 2024, ACRI's investments in Redeemable preferred shares (UPC Asia III) (see Note 7), interest in joint venture (UPC Asia III) and financial asset at FVOCI (Sidrap HK) are all nil. The remaining shareholder loans from UPC Asia III and from Sidrap HK were settled.

Gain on disposal of assets - Sale and leaseback

On March 19, 2024, AREIT, Inc. (AREIT) and the Group executed a Deed of Exchange, for the subscription by the Group to 199,109,438 primary common shares of AREIT in exchange for the 2,759,135 square meters (sq.m.) located in Zambales, Philippines (referred to as the "Property") valued at ₱6,769.72 million (referred to as "Transaction") at ₱34.00 per share (referred to as the "Transaction Price"). The valuation of the Property subject of the Transaction required the approval of the Philippine's SEC. Under the Deed of Exchange, all rights and obligations over the Property and the AREIT shares accrues to each of AREIT and the Group, respectively, from the first day of the quarter of the SEC approval. AREIT is a subsidiary of Ayala Land, Inc., an affiliate of the Group.

On September 25, 2024, the SEC issued the Certificate of Approval of Valuation of the Property. As a result of the Transaction, the Group acquired beneficial ownership over 6.20% of AREIT, subject to securing the Certificate Authorizing Registration from the BIR, compliance with the conditions of the SEC approval, including transfer of titles, and the additional listing of shares with the PSE. Beginning July 1, 2024, dividends declared by AREIT accrue to the Group. Following AREIT's declaration of ₱0.56 regular cash dividends per common share on July 12, 2024, the Group recognized other income amounting to ₱111.50 million presented under "Other Income – net" in the consolidated statements of income.

On September 26, 2024, Giga Ace 8, Inc. (a wholly owned subsidiary of ACEN) and AREIT executed a contract of lease over the Property for the Group's 300MW solar power plant project in Palauig, Zambales. The lease term is from the rent commencement date on July 1, 2024 (referred to as "Rent Commencement Date") to June 30, 2049, renewable for another twenty-five years at the option of the lessee, upon the written agreement of the lessor and the lessee under such terms and conditions as may be acceptable to them. The initial rent is ₱173.54 per sq.m per annum, exclusive of VAT, with annual escalation of 1.50% commencing on July 1, 2025. Lease payments commencing from July 1, 2025 are done in advance on a quarterly basis (see Note 9).

The rent payment for the period beginning on the Rent Commencement Date to June 30, 2025 is ₱478.82 million, exclusive of VAT.

The right-of-use asset and lease liability amounted to ₱6,356.84 million, which is equivalent to 85% of the total fair value of the AREIT shares received from the Transaction.

The investment in AREIT are equity shares that are not held for trading by the Group. This is classified at fair value through other comprehensive income and presented under "Financial assets at FVOCI" in the consolidated statements of financial position.

The closing price of AREIT shares was ₱37.50 on September 25, 2024. The cost of the Property amounted to ₱500.76 million (see Note 8) resulting in a gain from the Transaction of ₱6,965.84 million which was recognized in BCHC's financial statements.

The Group recognized ₱1,035.33 million as "Gain on disposal of assets" in its consolidated statements of income for the year ended December 31, 2024. The Transaction is classified as a sale



and leaseback transaction and the gain recognized from the sale and leaseback transaction represents only the amount relating to the rights in the underlying assets that were transferred to the buyer-lessor after considering the lease liabilities recognized from the leaseback.

The Group accrued ₱111.50 million dividend income for the fourth quarter of 2024.

Gain on early redemption of convertible loan

On September 27, 2023, the Group entered into a Framework Agreement with The Blue Circle Pte. Ltd (TBC) to effectively reduce the Group's capital deployed in Dai Phong and Hong Phong 1 Wind projects in Vietnam. This was to make the projects effectively a true 50-50 joint venture in terms of funding. Salient points of the agreement are as follows:

- 50% of outstanding principal and accrued interest of bridge loan facility to be repaid at carrying value.
- 50% of outstanding principal and accrued interest long-term convertible facility to be repaid at a premium of US\$7.00 million (₱398.18 million).
- Premium to be paid via redemption of common shares of ACEN Vietnam Investments 2 Pte. Ltd. (ACEV2), which was subject to regulatory approval coming from Vietnam Competition Commission. ACEV2 is the subsidiary of the Group that entered into a joint venture agreement with TBC to construct the Vietnam wind projects.

Principal and accrued interest of bridge loan and long-term convertible loan facility was repaid last September 2023. The cost of common shares redeemed amounted to US\$0.002 million.

On March 6, 2024, the Vietnam Competition Commission issued its approval of shares redemption and transfer of common share ownership and, consequently, the gain on early redemption of the convertible loan was recognized amounting to US\$6.97 million (₱389.18 million). The transfer of common share ownership occurred on March 22, 2024.

<i>In thousands</i>	In US\$	In PHP
Total consideration	\$38,921	₱2,173,391
Carrying value of convertible loan and accrued interest	31,952	1,784,209
Gain on early redemption of convertible loan	\$6,969	₱389,182

ACRI Guarantee Agreement and guarantee fee income

ACRI serves as a guarantor for the following borrowings entered into by its related parties which ACRI unconditionally and irrevocably guaranteed. Fees are charged for these guarantee agreements. ACRI assessed that the expected credit loss from its guaranteed obligation of the related parties is nil.

For the years ended December 31, 2025 and 2024, the Group has entered into various guarantee agreements with banks for a total of US\$56.9 million and US\$307.0 million, respectively, for projects in India, USA and Australia, of which US\$309.3 million and US\$303.5 million are outstanding as of December 31, 2025 and 2024. The purpose of the guarantee is to secure various Standby Letter of Credit (SBLC) and guarantee agreements of the projects as follows:

- a. Construction SBLCs and guarantees - US\$14.2 million;
- b. Bid and performance bonds - US\$42.3 million;



- c. Performance connection - US\$71.1 million;
- d. SBLC loans - US\$21.5 million; and
- e. Loan guarantees - US\$160.1 million

For the years ended December 31, 2025 and 2024, ACRI recognized corresponding guarantee income amounting to US\$3.24 million (P186.32 million) and to US\$2.85 million (P163.82 million), respectively.

ACEN Guarantee Agreement and guarantee fee income

The Parent Company entered into a guarantee fee agreement with an affiliate, Amihan Renewable Energy Corp. (AREC), in relation to the issuance of a standby letter of credit supporting the Debt Service Reserve Account (DSRA) requirements of AREC's project financing. In consideration for making its credit facility available, the Parent Company charged AREC a guarantee fee computed based on the secured obligation amount, at an agreed annual rate.

Liquidated damages

Liquidated damages mainly pertain to payments received by SanMar on the delay in the mechanical completion of the San Marcelino Solar Project (Phases 1 and 2).

Tolling fee

Tolling fee pertains to payment by a third party for economic benefit of the capacity of the battery facility.

Fair value adjustment on financial asset at FVTPL

Fair value loss on financial assets at FVTPL is comprised of the loss on unlisted shares of Masaya Solar Energy Private Limited. The fair value is determined using a discount rate of 11.13% and 10.9% for the years ended December 31, 2025 and 2024, respectively.

Settlement of derivatives

Settlement of derivatives pertain to maturities of foreign exchange forward contracts entered into by ACEN with various banks and settlement of fuel and coal hedge contracts (see Note 25).

21. Income Taxes

- a. Provision for (benefit from) income tax consists of:

	2025	2024	2023
Current			
Regular corporate income tax	P318,615	P669,010	P333,890
Minimum corporate income tax	254,011	91,937	44,363
Final income tax	80,374	131,548	114,077
Deferred	(1,010,385)	(62,575)	(210,032)
	(P357,385)	P829,920	P282,298

- b. The components of the Group's net deferred income tax assets (liabilities) as at December 31 are as follows:



Net deferred tax assets

	2025	2024
Income tax reported in the consolidated statements of income		
Deferred income tax assets:		
NOLCO	₱2,301,820	₱2,440,577
Lease liability	2,610,942	2,328,438
Accrued expenses	563,256	383,556
MCIT	352,883	124,181
Unearned revenue	91,281	—
Unrealized foreign exchange loss	80,525	6,388
Unamortized discount on long-term receivable	60,699	39,021
Pension and other employee benefits	56,115	40,941
Allowance for doubtful accounts and expected credit losses	27,443	28,739
Impairment of input VAT	23,776	24,945
Asset retirement obligation	18,449	36,572
Allowance for inventory obsolescence	—	1,526
Unamortized past service costs	—	1,002
Others	486,394	450,282
	6,673,583	5,906,168
Deferred income tax liabilities:		
Right-of-use assets	2,076,244	1,645,146
Excess of fair value over cost of power plant	1,244,025	851,776
Long-term payable	74,126	86,969
Unrealized foreign exchange gain	23,843	35,545
Others	16,974	16,913
	3,435,212	2,636,349
	3,238,371	3,269,819
Income tax reported in the consolidated statements of other comprehensive income		
Deferred tax asset:		
Remeasurement loss on defined benefit obligation	18,533	12,660
Derivative liability on forward contracts	1,484	—
Derivative liability on hedging	—	34,465
Unrealized fair value gains on financial asset at FVOCI	—	31
	20,017	47,156
Deferred tax liabilities:		
Derivative asset on hedging	163,172	—
Remeasurement gain on defined benefit obligation	4,787	—
Derivative asset on hedging - OCI	4,883	—
	172,842	—
Total deferred income tax assets - net	₱3,085,546	₱3,316,975



Net deferred tax liabilities

	2025	2024
Income tax reported in the consolidated statements of income		
Deferred income tax assets:		
Lease liability	₱539,402	₱—
NOLCO	75,512	—
Unrealized foreign exchange loss	267	108
Unearned revenue	—	(12,214)
Others	1,435	(96,603)
	616,616	(108,709)
Deferred income tax liabilities:		
Unamortized capitalized borrowing costs	687,200	688,122
Excess of fair value over cost of power plant	180,875	204,781
Right-of-use assets	104,027	437,504
Financial assets at FVOCI	53,359	—
Unrealized foreign exchange gain	8,718	22,959
Others	27,666	24,987
	1,061,845	1,378,353
	(445,229)	(1,487,062)
Income tax reported in the consolidated statements of other comprehensive income		
Deferred tax asset:		
Derivative liability on hedging	77,750	—
Remeasurement loss on defined benefit obligation	26,006	26,006
Unrealized fair value gain on financial asset at FVOCI	—	6,392
	103,756	32,398
Deferred tax liabilities:		
Unrealized fair value gain on financial asset at FVOCI	142,327	—
Derivative asset on hedging	67,392	—
	209,719	—
	(105,963)	32,398
Total deferred income tax liabilities - net	(₱551,192)	(₱1,454,664)

The Group's temporary differences and unused NOLCO for which no deferred income tax assets were recognized in the consolidated statements of financial position follows:

	2025	2024
NOLCO	₱4,846,740	₱8,882,735
Excess MCIT	109,239	83,930
Unrealized foreign exchange loss	80,525	3,696
Accrued expenses	50,937	47,749
Allowance for probable losses	40,575	40,575
Allowance for credit losses	20,000	20,000



Deferred income tax assets on various deductible temporary differences and unused NOLCO have not been recognized as management believes it is not probable that sufficient future taxable income will be available against which the related deferred income tax assets can be used.

Temporary differences on asset retirement cost and PFRS 16 adoption are expected to reverse during the income tax holiday period of ISLASOL, SACASOL, and MONTESOL.

As at December 31, 2025 and 2024, NOLCO totaling to ₱4,846.74 million and ₱8,882.74 million, respectively, can be claimed as deduction from the regular taxable income and MCIT amounting to ₱389.75 million and ₱135.74 million, respectively, can be credited against future regular corporate income tax due.

Movements in NOLCO and MCIT for the years ended December 31, 2025, 2024 and 2023 are as follows:

NOLCO						Expiry Date
Year Incurred	Beginning	Additions	Applications	Expirations	Ending	
2016 ^(a)	₱129,030	₱116,549	(₱17,644)	(₱51,259)	₱176,676	2023
2017 ^(a)	176,676	470,941	—	(48,077)	599,540	2020
2018	599,540	1,449,379	—	(16,177)	2,032,742	2021
2019	2,032,742	1,080,806	—	(9,691)	3,103,857	2022
2020 ^(b)	3,103,857	620,811	(2,589,582)	(470,941)	664,145	2025
2021 ^(b)	664,145	401,610	—	—	1,065,755	2026
2022	1,065,755	4,509,863	—	(431,961)	5,143,657	2025
2023	5,143,657	2,678,399	(257,177)	—	7,564,879	2026
2024	7,564,879	1,519,285	(201,429)	—	8,882,735	2027
2025	8,882,735	636,073	(4,594,746)	(77,322)	4,846,740	2028

(a)NOLCO from renewable entities which can be carried over for the next 7 consecutive taxable years per RE Act of 2008

(b)RR-15-20 Bayanihan Act 2: NOLCO incurred for the taxable years 2020 and 2021 can be carried over as a deduction from gross income for the next five(5) consecutive years

MCIT						Expiry Date
Year Incurred	Beginning	Additions	Applications	Expirations	Ending	
2019	₱9,539	₱748	₱—	(₱351)	₱9,936	2022
2020	9,936	2,648	(8,325)	(1,079)	3,180	2023
2021	3,180	23,885	—	—	27,065	2024
2022	27,065	—	—	(541)	26,523	2025
2023	26,523	43,813	—	(2,648)	67,688	2026
2024	67,688	91,937	—	(23,885)	135,741	2027
2025	135,741	254,011	—	—	389,752	2028



The reconciliation between the effective income tax rates and the statutory income tax rate follows:

	2025	2024	2023
Applicable statutory income tax rates	25.00%	25.00%	25.00%
Increase (decrease) in tax rate resulting from:			
Net income under tax holiday	(21.34)	(17.38)	(10.53)
Movement in temporary differences, NOLCO and MCIT for which no deferred income tax assets were recognized and others	16.32	15.49	16.38
Income of foreign subsidiary exempt from tax	(15.56)	(13.20)	(19.38)
Equity in net income of associates and joint ventures	(17.27)	(2.72)	(4.70)
Nondeductible expenses	11.31	3.83	0.47
Financial income subject to final tax	(4.53)	(2.26)	(4.22)
Dividend income exempt from tax	(3.05)	(1.18)	(0.01)
Effective income tax rates	(9.12%)	7.58%	3.01%

- a. Applying the provisions of the CREATE Act, the Parent Company and certain subsidiaries of the Group were subjected to either a lower regular corporate income tax rate of 25% or a minimum corporate income tax rate of 2% effective July 1, 2020.
- b. Guimaras Wind is a duly registered renewable energy developer under Renewable Energy (RE) Act of 2008. It is entitled to income tax holiday (ITH) for the first seven years of its commercial operations on all its registered activities starting 2015. Under the RE Act, Guimaras Wind can avail a corporate tax rate of 10% after the ITH period. Since Guimaras Wind will avail the corporate tax rate of 10% after the ITH, the deferred tax asset expected to be reversed after the ITH period was set up at 10%.
- c. ISLASOL is duly registered with the provisions of the Omnibus Investments Code of 1987 on March 29, 2017 which entitled ISLASOL to the incentive to avail ITH for seven years from March 2016, the date of actual commercial operation under the administration of BOI. After 7 years of ITH, ISLASOL pays a 10% corporate tax rate on its net taxable income.
- d. SACASOL is duly registered in accordance with the provisions of the Omnibus Investments Code of 1987 on April 7, 2016 which entitled SACASOL to the incentive to avail ITH for seven years from May 2014, the date of actual commercial operations under administration of BOI. After 7 years of ITH, SACASOL pays a 10% corporate tax rate on its net taxable income.
- e. MONTESOL is duly registered in accordance with the provisions of the Omnibus Investments Code of 1987 on October 15, 2015 which entitled MONTESOL to the incentive to avail ITH for seven years from March 2016, the date of actual commercial operations under administration of BOI. After 7 years of ITH, SACASOL pays a 10% corporate tax rate on its net taxable income.
- f. SanMar is registered with the BOI as a new operator of 586MWp San Marcelino Solar Power Project. Under the RE Act of 2008, SanMar is eligible to ITH for the first seven years from date of actual commercial operation reckoned from the state at which the RE plant generated the first kilowatt-hour of energy after commissioning or testing, or two (2) months from the date of such commissioning or testing, whichever comes earlier, as certified by the Department of Energy (DOE), but avilment of ITH shall, in no case be, earlier than the date of BOI registration.



On August 05, 2021, the BOI approved SanMar's application under its Certificate of Registration No. SESC 2020-01-660.

- g. Gigasol 3 is a duly registered renewable energy developer under RE Act of 2008. It is entitled to ITH for the first seven years of its commercial operations on all its registered activities starting in 2022. After 7 years of ITH, Gigasol 3 shall be subject to a special corporate tax rate of ten percent (10%) on its taxable income, provided that it shall pass on the savings to the end users in the form of lower power rates. The implementation of the power rate reduction must be consistent with the mechanism determined by the ERC in coordination with the DOE.
- h. San Manuel Solar is a duly registered renewable energy developer under RE Act of 2008. It is entitled to ITH for the first seven years of its commercial operations on all its registered activities starting in 2022. San Manuel Solar shall be exempt from income taxes levied by the National Government and corporate tax rate of ten percent (10%) after availment of the ITH on its taxable income as defined in the NIRC, provided that it shall pass on the savings to the end users in the form of lower power rates. The implementation of the power rate reduction must be consistent with the mechanism determined by the ERC in coordination with the DOE.
- i. Alaminos Solar Inc. is a duly registered renewable energy developer under RE Act of 2008. It is entitled to ITH for the first seven years of its commercial operations on all its registered activities starting in 2020. Alaminos Solar Inc. shall be exempt from income taxes levied by the National Government and corporate tax rate of ten percent (10%) after availment of the ITH on its taxable income as defined in the NIRC, provided that it shall pass on the savings to the end users in the form of lower power rates. The implementation of the power rate reduction must be consistent with the mechanism determined by the ERC in coordination with the DOE.
- j. Cagayan North is a duly registered renewable energy developer under RE Act of 2008. It is entitled to ITH for the first seven years of its commercial operations on all its registered activities starting in 2020. Cagayan North shall be exempt from income taxes levied by the National Government and corporate tax rate of ten percent (10%) after availment of the ITH on its taxable income as defined in the NIRC, provided that it shall pass on the savings to the end users in the form of lower power rates. The implementation of the power rate reduction must be consistent with the mechanism determined by the ERC in coordination with the DOE.



Base Erosion and Profit Shifting (BEPS) Pillar Two

The Organisation for Economic Co-operation and Development (“OECD”) has published the Global Anti-Base Erosion (“GloBE”) Model Rules (“Pillar Two Rules”), which include a minimum 15% tax rate per jurisdiction on multinational companies with an annual consolidated group revenue of EUR750 million or more for 2 out of the 4 immediately preceding fiscal years.

Pillar Two legislation has been implemented in some of the jurisdictions in which the Group operate. The earliest legislation applicable to the Group is effective on January 1, 2024. Given this, the Group has assessed the applicable tax legislation in all the countries in which subsidiaries of the Group operate to determine if a Pillar Two ‘top-up’ tax liability needs to be recognized.

The relevant set of rules also provides for a transition period in which the in-scope multinational groups may avoid undergoing the complex effective tax rate calculation required in the Pillar Two legislation. In particular, it provides for a transitional safe harbor (“TSH”) that applies for the first three fiscal years beginning FY2024 through FY2026, extended recently to include FY2027, following the entry into force of the relevant regulation.

The TSH relies on simplified calculations (mainly based on data extracted from the qualified Country-by-Country Reporting) under BEPS Action 13 and three kinds of alternative tests. Where at least one of the TSH tests is met for a jurisdiction in which the Group operates, the top-up tax due for such jurisdiction will be deemed to be zero. A test is met for a jurisdiction where:

- Revenue and profit before tax are below, respectively, €10 million and €1 million (the de minimis test);
- The Effective Tax Rate (“ETR”) equals or exceeds an agreed rate (the ETR test, 16% for FY 2025); or
- The profit before tax does not exceed an amount calculated as a percentage of tangible assets and payroll expense (the routine profits test).

The Group forms part of the constituent entities of the Ayala Group of companies (“Ayala Group”) subject to the BEPS Pillar Two GloBE rules. In accordance with the Pillar Two Guidelines, the GloBE outcomes for all constituent entities operating within the same jurisdiction are aggregated. Based on the assessment, the majority of jurisdictions where the Ayala Group operates qualify for the TSH provisions. Under the Guidelines, jurisdictions that satisfy any of the TSH criteria are exempt from detailed Pillar Two computations for the transition period, and the associated top-up tax is deemed to be zero.



The Group has operations in the following jurisdictions covered under the Ayala Group's Pillar Two evaluation: Australia, Cayman Islands, Hong Kong, Indonesia, Netherlands, Philippines, Singapore, and Vietnam.

In FY2024, all jurisdictions where the Group operates passed the TSH tests, except Singapore. Nevertheless, no top-up tax liability is recognized as there was no effective legislation that authorized collection.

For FY2025, all jurisdictions passed the TSH tests and the top-up tax is deemed zero. However, for Singapore, the Group opted to directly conduct GloBE top up tax calculations under the full Pillar Two rules. Based on the results of the calculations, there is no top-up tax liability in FY2025.

22. Related Party Transactions

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence, which include affiliates. Related parties may be individual or corporate entities.

In the ordinary course of business, the Group transacts with associates, affiliates, jointly controlled entities and other related parties on advances, loans, reimbursement of expenses, office space rentals, management service agreements, electricity supply, and others.

ACEN served as the guarantor for the US\$400.00 million senior undated fixed-for-life (non-deferrable) Notes with a fixed coupon of 4.00% for life, with no step-up and no reset, priced at par, issued by ACEN Finance on September 8, 2021, under its medium-term note (MTN) Programme. Proceeds will be used to finance or refinance, in whole or in part, new or existing Eligible Green Projects in accordance with ACEN's Green Bond Framework (see Note 13).

The balances as at December 31, 2025 and 2024 and transactions for the years ended December 31, 2025, 2024 and 2023 are as follows:

a. Transactions with ACEIC, the intermediate parent company

Nature	Amount/ Volume			Outstanding Balance Receivable (Payable)		Terms / Conditions
	2025	2024	2023	2025	2024	
Management fee (income)	P66,300	P52,640	P8,634	P56,359	P48,533	No impairment
Management fee (expense) (Note 12)	(2,259)	41,753	249,557	(16,903)	(15,303)	Non-interest bearing; due and demandable
Net released obligation due to employee transfers	—	—	176,633	163,632	176,633	Non-interest bearing; due and demandable
Due from related parties	—	—	4,458	844	147,620	Non-interest bearing; due and demandable
Due to related parties (Note 12)	—	—	—	(77,967)	(75,399)	Non-interest bearing; due and demandable
Dividends declared	1,149,554	1,149,554	916,429	—	—	Non-interest bearing; due and demandable



b. Notes Receivables

Related Party	Amount/ Volume		Outstanding Balance			Terms / Conditions
	2025	2024	2023	2025	2024	
Development loans						
<i>Associates</i>						
PT Sidrap 2	P–	P386,018	P–	P–	P386,018	Payable at the option of the lender; interest bearing; unsecured; no impairment
PT Sukabumi	–	252,208	–	–	252,209	Payable at the option of the lender; interest bearing; unsecured; no impairment
PT Lombok	–	56,823	–	–	56,823	Payable at the option of the lender; interest bearing; unsecured; no impairment
<i>Joint Ventures</i>						
UPC Power	646,676	486,346	–	2,047,291	1,378,101	Payable in 2028; interest bearing; unsecured; no impairment
UPC-ACE Solar	2,205	–	–	859,036	856,874	Due in 2029; interest bearing; unsecured; with impairment
PT Dewata	–	10,094	33,214	45,524	44,792	Due in 2025 but extended to 2027; interest bearing; no impairment. The loan is secured with a share charge by the Sponsor (PT Dewata Megaenergi) in favor of ACEN Indonesia over 100% of its Common Shares in LandCo Kutai
ACEN-Silverwolf	4,702	9,175	5,415	–	14,832	Due in 2028; interest bearing; unsecured; no impairment
<i>Affiliate</i>						
Yoma	–	181,328	–	1,599,380	1,570,821	Due in 2033; interest bearing; guaranteed by Yoma Strategic Holdings Ltd; no impairment
	P653,583	P1,381,992	P38,629	P4,551,231	P4,560,470	
Bridge Financing						
<i>Associate</i>						
BIMRE	P7,795,554	P–	P–	P3,033,564	P–	Due in 2026 along with principal
<i>Joint Ventures</i>						
Asian Wind 1	–	–	–	1,563,226	1,538,099	Due in 2035; interest bearing; unsecured; no impairment
Asian Wind 2	–	–	–	1,179,621	1,160,660	Due 2035 interest bearing; unsecured; no impairment
Lac Hoa	120,399	–	–	1,145,332	2,742,492	Due in 2031; interest bearing; with impairment. The loan is secured by an Equity Interest Mortgage Agreement.
Hoa Dong	120,399	–	–	1,064,996	2,405,713	Due in 2031; interest bearing; with impairment. The loan is secured by an Equity Interest Mortgage Agreement.

(Forward)



Related Party	Amount/ Volume			Outstanding Balance		Terms / Conditions
	2025	2024	2023	2025	2024	
NEFIN	P-	P183,022	P220,649	P979,971	P964,218	Due and demandable; interest bearing; unsecured; no impairment
Vietnam Wind	-	-	224,279	290,230	296,154	Due in 2042; interest bearing; unsecured; with impairment
Greencore 3	-	184,539	248,591	-	4,659,075	Due in 2025; interest bearing; unsecured; no impairment
Ingrid	-	-	600,000	-	-	Due in 2024; interest bearing; unsecured; no impairment
	P8,036,352	P367,561	P1,293,519	P9,256,940	P13,766,411	
Other Loans						
<i>Associates</i>						
CI GMF	P563,720	P-	P-	P563,720	P-	Payable at the option of the lender; interest bearing; unsecured; no impairment
Solar NT	28,807	-	-	28,807	-	Due in 2026 along with principal
<i>Joint Venture</i>						
Yanara	2,238,371	197,432	310,542	2,730,820	517,213	Due in 20 years; interest bearing; unsecured; no impairment
URH	2,703,950	454,927	-	2,280,855	462,662	Paid upon maturity; interest bearing; unsecured; no impairment
Lac Hoa	1,599,088	-	-	1,599,088	-	Due in 2040; interest bearing; unsecured; no impairment
Hoa Dong	1,340,412	-	-	1,340,412	-	Due in 2040; interest bearing; unsecured; no impairment
AREC	300,000	-	-	300,000	-	Payable in installments until 2030; interest bearing; unsecured; no impairment
Infineum 4	23,400	10,300	34,360	111,526	88,126	Due in 2026; interest bearing; unsecured; no impairment
	P8,797,748	P662,659	P344,902	P8,955,228	P1,068,001	

Except for the discussion above, the movement in the notes receivable from related parties are revaluation of US\$ denominated notes receivable to Philippine Peso for the three years ended December 31, 2025, 2024 and 2023.



c. Interest Income and Receivable

This account consists of:

Related Party	Amount/Volume			Outstanding Balance Receivable (Payable)		Terms
	2025	2024	2023	2025	2024	
Investment in redeemable preferred shares and convertible loans (Note 7)						
Redeemable preferred shares	₱1,919,387	₱2,335,852	₱2,509,952	₱5,078,223	₱4,733,771	various dates
Convertible loans	645,864	580,381	627,386	1,998,737	1,350,236	various dates
	₱2,565,251	₱2,916,233	₱3,137,338	₱7,076,960	₱6,084,007	
Development Loans (Note 5)						
<i>Joint Ventures</i>						
UPC-ACE Solar	₱141,667	₱106,179	₱102,677	₱584,297	₱442,677	various dates
UPC Power	190,344	84,500	—	240,340	—	various dates
ACEN-Silverwolf	868	1,115	—	—	1,338	various dates
UPC-ACE Australia	—	—	14,664	—	—	various dates
<i>Associates</i>						
PT Dewata	5,134	4,424	—	10,277	4,946	various dates
PT Sidrap 2	—	11,071	—	—	11,125	Payable at the option of the lender; interest bearing; unsecured; no impairment
PT Sukabumi	—	7,044	—	—	7,033	Payable at the option of the lender; interest bearing; unsecured; no impairment
PT Lombok	—	886	—	—	842	Payable at the option of the lender; interest bearing; unsecured; no impairment
<i>Affiliate</i>						
Yoma	70,437	66,204	53,314	132,601	64,042	various dates
	₱408,450	₱281,423	₱170,655	₱967,515	₱532,003	
Bridge Financing (Note 5)						
<i>Associate</i>						
BIMRE	₱51,245	₱—	₱—	₱22,440	₱—	various dates
<i>Joint Ventures</i>						
Lac Hoa	412,017	262,956	343,065	976,181	723,817	various dates
Hoa Dong	361,211	230,826	301,196	802,444	637,054	various dates
Vietnam Wind	57,532	50,076	37,355	583,440	537,426	various dates
Asian Wind 1	152,910	152,817	283,695	288,541	134,143	various dates
NEFIN	3,068	78,142	47,487	157,686	—	various dates
Asian Wind 2	115,387	118,041	224,807	20,207	9,672	various dates
Greencore 3	666,938	698,588	495,884	—	—	30-day, non-interest bearing
Ingrid	—	35,063	76,405	—	—	30-day, non-interest bearing
BIM Wind	—	—	130,266	—	—	various dates
	₱1,820,308	₱1,626,509	₱1,940,160	₱2,850,939	₱2,042,112	
Other Loans						
<i>Associate</i>						
CI GMF	₱19,150	₱—	₱—	₱37,409	₱—	various dates
Solar NT	71	—	—	71	—	various dates
<i>Joint Ventures</i>						
Yanara	100,470	65,064	29,677	190,479	94,138	30-day, non-interest bearing
URH	160,477	23,118	—	186,122	22,585	30-day, non-interest bearing
Infineum 4	10,954	9,359	3,833	25,243	12,809	30-day, non-interest bearing
AREC	13,438	—	—	13,438	—	various dates
Lac Hoa	4,411	—	—	5,257	—	various dates
Hoa Dong	5,263	—	—	4,407	—	various dates
	₱314,234	₱97,541	₱33,510	₱462,426	₱129,532	
Trade Receivables						
<i>Affiliates</i>						
	₱3,516	₱—	₱—	₱863	₱2,010	30-day, non-interest bearing



d. Loans Payable

Related Party	Interest Expense			Outstanding Balance Receivable (Payable)		Terms
	2025	2024	2023	2025	2024	
BPI						
Amortization of DIC /						
Interest payable	₱7,297	₱3,502	₱2,232	(₱15,722)	(₱55,551)	30 days, unsecured
Long-term loans	305,306	166,199	110,257	(4,676,975)	(4,899,772)	10 years, interest bearing
Short-term loans	4,564	51,677	66,492	–	–	30 days, interest bearing
PT Dewata						
Long-term loans	437	–	–	(17,529)	–	2 years, interest bearing

e. Financial asset at FVTPL

Related Party	Amount/Volume			Outstanding Balance		Terms
	2025	2024	2023	2025	2024	
BPI Wealth – A Trust Corporation (BPI Wealth)						
Peso	₱3,716,844	₱17,702,350	₱5,055,000	₱1,173,553	₱3,977,816	Redeemable (On Demand)
Foreign	4,945,476	4,158,249	300,794	239,128	1,726,537	Redeemable (On Demand)
Masaya Solar						
Foreign	–	587,989	895,308	744,873	921,787	28 years from allotment date
	₱8,662,320	₱22,448,588	₱6,251,102	₱2,157,554	₱6,626,140	

The Group holds investments in a Unit Investment Trust Fund (UITF) with BPI Wealth – A Trust Corporation (BPI Wealth). As at December 31, 2025 and 2024, the Group made additional subscriptions amounting to ₱8,662.32 million and ₱21,860.60 million, respectively. The Group also made withdrawals amounting to ₱13,081.44 million and ₱17,712.87 million as of December 31, 2025 and 2024, respectively.

In 2021, the Group started subscribing to Compulsorily Convertible Debentures (CCDs) of Masaya Solar. As at December 31, 2025 and 2024, the Group made additional subscription amounting to nil and ₱587.10 million, respectively.

f. Right of Use Assets / Lease Liabilities

The Group entered into lease agreements with Ayala Land, Inc. (ALI) for the use of its office units and parking spaces. In 2024, the Group entered into lease agreements with AREIT for the use of land and easement rights and BPI Tokyo Century Rental Corporation (BPI TCR) for the use of vehicles.

Related Party	Amortization / Interest Expense			Right-of-use assets / (Lease Liabilities)		Terms
	2025	2024	2023	2025	2024	
ALI						
Right of use assets (Note 9)	₱174,059	₱137,339	₱144,988	₱928,904	₱1,174,001	10 years, unsecured
Lease liabilities (Note 9)	88,894	81,496	65,517	(1,219,700)	(1,420,785)	10 years, unsecured
AREIT						
Right of use assets (Note 9)	–	–	–	398,555	535,118	25 years, unsecured
Lease liabilities (Note 9)	–	–	–	(6,320,112)	(6,472,722)	25 years, unsecured
BPI TCR						
Right of use assets (Note 9)	1,010	421	–	2,611	3,621	2 years, unsecured
Lease liabilities (Note 9)	229	114	–	(2,836)	(3,769)	2 years, unsecured

g. Other Related Party Transactions



	Amount/Volume			Outstanding Balance Receivable (Payable)		Terms
	2025	2024	2023	2025	2024	
Management fee income	₱306,363	₱473,639	₱138,970	₱679,578	₱101,661	30-days, unsecured
Dividend income (FVOCI)	477,863	115,483	—	—	—	Non-interest bearing; due and demandable
Rental income	13,003	17,337	13,009	1,676	2,530	30-days, unsecured
Revenue from power supply contracts	1,198,967	606,060	—	—	—	30-days, unsecured
Cost of sale of electricity (Note 12)	(1,067,655)	1,115,485	569,485	(195,826)	(105,187)	30-days, unsecured
Due from related parties	—	—	—	2,665,689	1,140,059	On demand, Unsecured
Due to related parties (Note 12)	—	—	—	(3,059,442)	(2,273,247)	On demand, Unsecured

Management fee income pertains to service fees billed by the Group to its related parties under common control and joint ventures and associates for providing a full range of business process outsourcing services, such as, but not limited to, financial and general accounting/ bookkeeping services, human resources management, manpower related services and other related functions.

Rental income pertains to revenue from the sublease agreement with Ingrid for a parcel of land in Brgy.Malaya, Pililla,Rizal.

The Parent Company purchases the entire net electricity output of MGI.

The amount due from a related company pertains mostly to advances including those for project development or reimbursement of expenses. These are non-trade, interest-free, repayable on demand and to be settled in cash.

The amount due to a related parties pertains to advances, including those for development cost, utilities expense, professional services and other miscellaneous expenses. These are non-trade, interest-free, repayable on demand and to be settled in cash.

h. Receivables from Employees and Officers

Receivables from officers and employees amounting to ₱675.55 million and ₱298.65 million for years ended December 31, 2025 and 2024, respectively, pertain to housing, car, salary and other loans granted to the Group's officers and employees.



i. Payable to Directors and Stockholders

	Amount/Volume			Outstanding Balance Receivable (Payable)		Terms / Conditions
	2025	2024	2023	2025	2024	
Accrued director's fee and annual incentives						
Directors' fee and annual incentives	₱37,902	₱31,696	₱36,700	(₱5,500)	(₱1,200)	On demand, Unsecured
Due to stockholders						
Cash dividends	2,761,995	3,911,549	2,069,015	(13,156)	(13,138)	On demand, Unsecured

Key Management Compensation

The compensation of the key management personnel of the Group includes the following:

	2025	2024	2023
Short-term employee benefits	₱66,441	₱76,443	₱59,802
Post-employment benefits	30,740	8,164	27,750
	₱97,181	₱84,607	₱87,552

AREIT's Declaration of Cash Dividends

On February 19, 2025, AREIT, Inc. (AREIT) declared regular cash dividends of ₱0.58 per common share for shareholders of record as of March 5, 2025, which were paid on March 21, 2025.

On May 13, 2025, AREIT declared regular cash dividends of ₱0.58 per common share for shareholders of record as of May 27, 2025, which were paid on June 11, 2025.

On August 13, 2025, AREIT declared regular cash dividends of ₱0.59 per common share for shareholders of record as of August 29, 2025, which were paid on September 12, 2025.

For the year ended December 31, 2025, the Group recognized dividend income totaling to ₱477.86 million.

Identification, Review and Approval of Related Party Transactions

All (1) SEC-defined material related party transactions, i.e., related party transaction/s, either individually or in aggregate over a twelve (12)-month period of the Group with the same related party, amounting to ten percent (10%) or higher of the Group's total consolidated assets based on its latest audited consolidated financial statements; and (2) any related party transaction/s that meet the threshold values approved by the Risk Management and Related Party Transactions Committee (the Committee), i.e., ₱50.00 million or five percent (5%) of the Group's total consolidated assets, whichever is lower, shall be reviewed by the Committee and approved by the BOD before its commencement, except transactions that are explicitly excluded/exempted by the SEC and transactions delegated to management.

For SEC-defined material related party transactions, the approval shall be by at least 2/3 vote of the BOD, with at least a majority vote of the independent directors. In case that the vote of a majority of the independent directors is not secured, the material related party transactions may be ratified by the vote of the stockholders representing at least 2/3 of the outstanding capital stock.



23. Earnings Per Share

Basic and diluted Earnings per Share (EPS) are computed as follows:

	2025	2024	2023
	(In Thousands, Except for Number of Shares and Per Share Amounts)		
Net income attributable to equity holders of the Parent Company	₱3,775,398	₱9,360,006	₱7,396,140
Less cumulative preferred share dividends	1,927,679	1,927,679	642,560
(a) Net income attributable to common shareholders of the Parent Company	₱1,847,719	₱7,432,327	₱6,753,580
Common shares outstanding at beginning of year (Note 15)	39,677,394,773	39,677,394,773	39,677,394,773
Weighted average number of:			
Shares issued during the year	35,620,671	—	—
(b) Weighted average common shares outstanding	39,713,015,444	39,677,394,773	39,677,394,773
Basic/Diluted earnings per share (a/b)	₱0.05	₱0.19	₱0.17

For the years ended December 31, 2025, 2024 and 2023, except for ESOWN, the Parent Company does not have any material potential common shares or other instruments that may entitle the holder to common shares. Consequently, diluted earnings per share is the same as basic earnings per share for the years ended December 31, 2025, 2024 and 2023.

24. Business Combinations

2024 Business Combinations

Investment in Real Wind Energy, Inc. (RWEI)

On March 22, 2024, ACEN signed a Deed of Absolute Sale of Shares with Modern Energy Management Pte. Ltd. (“MEM”), as the seller, for the acquisition by ACEN of 4,000 secondary common shares representing 40% ownership in RWEI and Loan Assignment Agreements for the assignment of MEM’s receivables from RWEI. The total cost of the transaction is ₱568.72 million (US\$10.00 million) which is comprised of the acquisition cost for the shares amounting to US\$8.76 million and assigned receivables of US\$1.24 million. This is classified as an investment in a joint venture since the fundamental business and operational matters require unanimous consent from all parties.

On August 1, 2024, ACEN signed a Deed of Absolute Sale of Shares with Maraj Energy and Development Corp. (“Maraj”), as the seller, for the acquisition by ACEN of 6,000 secondary common shares representing the remaining 60% ownership in RWEI. The total transaction cost is ₱741.98 million which is comprised of the acquisition cost for the shares amounting to ₱31.98 million and ₱710.00 million earnout.

As a result, the Group acquired control over RWEI.



The fair value of the identifiable assets and liabilities, net of eliminations, at August 1, 2024 acquisition date were:

Assets	
Cash and cash equivalents	₱901
Input VAT	2,362
Other current assets	1
Property, plant and equipment	10,118
Right-of-use assets (Note 9)	102
Accounts and notes receivable – net of current portion	60
Deferred income tax assets - net	3,830
Other noncurrent assets	10,686
	<u>28,060</u>
Liabilities	
Accounts payable and other current liabilities	31,314
Income and withholding taxes payable	5,447
Noncurrent portion of long-term loans (Note 13)	55,428
Other noncurrent liabilities	219
	<u>92,408</u>
Total identifiable net liabilities	(64,348)
Less cost of acquisition	741,984
Fair value of previously held interest (Note 6)	568,719
Goodwill arising on acquisition (Note 10)	<u>₱1,375,051</u>

RWEI is a special purpose vehicle for the development and operation of a 500MW wind energy project located in Real, Quezon. The RWEI project is strategically located close to another ACEN wind project spanning Laguna and Quezon. This new acquisition presents opportunities for synergies through the joint use of logistical routes, transmission lines, and substation infrastructure.

The cost of the business combination is broken-down as follows:

Cash consideration	₱31,984
Earnout consideration (Note 14)	710,000
Fair value of equity interest in RWEI before business combination	568,719
Total consideration	<u>₱1,310,703</u>

The earnout remains unpaid and is payable upon achievement of certain milestones which is beyond 12 months from December 31, 2024 (this is presented under “Other noncurrent liabilities” in the consolidated statements of financial position) (Note 14).

Net cash outflow on acquisition follows:

Total cash consideration paid in cash	₱570,703
Less cash acquired with the subsidiary ^(a)	(901)
Net cash outflow	<u>₱569,802</u>

^(a) Cash acquired with the subsidiary is included in cash flows from investing activities.



If the acquisition had taken place at the beginning of 2024, revenue reduction for the year ended December 31, 2024, would have been nil and the additional contribution to the net loss attributable to ACEN would have amounted to ₱33.53 million.

On August 1, 2025, the Group finalized the accounting for the acquisition of RWEI. There is no change from the provisional to the final purchase price allocation. The fair values of assets and liabilities approximate their carrying values. Goodwill arising from the acquisition amounted to ₱1,375.05 million.

25. Financial Risk Management Objectives and Policies

Objectives and Investment Policies

The funds of the entities are held directly by the Group and are managed by the Corporate Finance and Treasury Group (“CFT”).

All cash investments of the Group are carried and governed by the following principles, stated in order of importance:

- Preservation of invested cash
- Liquidity of invested cash; and
- Yield on invested cash. Under no circumstance will yield to trump the absolute requirement that the principal amount of investment be preserved and placed in liquid instruments

The CFT manages the funds of the Group and invests them in highly liquid instruments such as short-term deposits, marketable instruments, corporate promissory notes and bonds, government bonds, and trust funds denominated in Philippine peso and U.S. dollar. It is responsible for the sound and prudent management of the Group’s financial assets that finance the Group’s operations and investments in enterprises.

CFT focuses on the following major risks that may affect its transactions:

- Foreign exchange risk
- Credit or counterparty risk
- Liquidity risk
- Interest rate risk

Corporate Planning and Investor Relations (“CPIR”) focuses on the following major risks that may affect its transactions:

- Market risk
- Equity price risk

Commercial Operations (“CO”) focuses on commodity price risk.

Professional competence, prudence, clear and strong separation of office functions, due diligence and use of risk management tools are exercised at all times in the handling of the funds of the Group.



Risk Management Process

Foreign Exchange Risk

The Group defines its foreign exchange risk as the risk of realizing reduced operating cash flows and/or increasing the volatility of future earnings from movements in foreign exchange. The risk is measured based on potential downside impact of market volatility to operating cash flows and target earnings.

Foreign exchange risk is generally managed in accordance with the Natural Hedge principle and further evaluated through:

- Continual monitoring of global and domestic political and economic environments that have impact on foreign exchange;
- Regular discussions with banks to get multiple perspectives on currency trends/forecasts; and
- Constant updating of the foreign currency holdings gains and losses to ensure prompt decisions if the need arises.

In the event that a Natural Hedge is not apparent, the Group endeavors to actively manage its open foreign currency exposures through:

- Trading by spot conversions; or
- Entering into derivative forward transactions on a deliverable or non-deliverable basis to protect values.

Cash flow hedges

The Group manages its foreign exchange risk by hedging future cash flows that are expected to occur within the next 12 months.

On August 1, 2024, the Group entered into a cross-currency swap agreement to hedge its exposure to variable cash flows due to foreign exchange movements on its US\$54.86 million loan due to mature in 2029 (see Note 13). There is an economic relationship between the hedged item and the hedging instrument as the terms of the foreign currency-denominated fixed-rate loan match the terms of the cross-currency swap (i.e., notional amount, maturity, payment dates).

On December 16, 2024, the Group entered into a forward currency contracts with a notional amount of ₱1,000.00 million to hedge its exposure to variability in future cash flows due to foreign exchange movements on its highly probable forecasted EPC payments.

The Group has established a hedge ratio of 1:1 or 100% for its hedging relationships as the underlying risk of the cross-currency swap and forward currency contract is identical to the hedged risk components. In assessing the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instrument against the changes in fair value of the hedged item attributable to the hedged risk.



The Group's significant foreign currency-denominated financial assets and financial liabilities as at December 31 are as follows:

	2025	2024
	U.S. Dollar (US\$)	U.S. Dollar (US\$)
Financial Assets		
Cash and cash equivalents	\$161,001	\$217,123
Other receivables	497,707	410,969
	658,708	628,092
Financial Liabilities		
Accounts payable and other current liabilities	(228,026)	(157,654)
Short-term loans	(91,000)	—
Notes payable and long-term loans	(1,702,076)	(1,284,670)
	(2,021,102)	(1,442,324)
Net foreign currency-denominated assets (liabilities)	(\$1,362,394)	(\$814,232)
Peso equivalent	(₱80,115,579)	(₱47,236,913)

In translating foreign currency-denominated financial assets and financial liabilities into Philippine Peso amounts, the exchange rates used were ₱58.81 to US\$1.00 as at December 31, 2025 and ₱58.01 to US\$1.00 as at December 31, 2024.

The following tables demonstrate the sensitivity to a reasonably possible change in the exchange rate, with all other variables held constant, of the Group's profit before tax (due to the changes in the fair value of monetary assets and liabilities) in periods presented. The possible changes are based on the survey conducted by management among its banks. There is no impact on the Group's equity other than those already affecting the profit or loss. The effect on profit before tax already includes the impact of derivatives.

Pertinent Period	Increase (Decrease) in Foreign Exchange Rate	US\$
December 31, 2025	(₱0.50)	681,197
	(1.00)	1,362,394
	0.50	(681,197)
	1.00	(1,362,394)
December 31, 2024	(₱0.50)	407,117
	(1.00)	814,233
	0.50	(407,117)
	1.00	(814,233)

For subsidiaries with functional currency in US\$, financial assets and liabilities are translated into Philippine peso, the presentation currency of the Group, using the closing exchange rate prevailing at the reporting date, and respective income and expenses at the average rate for the period. These include the assets and liabilities of ACRI and its subsidiaries composed of dollar denominated investments in associates and joint ventures, accounts and other payables, and notes payable with US\$ functional currency, are translated into the presentation currency of the Group using the closing



foreign exchange rate prevailing at the reporting date, and the respective income and expenses at the average rate for the period. Assets and liabilities of ACEN Cayman Limited and ACEN Finance which are in US\$ functional currency was likewise translated to the Group's presentation currency.

The exchange difference arising on the translation are recognized in OCI under "Cumulative Translation Adjustments". The carrying amounts follows:

	2025	
	Peso	US\$
Cash and cash equivalents	₱7,755,532	\$131,919
Receivables	26,206,382	445,763
Investments in:		
Associates and joint ventures	27,578,244	469,098
Redeemable preferred shares and convertible loans	20,050,761	341,057
Financial asset at FVTPL	5,362,002	91,206
	86,952,921	1,479,043
Accounts payable and other current liabilities	13,395,604	227,855
Short-term loans	5,349,890	91,000
Notes payable	90,381,842	1,537,367
	109,127,336	1,856,222
Net foreign currency position	(₱22,174,415)	(\$377,179)

	2024	
	Peso	US\$
Cash and cash equivalents	₱8,488,339	\$146,743
Receivables	23,283,035	402,507
Investments in:		
Associates and joint ventures	26,072,280	450,727
Redeemable preferred shares and convertible loans	17,828,524	308,212
Financial asset at FVTPL	5,825,491	100,709
	81,497,669	1,408,898
Accounts payable and other current liabilities	8,928,542	154,353
Notes payable	74,311,732	1,284,670
	83,240,274	1,439,023
Net foreign currency position	(₱1,742,605)	(\$30,125)

The following are the sensitivity rates used in reporting foreign currency risk internally to key management personnel. The sensitivity rates represent management's assessment of the reasonably possible change in foreign exchange rates.

		Increase (decrease) in Peso per foreign currency	Effect on other comprehensive income
December 31, 2025	US\$	(\$0.50)	188,590
		(1.00)	377,179
		0.50	(188,590)



		Increase (decrease) in Peso per foreign currency	Effect on other comprehensive income
		1.00	(377,179)
December 31, 2024	US\$	(\$0.50)	15,063
		(1.00)	30,125
		0.50	(15,063)
		1.00	(30,125)

Credit or Counterparty Risk

The Group defines Credit or Counterparty Risk as the risk of sustaining a loss resulting from a counterparty's default to a transaction entered with the Group.

Credit or counterparty risk is managed through the following:

- Investments are coursed through or transacted with duly accredited domestic and foreign banks subject to investment limits per counterparty as approved by the BOD.
- Discussions are done on every major investment by CFT before it is executed subject to the Group Chief Financial Officer's (CFO) approval. Exposure limits are tracked for every transaction and CFT Finance Managers supervise major transaction executions.
- Market and portfolio reviews are done at least once a week and as often as necessary should market conditions require. Monthly reports are given to the Group CFO with updates in between these reports as needed.
- A custodian bank for Philippine peso instruments and foreign currency instruments has been appointed based on its track record on such service and the bank's financial competence.

With respect to credit risk arising from the receivables of the Group, its exposures arise from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents, short-term investments, financial assets at FVOCI and derivative instruments, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

The Group's assessments of the credit quality of its financial assets are as follows:

- Cash and cash equivalents, short-term investments and derivative assets were assessed as high grade since these are deposited in or transacted with reputable banks, which have low probability of insolvency.
- Listed and unlisted financial assets at FVOCI were assessed as high grade since these are investments in instruments that have a recognized foreign or local third-party rating or instruments which carry guaranty or collateral.

There are no significant concentrations of credit risk within the Group.



Maximum exposure to credit risk of financial assets not subject to impairment

The gross carrying amount of financial assets not subject to impairment are as follows:

	2025	2024
Financial assets at FVTPL	₱2,158	₱6,626
Financial assets at FVOCI	13,279	12,117
Derivative asset	5,930	4,552

Maximum exposure to credit risk of financial assets subject to impairment

The gross carrying amount of financial assets subject to impairment are as follows:

	2025	2024
<i>Financial Assets at Amortized Cost (Portfolio 1)</i>		
Cash and cash equivalents	₱18,358,434	₱25,158,358
Short-term investments	161,673	161,966
Under “Receivables” account		
Current:		
Trade receivables	5,425,832	6,164,872
Due from related parties	16,307,689	14,129,974
Others	3,030,064	2,469,077
Noncurrent:		
Trade receivables	1,501,278	1,052,604
Due from related parties	15,334,734	15,895,599
Receivables from third parties	2,971,648	861,312
Redeemable preferred shares and convertible loans	20,050,761	17,828,524
Under “Other Noncurrent Assets” account		
Deposits	185,950	189,683
	₱83,328,063	₱83,911,969

The Group’s maximum exposure to credit risk are as follows:

	2025				
		Lifetime ECL			
Grade	12-month Stage 1	Stage 2	Stage 3	Simplified Approach	Total
High	₱82,998,853	₱–	₱–	₱–	₱82,998,853
Standard	–	–	–	6,927,110	6,927,110
Substandard	–	–	–	–	–
Default	–	–	–	–	–
Gross carrying amount	82,998,853	–	–	6,927,110	89,925,963
Less loss allowance	6,447,703	–	–	150,197	6,597,900
Carrying amount	₱76,551,150	₱–	₱–	₱6,776,913	₱83,328,063



Grade	2024				
	12-month Stage 1	Lifetime ECL			Total
		Stage 2	Stage 3	Simplified Approach	
High	₱79,203,338	₱–	₱–	₱–	₱79,203,338
Standard	–	–	–	7,217,476	7,217,476
Substandard	–	–	–	–	–
Default	–	–	–	–	–
Gross carrying amount	79,203,338	–	–	7,217,476	86,420,814
Less loss allowance	2,353,466	–	–	155,379	2,508,845
Carrying amount	₱ 76,849,872	₱–	₱–	₱7,062,097	₱83,911,969

The Group uses the following criteria to rate credit risk as to grade:

Grade	Description
High	Accounts with very low credit risk.
Standard	Accounts with moderate credit risk.
Substandard	Accounts with higher credit risk.
Default	Accounts considered credit-impaired.

Simplified Approach

Set out below is the information about the credit risk exposure on the Group's trade receivables using simplified approach (provision matrix) as at December 31, 2025 and 2024:

	2025					
	Current	Days Due				Total
		<30 days	30-60 days	61-90 days	>91 days	
Expected credit loss rate	0.55%	1.95%	3.81%	1.14%	2.90%	
Estimated total gross carrying amount at default	₱1,974,699	₱437,736	₱38,593	₱18,334	₱ 4,457,748	₱6,927,110
Expected credit loss	₱10,771	₱8,516	₱1,469	₱209	₱129,232	₱150,197

	2024					
	Current	Days Due				Total
		<30 days	30-60 days	61-90 days	>91 days	
Expected credit loss rate	0.52%	1.61%	2.61%	4.49%	5.35%	
Estimated total gross carrying amount at default	₱4,050,731	₱732,185	₱185,229	₱280,475	₱1,968,856	₱7,217,476
Expected credit loss	₱20,923	₱11,775	₱4,843	₱12,583	₱105,255	₱155,379

Liquidity Risk

Liquidity risk is defined as the risk that the Group may not be able to settle or meet its obligations on time or at a reasonable price.



Liquidity risk is managed through:

- Asset and Liability Management principle. Short-term assets are used to fund short-term liabilities while major investments, capital expenditures and long-term assets are funded by long-term liabilities.
- Detailed cash flow forecasting and continuous monitoring of the weekly and monthly cash flows as well as frequent updates of the annual plans of the Group.
- Investment maturities being spread on a weekly, monthly, and annual basis as indicated in the Group's plans. Average duration of investments does not exceed one (1) year.
- Setting up working capital lines to address unforeseen cash requirements that may cause pressure to liquidity.

	2025					Total
	On Demand	Less than 3 Months	3 to 12 Months	More than 1 Year to 5 Years	More than 5 Years	
Accounts payable and other current liabilities:						
Trade and nontrade accounts payable	₱2,930,616	₱959,884	₱155,289	₱2,573	₱—	₱4,048,362
Retention payable	209,467	150	282,574	58,714	—	550,905
Accrued expenses	1,221,486	815,568	85,651	—	—	2,122,705
Accrued interest	—	581,310	981,569	—	—	1,562,879
Due to related parties	—	991,280	2,358,858	15	—	3,350,153
Others	—	—	200,926	20	736,554	937,500
Derivative liability	—	4,774	—	177,484	—	182,258
Short-term loans	—	10,970,201	920,108	—	—	11,890,309
Due to stockholders	13,156	—	—	—	—	13,156
Lease liabilities ¹	—	185,792	2,264,612	3,772,007	24,066,834	30,289,245
Long-term loans ²	—	3,526,172	18,377,039	40,448,106	72,750,021	135,101,338
Notes payable ²	—	—	—	34,586,803	—	34,586,803
Other noncurrent liabilities ³	—	—	—	5,970,724	—	5,970,724
	₱4,374,725	₱18,035,131	₱25,626,626	₱85,016,446	₱97,553,409	₱230,606,337

¹ Gross contractual payments.

² Including contractual interest payments.

³ Excluding contract liabilities.

	2024					Total
	On Demand	Less than 3 Months	3 to 12 Months	More than 1 Year to 5 Years	More than 5 Years	
Accounts payable and other current liabilities:						
Trade and nontrade accounts payable	₱3,826,863	₱1,457,421	₱54,278	₱1,107	₱2,647	₱5,342,316
Retention payable	381,034	43,817	29,562	28,178	—	482,591
Accrued expenses ¹	1,957,807	1,454,176	21,139	—	—	3,433,122
Accrued interest	717,947	809,862	—	—	—	1,527,809
Due to related parties	1,848,831	557,923	62,383	15	—	2,469,152
Others	104,128	—	—	741,512	—	845,640
Derivative Liability	7,974	32,334	—	227,865	—	268,173
Short-term loans	150,000	5,450,000	—	—	—	5,600,000
Due to stockholders	13,138	—	—	—	—	13,138
Lease liabilities ²	—	187,550	1,297,586	2,509,292	13,778,179	17,772,607
Long-term loans ³	—	1,007,580	9,675,972	69,483,863	33,620,855	113,788,270
Notes payable	—	—	—	35,713,475	—	35,713,475
Other noncurrent liabilities ⁴	—	—	—	5,136,864	—	5,136,864
	₱9,007,722	₱11,000,663	₱11,140,920	₱113,842,171	₱47,401,681	₱192,393,157

¹Excluding current portion of vacation and sick leave accruals.

²Gross contractual payments.

³Including contractual interest payments.

⁴ Excluding contract liabilities.



As at December 31, 2025 and 2024, the profile of financial assets used to manage the Group's liquidity risk is as follows:

	2025				Total
	On Demand	Less than 3 Months	3 to 12 Months	Over 12 Months	
Loans and receivables:					
<i>Current:</i>					
Cash and cash equivalents	₱18,358,434	₱—	₱—	₱—	₱18,358,434
Accounts and Notes Receivables:					
Accounts and other receivable	7,525,105	2,031,739	416,218	—	9,973,062
Notes receivable	6,128,392	196,862	449,065	—	6,774,319
Interest receivable	7,920,277	32,208	63,719	—	8,016,204
<i>Noncurrent:</i>					
Receivables:					
Accounts and other receivable	—	—	—	2,597,102	2,597,102
Notes receivable	—	—	—	16,882,851	16,882,851
Interest receivable	—	—	—	327,706	327,706
Derivative assets	—	—	409,057	5,520,869	5,929,926
Investment in redeemable preferred shares and convertible loans	—	—	—	20,050,761	20,050,761
Financial assets at FVOCI:					
Quoted	8,661,261	—	—	—	8,661,261
Unquoted	—	—	—	4,618,079	4,618,079
	₱48,593,469	₱2,260,809	₱1,338,059	₱49,997,368	₱102,189,705

	2024				Total
	On Demand	Less than 3 Months	3 to 12 Months	Over 12 Months	
Loans and receivables:					
<i>Current:</i>					
Cash and cash equivalents	₱25,158,358	₱—	₱—	₱—	₱25,158,358
Short-term investments	—	—	161,966	—	161,966
Accounts and Notes Receivables:					
Accounts and other receivable	6,198,281	966,925	1,604,776	—	8,769,982
Notes receivable	3,354,991	114,352	5,157,044	—	8,626,387
Interest receivable	6,310,965	248,191	—	—	6,559,156
<i>Noncurrent:</i>					
Receivables:					
Accounts and other receivable	—	—	—	1,783,399	1,783,399
Notes receivable	—	—	—	14,952,360	14,952,360
Interest receivable	—	—	—	2,390,998	2,390,998
Derivative assets	—	—	157,662	4,394,107	4,551,769
Investment in redeemable preferred shares and convertible loans	—	—	—	19,941,374	19,941,374
Financial assets at FVOCI:					
Quoted	7,556,202	—	—	—	7,556,202
Unquoted	—	—	—	4,560,437	4,560,437
	₱48,578,797	₱1,329,468	₱7,081,448	₱48,022,675	₱105,012,388



Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2025 and 2024, the Group has fixed rate financial instruments measured at fair value.

The Group's exposure to interest rate risk relates primarily to long-term debt obligations that bear floating interest rate. The Group generally mitigates risk of changes in market interest rates by constantly monitoring fluctuations of interest rates and maintaining a mix of fixed and floating interest-bearing loans. Specific interest rate risk policies are as follows:

Market risk

Market risk is the risk that the value of an investment will decrease due to drastic adverse market movements that consist of interest rate fluctuations affecting bid values or fluctuations in stock market valuation due to gyrations in offshore equity markets or business and economic changes. Interest rate, foreign exchange rates and risk appetite are factors of a market risk as the summation of the three defines the value of an instrument or a financial asset.

Equity price risk

Equity price risk is the risk to earnings or capital arising from changes in stock exchange indices relating to its quoted equity securities. The Group's exposure to equity price risk relates primarily to its financial assets at FVTPL and financial assets at FVOCI.

Commodity Price Risk

Cash flow hedges

The Group defines commodity price risk as the risk of realizing reduced profit margins and/or increasing the volatility of future earnings that are affected by the pricing variability and uncertainty in coal and fuel supply and any associated foreign exchange risk. The risk is measured based on potential downside impact of market volatility to target earnings.

To manage commodity price risk, the Group develops a Coal and Fuel Hedging Strategy aimed to:

- Manage the risk associated with unexpected increase in coal and fuel prices which affect the target Profit & Loss of the Group
- Determine the Hedge Item and appropriate Hedging Instrument to use, including but not limited to price, amount and tenor of the hedge to reduce the risk to an acceptable level
- Reduce Mark-to-Market impact of hedges by qualifying the hedging transaction for hedge accounting

Only the Group's Chief Executive Officer, Chief Finance Officer and Philippine Chief Operating Officer (PH COO) are authorized to make coal and bunker fuel oil hedging decisions for the Group. All executed hedges go through a stringent approval process to justify the tenor, price and volume of the hedge to be undertaken.

Monitoring and assessment of the hedge effectiveness and Coal and Fuel Hedging Strategy are reviewed periodically by CO. Continuation, addition, reduction and termination of existing hedges are decided by the Head of CO and any material change in permissible hedging instrument, counterparties and limits are elevated to the BOD for approval.



The Group purchases coal and bunker fuel oil on an ongoing basis for its operating activities in the thermal energy power generators, composed of SLTEC (by virtue of the AMA) and other diesel power plants (LTI, OSPGC, BTI). The increased volatility in coal and fuel oil price over time led to entering in commodity swap contracts. The forecasted volumes are determined based on each plant's projected operating capacity, plant availability, required monthly consumption and storage capacity.

These contracts are expected to reduce the volatility attributable to price fluctuations. Hedging the price volatility of forecast coal and bunker fuel oil purchases is in accordance with the risk management strategy outlined by the BOD.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the foreign exchange and commodity swap contracts match the terms of the expected highly probable forecast transactions (i.e., notional amount and expected payment date). The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the foreign exchange and commodity swap contracts are identical to the hedged risk components. To test the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

The hedge ineffectiveness can arise from:

- Differences in the timing of the cash flows of the hedged items and the hedging instruments
- Different indexes (and accordingly different curves) linked to the hedged risk of the hedged items and hedging instruments
- The counterparties' credit risk differently impacting the fair value movements of the hedging instruments and hedged items
- Changes to the forecasted amount of cash flows of hedged items and hedging instruments

The Group is holding the following foreign exchange and commodity swap contracts:

	Maturity						
	< 1 month	1-3 months	4-6 months	7-9 months	10-12 months	>12 months	Total
As at December 31, 2025							
<i>Foreign exchange forward contracts</i>							
Notional amount (\$000)	\$-	\$29,301	\$-	\$-	\$-	\$-	\$29,301
Average forward rate (\$/P)	-	59.12	-	-	-	-	
As at December 31, 2024							
<i>Foreign exchange forward contracts</i>							
Notional amount (\$000)	\$10,000	\$19,301	\$-	\$-	\$-	\$-	\$29,301
Average forward rate (\$/P)	56.36	58.39	-	-	-	-	
<i>Coal</i>							
Notional amount (in Metric Tons)	1,200	-	-	-	-	-	1,200
Notional amount (in \$000)	(\$17)	\$-	\$-	\$-	\$-	\$-	(\$17)
Average hedged rate (\$ per Metric ton)	\$104.76	\$-	\$-	\$-	\$-	\$-	



The impact of the hedging instruments on the consolidated statements of financial position are as follows:

	Notional amount	Carrying amount	Line item in the statements of financial position	Change in fair value used for measuring ineffectiveness for the period
As at December 31, 2025				
Foreign exchange forward contracts	\$29,301	269,567	Other current assets	269,567
Foreign exchange forward contracts	\$-	-	Accounts payable and other current liabilities	(4,968)
As at December 31, 2024				
Foreign exchange forward contracts	\$17,147	15,089	Other current assets	15,089
	\$12,154	(7,974)	Accounts payable and other current liabilities	(7,974)
Commodity swap contracts – Coal	\$1,200	(925)	Other noncurrent liabilities	(925)

The impact of hedged items on the consolidated statements of financial position are as follows:

	Change in fair value used for measuring ineffectiveness	Cash flow hedge reserve	Cost of hedging reserve
As at December 31, 2025			
Highly probable forecast purchases	(P3,103)	P-	P-
Highly probable forecast purchases	(1,865)	-	-
Coal purchase	-	-	-
As at December 31, 2024			
Highly probable forecast purchases	15,089	-	-
Highly probable forecast purchases	(7,974)	-	-
Coal purchase	(925)	-	-

The effect of the cash flow hedge in the consolidated statements of comprehensive income are as follows:

	Total hedging gain/(loss) recognized in OCI	Ineffectiveness recognized in profit or loss	Line item in consolidated statements of comprehensive income	Cost of hedging recognized in OCI	Amount reclassified from OCI to profit or loss	Line item in the statement of profit or loss
As at December 31, 2025						
Foreign exchange forward contracts	(P23,647)	P-	P-	P-	P-	P-
Foreign exchange forward contracts	2,061	-	-	-	-	-
As at December 31, 2024						
Foreign exchange forward contracts	66,166	-	-	-	-	-
Foreign exchange forward contracts	24,664	-	-	-	-	-
Commodity swap contracts - Coal	(694)	-	-	-	-	-



Monitoring of Risk Management Process

Risk management is regarded as a core competency, thus the review of processes and approval processes, including periodic audit, are practiced and observed as follows:

- Enterprise risk assessments are refreshed on an annual basis. Risk assessments at the plant level are also conducted for operational risks. Insurance coverage is also reviewed annually by the Insurance Committee.
- Monthly treasury meetings are scheduled where approved strategies, limits, mixes are challenged and rechallenged based on current and forecasted developments on the financial and political events.
- Monthly management reports are submitted to the Operations Management Committee that includes updates from the various business and functional units, including market updates. This includes updates on financials, leverage, operations, health and safety, human resources, sustainability, and other risk areas.
- Annual planning sessions are conducted to set the targets for the Group, and these are revisited at midyear to review the progress and risks related to the accomplishment of these targets.
- Annual teambuilding sessions are organized as a venue for the review of personal goals, corporate goals and professional development.
- One on one coaching sessions are scheduled to assist, train and advise personnel.
- Periodic review of treasury risk profile and control procedures.
- Periodic specialized audit is performed to ensure active risk oversight.

Capital Management

The primary objective of the Group's capital management policy is to ensure that it maintains a robust statements of financial position in order to support its business and maximize shareholder value.

The Group manages its capital structure and adjusts it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or acquire long-term debts.

Statutory debt consists of short-term and long-term debts of the Group. Net statutory debt includes short-term and long-term debts less cash and cash equivalents, short-term investments and restricted cash. The Group considers its total equity (including redeemable preferred shares) as capital.

	2025	2024
Short-term debt (Note 13)	₱11,299,890	₱5,600,000
Long-term debt (Note 13)	151,412,277	127,912,375
Total statutory debt	162,712,167	133,512,375
Less:		
Cash and cash equivalent (Note 4)	18,358,434	25,158,358
Short-term investments (Note 11)	161,673	161,966
Net statutory debt	144,192,060	108,192,051
Total equity	160,847,477	157,443,200
Debt to equity	101.16%	84.80%
Net debt to equity	89.65%	68.72%



The Group closely monitors its debt covenants and maintains a capital expenditure program and dividend declaration policy that keep the compliance of these covenants into consideration. The Group is not subject to externally imposed capital requirements.

26. Fair Values

The table below presents the carrying values and fair values of the Group's financial assets and financial liabilities, by category and by class, as at December 31, 2025 and 2024:

	2025			
		Fair Value		
	Carrying Value	Quoted Prices in Active Markets (Level 1)	Significant Observable Input (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Financial assets at FVTPL	₱2,157,554	₱–	₱1,412,681	₱744,873
Financial assets at FVOCI	13,279,340	8,661,261	–	4,618,079
Investment in redeemable preferred shares and convertible loans	20,050,761	–	–	20,698,029
Derivative asset ^{(1) (2)}	5,520,869	–	409,057	5,111,812
Refundable deposits ⁽²⁾	185,950	–	–	192,975
Trade receivables ⁽³⁾	2,342,247	–	–	2,171,973
Receivables from third parties ⁽⁴⁾	10,262	–	–	10,262
	₱43,546,983	₱8,661,261	₱1,821,738	₱33,548,003
Liabilities				
Notes payable	₱33,467,881	₱–	₱–	₱34,586,803
Long-term debt	117,944,396	–	–	121,578,399
Deposit payables and other liabilities ⁽⁵⁾	2,906	–	–	5,269
Derivative liability ⁽⁶⁾	182,258	–	4,774	177,484
Lease liabilities	14,222,819	–	–	14,489,266
	₱165,820,260	₱–	₱4,774	₱170,837,221

⁽¹⁾ Included under "Other current assets" account.

⁽²⁾ Included under "Other noncurrent assets" account.

⁽³⁾ Included under "Receivables" account and pertain to FIT adjustments

⁽⁴⁾ Included under "Receivables" account and pertain to multilateral agreement with PEMC

⁽⁵⁾ Included under "Accounts payable and other current liabilities" and "Other noncurrent liabilities" accounts.

⁽⁶⁾ Included under "Accounts payable and other current liabilities" and "Other noncurrent Liabilities" accounts.



	2024			
		Fair Value		
	Carrying Value	Quoted Prices in Active Markets (Level 1)	Significant Observable Input (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Financial assets at FVTPL	₱6,626,140	₱—	₱5,704,353	₱921,787
Financial assets at FVOCI	12,116,639	7,556,203	—	4,560,436
Investment in redeemable preferred shares and convertible loans	17,828,524	—	—	18,579,456
Derivative asset ⁽¹⁾	4,551,769	—	157,662	4,394,107
Refundable deposits ⁽²⁾	189,683	—	—	199,973
Trade receivables ⁽³⁾	1,758,707	—	—	1,623,888
Receivables from third parties ⁽⁴⁾	30,562	—	—	30,562
	₱43,102,024	₱7,556,203	₱5,862,015	₱30,310,209
Liabilities				
Notes payable	₱33,056,481	₱—	₱—	₱34,030,004
Long-term debt	94,855,894	—	—	91,038,771
Deposit payables and other liabilities ⁽⁵⁾	39,711	—	—	44,442
Derivative liability ⁽⁶⁾	291,664	—	40,308	251,356
Lease liabilities	14,498,442	—	—	13,741,296
	₱142,742,192	₱—	₱40,308	₱139,105,869

⁽¹⁾ Included under "Other current assets" account.

⁽²⁾ Included under "Other noncurrent assets" account.

⁽³⁾ Included under "Receivables" account and pertain to FIT adjustments

⁽⁴⁾ Included under "Receivables" account and pertain to multilateral agreement with PEMC

⁽⁵⁾ Included under "Accounts payable and other current liabilities" and "Other noncurrent liabilities" accounts.

⁽⁶⁾ Included under "Other noncurrent Liabilities"

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following methods and assumptions are used to estimate the fair values of each class of financial instruments:

Cash and Cash Equivalents, Short-term Investment, Receivables, Accounts Payable and Other Current Liabilities and Due to Stockholders

The carrying amounts of cash and cash equivalents, short-term investment, receivables, accounts payable and other current liabilities and due to stockholders approximate their fair values due to the relatively short-term maturities of these financial instruments.

Financial Asset at FVTPL and FVOCI

Quoted financial assets at FVOCI and FVTPL, specifically for publicly traded shares held by the Group, were measured using market prices and classified as Level 1.



In 2024, the Group acquired equity shares of AREIT via a property-for share swap (see Note 20). The AREIT shares are accounted for as financial asset at FVOCI and classified as Level 1. The carrying amount of AREIT shares amounted to ₱8,661.26 million and ₱7,556.20 million as at December 31, 2025 and 2024, respectively.

Other quoted financial assets at FVTPL held by the Group consist of investments in UITFs which were measured using the funds' net asset value (NAV) and classified as Level 2. The carrying amount of the Group's investment in UITFs amounted to ₱1,412.68 million and ₱5,704.35 million as at December 31, 2025 and 2024, respectively.

Unquoted financial assets at FVTPL and FVOCI, specifically debt and equity instruments, held by the Group were measured using the DCF technique in estimating the fair value of the financial instruments. Based on the financial performance and financial position of the investee entity, which is a related party investment company, management estimates the amount and timing of the future cash inflow arising from the redemption of preferred shares.

Financial assets at FVTPL classified as Level 3 consists of Compulsorily Convertible Debentures of Masaya Solar Energy Private Limited. The carrying amount of financial assets at FVTPL amounted to ₱744.87 million and ₱921.79 million as at December 31, 2025 and 2024, respectively.

Financial assets at FVOCI classified as Level 3 consists of investments in Redeemable Preference Share in UPC-ACE Solar, Yanara and PT Puri Prakarsa Batam and IBV ACEN Renewables Asia Pte. The carrying amount of financial assets at FVOCI amounted to ₱4,617.13 million and ₱4,560.44 million as at December 31, 2025 and 2024, respectively.

Investment in Redeemable Preferred Shares and Convertible Loans

The estimated fair value is based on the discounted value of future cash flows using the prevailing credit adjusted risk-free rates that are adjusted for credit spread.

Noncurrent Trade Receivables, Receivables from Third Parties, Refundable Deposits, Deposits Payable and Other Liabilities

Estimated fair value is based on the present value of future cash flows discounted using the prevailing BVAL rates that are specific to the tenor of the instruments' cash flows at the end of the reporting period.

Long-Term Loans

The estimated fair value is based on the discounted value of future cash flows using the prevailing credit adjusted risk-free rates that are adjusted for credit spread. Interest rates used in discounting cash flows ranged from 2.83% to 8.14 % and 3.02% to 8.52 % as at December 31, 2025 and 2024, respectively.

Notes Payable

The estimated fair value is based on the discounted value of future cash flows using the prevailing credit adjusted risk-free rates that are adjusted for credit spread. Interest rates used in discounting cash flows is 5.37% and 6.15% as at December 31, 2025 and 2024, respectively.



Derivative Asset and Liability

The fair value of the derivative asset and liability is determined using valuation techniques with inputs and assumptions that are based on market observable data and conditions and reflect appropriate risk adjustments that market participants would make for risks existing at the end of each reporting period. The following table gives information about how the fair values of derivative asset are determined (in particular, the valuation technique(s) and inputs used).

Derivative asset	Valuation technique
Long-term Energy Supply Agreement	Discounted cash flow. Valuation requires the use of long dated energy valuation volumes and long dated energy and LGC price curves
Interest Rate Swaps	Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contract interest rates, discounted at a rate that reflects the credit risk of various counterparts

There were no transfers between levels in the fair value hierarchy in 2025 and 2024.

27. Operating Segment Information

The Group's operating segments are based on the internal reports prepared by management and reviewed by the Group Chief Executive Officer and Group CFO and Group Chief Strategy Officer. Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements.

For management purposes, the Group is organized into the following operating segments:

Philippines

The Philippines segment represents the Group's domestic operations and includes the generation of electricity, and supply for retail electricity supply business, as well as other related and support activities conducted in the Philippines. This segment comprises the following business activities:

1. Retail Electricity Supply (RES) and Commercial Operations (CO)
2. Renewable energy operations, including generation, transmission, distribution, and supply of electricity using renewable sources such as solar, wind, and geothermal
3. Thermal energy operations, including generation, transmission, distribution, and supply of electricity using conventional energy sources
4. Project development activities
5. Leasing activities
6. Bulk water supply arising from legacy biomass projects
7. Petroleum and exploration activities, pursued through the Group's 75.92%-owned subsidiary, ENEX Energy Corp.



Australia

The Australia segment represents the Group's renewable energy operations and development activities in Australia. This includes operating and under-construction renewable energy assets, energy storage projects, and project development activities, as well as related financing and overhead costs directly attributable to the Australian business. The segment reflects Australia as one of the Group's core markets with full operational accountability.

ACEN Investments

The ACEN Investments segment represents the Group's investment platform focused on renewable energy projects and platforms in emerging and strategic markets. This segment includes the Group's equity investments through partnerships in renewable energy projects across selected markets where the Group is present, including Vietnam, India, Indonesia, and the United States, as well as other approved geographies in Asia and the Pacific. Activities under this segment primarily consist of highly contracted renewable energy assets, platform- and project-level investments, asset rotation activities, as well as related project development, financing activities, and overhead expenses. The objective of this segment is to provide stable earnings and risk-adjusted returns while developing future core markets for the Group.

Corporate

The Corporate segment represents the operations of the Parent Company and other entities that are not directly attributable to the Philippines, Australia, or ACEN Investments segments. This includes corporate management, treasury, financing entities (such as ACEN Finance Limited and ACEN Cayman Ltd.), centralized support functions, and other corporate-level activities. Corporate expenses primarily relate to general and administrative costs, strategic management, and financing activities that are not allocated to the operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on (1) operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements referred to by management as "Core Operating Earnings" and (2) selected attributable financial information, specifically attributable earnings before interest, taxes, depreciation, and amortization (EBITDA) and attributable debt of renewable energy projects.

Statutory EBITDA is the sum of the consolidated (1) revenues, (2) less cost and expenses excluding depreciation and amortization and provision for impairment, (3) equity in net income of associates and joint ventures and (4) other income - net (excluding gain on previously held interest, unrealized foreign exchange gain/loss, fair value loss on financial asset at FVTPL).

Attributable EBITDA is the sum of (1) statutory EBITDA, and (2) nonconsolidated operating projects' EBITDA multiplied by ACEN's economic interest (1) less equity in net income of associates and joint ventures, and (2) less interest and other financial income from investment in redeemable preferred shares and convertible loans (this is presented under other income (charges) in the consolidated statements of income). This is not equivalent to the statutory EBITDA of the Group.



Operating projects' EBITDA follows the same definition as statutory EBITDA.

Nonconsolidated projects are investments in associates and joint ventures and investment in redeemable preferred shares and convertible loans of the Group.

Statutory net debt is the sum of consolidated (1) short-term loans, (2) long-term loans, and (3) notes payable, less consolidated cash and cash equivalents.

Attributable net debt is the sum of (1) statutory net debt and (2) nonconsolidated operating projects' net debt, which is debt less cash multiplied by ACEN's economic interest.

Statutory and attributable net debt includes recourse and non-recourse debt. Nonconsolidated operating projects' net debt excludes intercompany loans where the Group is the lender. These are bridge financing, development loans and investment in redeemable preferred shares and convertible loans in the consolidated statements of financial position of the Group.

Revenue earned from a single external customer amounted to ₱1,814.66 million, ₱9,298.26 million and ₱13,328.00 for the years ended December 31, 2025, 2024 and 2023, respectively, arising from sales in the Philippines segment.

Intersegment transfers or transactions are entered into under normal commercial terms and conditions that would also be available to unrelated third parties. Segment revenues, segment expenses and segment results are shown net of transfers between operating segments. Those transfers are eliminated in consolidation.



The following tables regarding operating segments present revenue and income information for the years ended December 31, 2025, 2024 and 2023, and assets and liabilities as at December 31, 2025 and December 31, 2024:

For the Year Ended December 31, 2025					
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
REVENUES					
Revenue from sale of electricity	₱28,326,310	₱2,666,051	₱–	₱–	₱30,992,361
Dividend income	477,863	–	–	–	477,863
Rental income	70,597	–	–	–	70,597
Other revenues	353,209	–	68,299	59,720	481,228
	29,227,979	2,666,051	68,299	59,720	32,022,049
COSTS AND EXPENSES					
Costs of sale of electricity					
Cost of purchased power	17,685,078	120,139	–	–	17,805,217
Depreciation and amortization	2,261,099	781,834	–	–	3,042,933
Fuel	230,531	–	–	–	230,531
Others	2,703,402	–	–	–	2,703,402
	22,880,110	901,973	–	–	23,782,083
General and administrative expenses					
Provision for impairment	85,179	–	4,094,148	–	4,179,327
Personnel costs, management, and professional fees	275,474	958,097	589,601	57,194	1,880,366
Depreciation and amortization	108,639	122,154	8,521	544,991	784,305
Others	1,346,050	1,050,831	99,747	7,783	2,504,411
	1,815,342	2,131,082	4,792,017	609,968	9,348,409
	24,695,452	3,033,055	4,792,017	609,968	33,130,492

(Forward)



For the Year Ended December 31, 2025					
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
EQUITY IN NET INCOME OF ASSOCIATES AND JOINT VENTURES	₱1,581,088	₱–	₱1,128,226	₱–	₱2,709,314
OTHER INCOME (CHARGES)					
Interest and other financial income					
Cash in banks and short-term deposits	257,631	112,758	165,135	175,479	711,003
Accounts and notes receivable	892,782	795	2,026,628	5,832	2,926,037
Investment in redeemable preferred shares and convertible loans	–	–	2,565,251	–	2,565,251
	1,150,413	113,553	4,757,014	181,311	6,202,291
Interest and other finance charges	(468,706)	(775,709)	–	(4,119,247)	(5,363,662)
Other income - net					
Gain on disposal of assets	–	–	86,571	44,958	131,529
Others	775,868	(44,534)	62,342	556,943	1,350,619
	775,868	(44,534)	148,913	601,901	1,482,148
INCOME (LOSS) BEFORE INCOME TAX PROVISION FOR (BENEFIT FROM)	7,571,190	(1,073,694)	1,310,435	(3,886,283)	3,921,648
INCOME TAX	271,075	(315,715)	(41,677)	(271,068)	(357,385)
SEGMENT NET INCOME (LOSS)	7,300,115	(757,979)	1,352,112	(3,615,215)	4,279,033
NON-CONTROLLING INTERESTS IN NET INCOME OF SUBSIDIARIES	(63,328)	(47,862)	614,825	–	503,635
NET INCOME ATTRIBUTABLE TO THE PARENT COMPANY	7,363,443	(710,117)	737,287	(3,615,215)	3,775,398

(Forward)



For the Year Ended December 31, 2025					
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
Other disclosures:					
Depreciation and amortization	₱2,369,738	₱903,988	₱8,521	₱544,991	₱3,827,238
Capital expenditures	9,559,152	11,876,144	347,777	–	21,783,073
Provision for impairment of property, plant and equipment, and advances to contractors	85,179	–	–	–	85,179
Statutory EBITDA	10,070,054	537,779	5,099,056	575	15,707,464
Attributable EBITDA	11,654,614	537,779	13,409,467	575	25,602,435
Statutory cash	5,995,468	279,828	–	12,083,138	18,358,434
Statutory debt	3,743,328	14,615,315	–	144,353,524	162,712,167
Statutory net debt (cash)	(2,252,140)	14,335,487	–	132,270,386	144,353,733
Attributable cash	7,070,545	279,828	4,312,852	12,083,138	23,746,363
Attributable debt	12,169,389	14,615,315	54,408,045	144,353,524	225,546,273
Attributable net debt	5,098,844	14,335,487	50,095,193	132,270,386	201,799,910
As at December 31, 2025					
Operating assets	₱167,916,465	₱80,414,215	₱56,884,505	₱56,573,675	₱361,788,860
Operating liabilities	₱42,384,330	₱28,252,461	₱–	₱130,304,592	₱200,941,383
Investments in associates and joint ventures	₱14,607,351	₱–	₱32,216,615	₱–	₱46,823,966



The reconciliation of statutory and attributable EBITDA, cash, and debt follows:

For the Year Ended December 31, 2025					
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
Revenues	₱29,227,979	₱2,666,051	₱68,299	₱59,720	₱32,022,049
Cost and expenses (excluding depreciation and amortization and provision for impairment)	(22,240,535)	(2,129,067)	(689,348)	(64,977)	(25,123,927)
Equity in net income of associates and joint ventures	1,581,088	–	1,128,226	–	2,709,314
Interest and other financial income					
Accounts and notes receivable	892,782	795	2,026,628	5,832	2,926,037
Investments in redeemable preferred shares and convertible loans	–	–	2,565,251	–	2,565,251
Other income - net	608,740	–	–	–	608,740
Statutory EBITDA	₱10,070,054	₱537,779	₱5,099,056	₱575	₱15,707,464

For the Year Ended December 31, 2025					
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
Statutory EBITDA	₱10,070,054	₱537,779	₱5,099,056	₱575	₱15,707,464
Nonconsolidated operating projects' EBITDA	3,165,648	–	12,003,888	–	15,169,536
Equity in net income of associates and joint ventures	(1,581,088)	–	(1,128,226)	–	(2,709,314)
Interest and other financial income from Investments in redeemable preferred shares and convertible loans	–	–	(2,565,251)	–	(2,565,251)
Attributable EBITDA	₱11,654,614	₱537,779	₱13,409,467	₱575	₱25,602,435



As at December 31, 2025					
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
Short-term loans	P–	P–	P–	P11,299,890	P11,299,890
Long-term loans	3,743,328	14,615,315	–	99,585,753	117,944,396
Notes payable	–	–	–	33,467,881	33,467,881
Statutory debt	3,743,328	14,615,315	–	144,353,524	162,712,167
Statutory cash and cash equivalent	5,995,468	279,828	–	12,083,138	18,358,434
Statutory net debt (cash)	(P2,252,140)	P14,335,487	P–	P132,270,386	P144,353,733

As at December 31, 2025					
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
Statutory net debt (cash)	(P2,252,140)	P14,335,487	P–	P132,270,386	P144,353,733
Statutory debt	3,743,328	14,615,315	–	144,353,524	162,712,167
Statutory cash and cash equivalents	5,995,468	279,828	–	12,083,138	18,358,434
Nonconsolidated operating projects'					
Attributable debt	8,426,061	–	54,408,045	–	62,834,106
Attributable cash	1,075,077	–	4,312,852	–	5,387,929
Gross attributable debt	12,169,389	14,615,315	54,408,045	144,353,524	225,546,273
Attributable net debt	P5,098,844	P14,335,487	P50,095,193	P132,270,386	P201,799,910

As of December 31, 2025, with recourse, limited recourse and non-recourse statutory debt amount to P63,579.99 million, P1,139.67 million and P45,041.34 million, respectively. These amounts exclude the statutory debt of the Parent Company.



Some of the international attributable debt is covered by guarantees (see Note 20).

	For the Year Ended December 31, 2024				
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
REVENUES					
Revenue from sale of electricity	₱33,881,066	₱2,253,208	₱—	₱—	₱36,134,274
Dividend income	115,483	—	400,478	—	515,961
Rental income	69,597	—	—	—	69,597
Other revenues	464,730	—	73,333	42,507	580,570
	34,530,876	2,253,208	473,811	42,507	37,300,402
COSTS AND EXPENSES					
Costs of sale of electricity					
Costs of power purchased	21,973,613	69,930	—	—	22,043,543
Depreciation and amortization	1,479,786	543,273	—	—	2,023,059
Fuel	1,018,764	—	—	—	1,018,764
Others	2,273,213	—	—	—	2,273,213
	26,745,376	613,203	—	—	27,358,579
General and administrative expenses					
Personnel costs, management and professional fees	561,491	962,960	809,756	799,043	3,133,250
Provision for impairment	13,690	—	1,119,832	1,484	1,135,006
Depreciation and amortization	369,468	77,893	8,334	113,523	569,218
Others	1,002,216	812,414	209,771	120,889	2,145,290
	1,946,865	1,853,267	2,147,693	1,034,939	6,982,764
	28,692,241	2,466,470	2,147,693	1,034,939	34,341,343
EQUITY IN NET INCOME OF ASSOCIATES AND JOINT VENTURES					
	1,014,048	—	176,918	—	1,190,966
OTHER INCOME (CHARGES)					
Interest and other financial income					
Cash in banks and short-term deposits	441,040	98,608	172,247	277,678	989,573
Accounts and notes receivable	822,935	—	1,605,609	—	2,428,544
Investments in redeemable preferred shares and convertible loans	—	—	2,916,233	—	2,916,233
	1,263,975	98,608	4,694,089	277,678	6,334,350

(Forward)



	For the Year Ended December 31, 2024				
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
Interest and other finance charges	(P478,876)	(P485,079)	P–	(P2,328,116)	(P3,292,071)
Other income (expense) – net					
Gain on disposal of assets	1,035,334	–	1,602,674	–	2,638,008
Others	688,304	53,201	237,143	133,437	1,112,085
	1,723,638	53,201	1,839,817	133,437	3,750,093
INCOME (LOSS) BEFORE INCOME TAX	9,361,420	(546,532)	5,036,942	(2,909,433)	10,942,397
PROVISION FOR (BENEFIT FROM)					
INCOME TAX	738,110	(385,998)	(1,759)	479,567	829,920
SEGMENT NET INCOME (LOSS)	8,623,310	(160,534)	5,038,701	(3,389,000)	10,112,477
NON-CONTROLLING INTERESTS IN NET					
INCOME OF SUBSIDIARIES	124,776	(43,561)	671,256	–	752,471
NET INCOME ATTRIBUTABLE TO THE PARENT COMPANY	P8,498,534	(P116,973)	P4,367,445	(P3,389,000)	P9,360,006
Other disclosures:					
Depreciation and amortization	P1,849,254	P621,166	P8,334	P113,523	P2,592,277
Capital expenditures	17,681,623	15,970,386	1,233,891	–	34,885,900
Provision for impairment of property, plant and equipment, and advances to contractors	5,298	–	–	–	5,298
Statutory EBITDA	12,349,607	407,904	4,153,043	(877,425)	16,033,129
Attributable EBITDA	13,453,131	407,904	11,528,712	(877,425)	24,512,322
Statutory cash	13,609,500	1,115,251	–	10,433,607	25,158,358
Statutory debt	4,284,052	6,481,930	–	122,746,393	133,512,375
Statutory net debt (cash)	(9,325,448)	5,366,679	–	112,312,786	108,354,017
Attributable cash	15,302,651	1,115,251	4,557,254	10,433,607	31,408,763
Attributable debt	11,926,674	6,481,930	52,063,340	122,746,393	193,218,337
Attributable net debt (cash)	(3,375,977)	5,366,679	47,506,086	112,312,786	161,809,574
As at December 31, 2024					
Operating assets	P77,381,668	P66,169,380	P52,236,563	P133,754,620	P329,542,231
Operating liabilities	P3,031,118	P17,647,006	P–	P151,420,907	P172,099,031
Investments in associates and joint ventures	P12,887,100	P–	P29,847,903	P–	P42,735,003



The reconciliation of statutory and attributable EBITDA, cash, and debt follows:

For the Year Ended December 31, 2024					
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
Revenues	₱34,530,876	₱2,253,208	₱473,811	₱42,507	₱37,300,402
Cost and expenses (excluding depreciation and amortization and provision for impairment)	(26,829,296)	(1,845,304)	(1,019,527)	(919,933)	(30,614,060)
Equity in net income of associates and joint ventures	1,014,048	–	176,918	–	1,190,966
Interest and other financial income					
Accounts and notes receivable	822,935	–	1,605,609	–	2,428,544
Investments in redeemable preferred shares and convertible loans	–	–	2,916,233	–	2,916,233
Other income - net	2,811,044	–	–	–	2,811,044
Statutory EBITDA	₱12,349,607	₱407,904	₱4,153,044	(₱877,426)	₱16,033,129
For the Year Ended December 31, 2024					
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
Statutory EBITDA	₱12,349,607	₱407,904	₱4,153,043	(₱877,425)	₱16,033,129
Nonconsolidated operating projects' EBITDA	2,117,572	–	10,468,820	–	12,586,392
Equity in net income of associates and joint ventures	(1,014,048)	–	(176,918)	–	(1,190,966)
Interest and other financial income from investments in redeemable preferred shares and convertible loans	–	–	(2,916,233)	–	(2,916,233)
Attributable EBITDA	₱13,453,131	₱407,904	₱11,528,712	(₱877,425)	₱24,512,322
As at December 31, 2024					
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
Short-term loans	₱–	₱–	₱–	₱5,600,000	₱5,600,000
Long-term loans	4,284,052	6,481,930	–	84,089,912	94,855,894
Notes payable	–	–	–	33,056,481	33,056,481
Statutory debt	4,284,052	6,481,930	–	122,746,393	133,512,375
Statutory cash and cash equivalent	13,609,500	1,115,251	–	10,433,607	25,158,358
Statutory net debt (cash)	(₱9,325,448)	₱5,366,679	₱–	₱112,312,786	₱108,354,017



As at December 31, 2024					
	Philippines	Australia	ACEN Investments	Corporate	Consolidated
Statutory net debt (cash)	(P9,325,448)	P5,366,679	P—	P112,312,786	P108,354,017
Statutory debt	4,284,052	6,481,930	—	122,746,393	133,512,375
Statutory cash and cash equivalents	13,609,500	1,115,251	—	10,433,607	25,158,358
Nonconsolidated operating projects'					
Attributable debt	7,642,622	—	52,063,340	—	59,705,962
Attributable cash	1,693,151	—	4,557,254	—	6,250,405
Gross attributable debt	11,926,674	6,481,930	52,063,340	122,746,393	193,218,337
Attributable net debt (cash)	(P3,375,977)	P5,366,679	P47,506,086	P112,312,786	P161,809,574



As of December 31, 2024, with recourse, limited recourse and non-recourse statutory debt amounted to ₱62,488.66 million, ₱7,845.63 million and ₱12,398.14 million, respectively. These amounts exclude the statutory debt of the Parent Company.

Some of the international attributable debt is covered by guarantees (see Note 20).

Adjustments and Eliminations

Interest on parent loans and other financial income, including fair value gains and losses on financial assets, are not allocated to individual segments as the underlying instruments are managed on a group basis. Likewise, certain operating expenses and finance-related charges are managed on a group basis and are not allocated to operating segments. Allocable operating expenses have been allocated as applicable.

Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis.

“Other income - net” includes interest and other financial income from investments in redeemable preferred shares of associates and joint ventures and from development loans and advances to these associates and joint ventures, guarantee fee income, reversal of allowance for impairment of advances to contractors and impairment of investments in joint ventures, tax credits on real property taxes, gain (loss) on derivatives, gain on sale of by-product, claims on insurance, foreign exchange gain (loss), gain (loss) on sale of property, plant and equipment, mark-to market gains, fees on advisory services, and other miscellaneous income (expense) which are allocated to operating segments.

Capital expenditures consist of additions to property, plant and equipment. Investments and advances consist of investments and cash advances to the Group’s associates and joint ventures.

28. Supplemental Cash Flows Information

The non-cash investing activities of the Group for the years ended December 31, 2025, 2024 and 2023 are as follows:

	2025	2024	2023
Non-cash additions to property, plant and equipment	(₱572,565)	₱1,006,933	₱378,109
Set-up of right-of-use assets from new lease agreements	547,067	697,575	2,714,723
Reclassifications to (from):			
Investments in associates and joint ventures	1,615,415	1,695,449	278,156
Property, plant and equipment	1,261,789	2,299,440	3,502,012
Right-of-use assets	(318,627)	—	—
Other noncurrent assets	82,842	(2,299,440)	(3,574,135)
Financial assets at FVTPL	29,177	—	(276,297)
Creditable withholding taxes	9,257	(257,857)	837,419
Financial assets at FVOCI	—	2,922,268	—
Investment in redeemable preferred shares and convertible loans	—	(4,629,864)	(355,199)

(Forward)



	2025	2024	2023
Changes due to business combinations (Note 24):			
Other noncurrent assets	₱—	₱10,686	₱—
Property, plant and equipment	—	10,118	41,825
Right-of-use assets	—	102	—
Changes due to loss of control (Note 2):			
Property, plant and equipment	(1,433,549)	—	—
Goodwill	(234,152)	—	—
Right-of-use assets	(158,323)	—	—
Creditable withholding taxes	(38,340)	—	—
Other noncurrent assets	(27,055)	—	—
Associates and joint ventures	26	—	—
Input VAT - net of current portion	—	(4)	—

Movements in the Group's liabilities from financing activities for the years ended December 31, 2025 and 2024 are as follows:

	January 1, 2025	Availments/ Proceeds	Payments	Others	December 31, 2025
Current portion of:					
Short-term loans	₱5,600,000	₱25,899,320	(₱20,199,430)	₱—	₱11,299,890
Long-term loans	7,456,367	—	(22,684,475)	16,774,248	1,546,140
Lease liabilities	1,889,401	—	(1,672,981)	1,415,120	1,631,540
Interest payable	1,538,735	—	(7,153,987)	7,193,853	1,578,601
Due to stockholders	13,138	—	(4,543,639)	4,543,657	13,156
Noncurrent portion of:					
Notes payable	33,056,481	—	—	411,400	33,467,881
Long-term loans	87,399,527	41,295,668	—	(12,296,939)	116,398,256
Lease liabilities	12,609,041	—	—	(17,762)	12,591,279
Other noncurrent liabilities	7,580,040	—	625,657	1,677,187	9,882,884
Total liabilities from financing activities	₱157,142,730	₱67,194,988	(₱55,628,855)	₱19,700,764	₱188,409,627

	January 1, 2024	Availments/ Proceeds	Payments	Others	December 31, 2024
Current portion of:					
Short-term loans	₱1,500,000	₱25,600,000	(₱17,300,000)	(₱4,200,000)	₱5,600,000
Long-term loans	1,289,104	—	(1,701,273)	7,868,536	7,456,367
Lease liabilities	850,953	—	(881,200)	1,919,648	1,889,401
Interest payable	862,164	—	(7,446,873)	8,123,444	1,538,735
Due to stockholders	16,585	—	(4,599,747)	4,596,300	13,138
Noncurrent portion of:					
Notes payable	32,003,794	—	—	1,052,687	33,056,481
Long-term loans	44,485,573	47,292,421	—	(4,378,467)	87,399,527
Lease liabilities	7,505,848	—	—	5,103,193	12,609,041
Other noncurrent liabilities	6,344,004	—	(42,835)	1,278,871	7,580,040
Total liabilities from financing activities	₱94,858,025	₱72,892,421	(₱31,971,928)	₱21,364,212	₱157,142,730



	January 1, 2023	Availments/ Proceeds	Payments	Others	December 31, 2023
Current portion of:					
Short-term loans	₱2,900,000	₱9,000,000	(₱10,400,000)	₱—	₱1,500,000
Long-term loans	719,385	—	(541,690)	1,111,409	1,289,104
Lease liabilities	258,562	—	(773,325)	1,365,716	850,953
Interest payable	483,090	—	(3,065,790)	3,444,864	862,164
Due to stockholders	16,585	—	(3,951,848)	3,951,848	16,585
Noncurrent portion of:					
Notes payable	32,093,314	—	—	(89,520)	32,003,794
Long-term loans	28,051,903	17,586,442	—	(1,152,772)	44,485,573
Lease liabilities	4,206,459	—	—	3,299,389	7,505,848
Other noncurrent liabilities	827,643	—	(1,002,975)	6,519,336	6,344,004
Total liabilities from financing activities	₱69,556,941	₱26,586,442	(₱19,735,628)	₱18,450,270	₱94,858,025

Others includes the amortization of debt issue costs, interest expense, capitalized borrowing costs, foreign exchange gains/losses and the effect of the reclassification of non-current portion to current portion due to passage of time.

29. Provisions and Contingencies

Tax assessments:

a. ACEN

On October 22, 2014, ACEN received a Formal Letter of Demand (FLD) from the BIR assessing ACEN for a total donor's tax due of ₱157.75 million, inclusive of penalties and interests up to September 30, 2014. The FLD is in relation to the distribution by ACEN on August 20, 2014 of cash and property dividends in the form of shares in ENEX after securing SEC's approval of the registration and receipt of Certificate Authorizing Registration (CAR) from the BIR.

On November 21, 2014, ACEN and its independent legal counsel filed an administrative protest in response to the FLD, on the following grounds:

1. The dividend distribution is a distribution of profits by ACEN to its stockholders and not a "disposition" as contemplated under Revenue Regulations Nos. 6-2008 and 6-2013 which would result in the realization of any capital gain for ACEN;
2. ACEN did not realize any gain or increase its wealth as a result of the dividend distribution; and,
3. There was no donative intent on the part of ACEN.

On May 27, 2015, ACEN received from the BIR a Final Decision on Disputed Assessment (FDDA) denying the protest.

On June 25, 2015, ACEN filed with the Court of Tax Appeals (CTA) a Petition for Review seeking a review of the FDDA and requesting the cancellation of the assessment.



In its decision dated September 28, 2018, the CTA Third Division granted ACEN's petition and ordered the cancellation and withdrawal of the FLD (the CTA Third Division Decision). On January 18, 2019, the CTA denied the Commissioner of Internal Revenue's (CIR) motion for reconsideration (CTA Resolution). On February 22, 2019, the CIR filed a petition for review with the CTA en banc seeking the reversal of the CTA Third Division's Decision and CTA Resolution. On July 21, 2020, the CTA en banc upheld the CTA Third Division Decision and denied the CIR's petition. The CIR filed a motion for reconsideration dated August 26, 2020. In response, ACEN filed its Comment/ Opposition. On October 13, 2021, CTA en banc issued a resolution stating that the Motion for Reconsideration and Motion to Release Surety Bond are now submitted for resolution. As at March 9, 2026, the CIR's motion for reconsideration has not been resolved by the CTA en banc.

On May 15, 2023, ACEN received a Letter of Authority (LOA) from the BIR covering the audit of all internal revenue taxes for the taxable year 2021. The related tax assessments were settled on February 13, 2025.

On September 18, 2024, ACEN received an LOA from the BIR for the audit of all internal revenue taxes for the taxable year 2023. As of December 31, 2025, the Parent Company is in the process of completing and submitting the documentary requirements.

b. NorthWind Power Development Corporation v. Commissioner of Internal Revenue (Final Decision on Disputed Assessment - CTA Case No. 12171)

This is a Petition for Review filed by NorthWind Power Development Corporation (NorthWind) with the CTA in accordance with Section 228 of the National Internal Revenue Code of 1997, as amended, in relation to Section 7 of Republic Act No. 1125, as amended, to cancel and set aside the FDDA dated September 2, 2025, issued by the CIR, imposing upon NorthWind alleged deficiency taxes totaling to ₱15,858,533.51, which is comprised of the following: (1) Value Added Tax ("VAT") – ₱15,833,533.51, and (2) Compromise Penalty – ₱25,000.00.

The Petition for Review was filed with the CTA on October 2, 2025.

On October 17, 2025, while the case is still pending before the CTA, NorthWind received a copy of a Warrant of Dstraint and/or Levy with Warrant No. 121-2025-162, dated October 9, 2025 (the "WDL"), whereby the CIR is enforcing the collection of a sum of ₱15,833,533.51 from NorthWind. The said WDL likewise authorizes the Chief of Large Taxpayers Collection Enforcement to distrain the goods, chattels or effects, and other personal property, and to levy upon the real property and interest in/or rights to real property of NorthWind.

On October 24, 2025, NorthWind filed with the CTA an Urgent Motion to Quash Warrant of Dstraint and/or Levy, Suspend the Collection of Tax, and Dispense with Payment of Bond. The hearing was held on February 3, 2026. As at the report date, NorthWind is preparing the formal offer of exhibits for submission to CTA.



c. Guimaras Wind Corporation versus Commissioner of Internal Revenue
(Final Decision on Disputed Assessment – CTA Case No. 12151)

This is a Petition for Review filed by Guimaras Wind Corporation (Guimaras Wind) with the CTA in accordance with Section 228 of the National Internal Revenue Code of 1997, as amended, in relation to Section 7 of Republic Act No. 1125, as amended, to cancel and set aside the FDDA dated August 13, 2025, issued by the CIR, imposing upon Guimaras Wind alleged deficiency value-added tax, including interests, and compromise penalty for taxable year 2022, in the total amount of ₱13,031,212.28.

The Petition for Review was filed with the CTA on September 12, 2025.

On October 17, 2025, while the case is still pending before the CTA, Guimaras Wind received a copy of a Warrant of Dstraint and/or Levy with Warrant No. 121-2025-146 dated October 2, 2025 (the “WDL”), involving Guimaras Wind’s alleged deficiency VAT for taxable year 2022 in the total amount of ₱13,031,212.28, inclusive of interests and compromise penalty.

On October 24, 2025, Guimaras Wind filed with the CTA an Urgent Motion to Quash Warrant of Dstraint and/or Levy, Suspend the Collection of Tax, and Dispense with Payment of Bond.

The hearing on the Urgent Motion which was scheduled on January 22, 2026 was cancelled due to CTA’s reorganization. As at the report date, Guimaras Wind is awaiting for the new hearing schedule.

Claims for tax refund:

- a. On May 19, 2022, Guimaras Wind Corporation (Guimaras Wind) received a copy of the Decision of the CTA En Banc, dated May 17, 2022, denying Guimaras Wind’s Petition for Review for lack of merit. The CTA En Banc affirmed the decision dated January 3, 2020 and Resolutions dated July 1, 2020 and September 23, 2020, both rendered by the CTA Third Division, which partially granted Guimaras Wind’s claim for the refund of or the issuance of a tax credit certificate in the reduced amount of ₱16,149,514, out of the total amount claimed of ₱335,759,253, representing Guimaras Wind’s excess and unutilized input value-added tax for Q3 and Q4 of 2014 and Q1 and Q2 of 2015. Guimaras Wind filed its Motion for Reconsideration (MR) to the CTA En Banc on June 3, 2022.

On June 27, 2022, Guimaras Wind received a Resolution from the CTA En Banc directing Guimaras Wind to file its Comment to the MR filed by the CIR within five (5) days from receipt of the said Resolution. Consequently, Guimaras Wind complied with the Resolution and filed its Comment to the CTA En Banc on July 4, 2022.

On January 17, 2023, the CTA En Banc issued a Resolution reiterating its Decision dated May 17, 2022, which in turn affirmed the CTA Third Division’s Decision limiting Guimaras Wind’s entitlement to refund to a reduced amount of ₱16,149,514.

The CTA En Banc held that the Certificate of Endorsement (COE) from the DOE and the Certificate of Compliance (COC) from the Energy Regulatory Commission (ERC) are both required in order for Guimaras Wind to properly avail of VAT zero-rating incentives. The CTA En Banc also rejected Guimaras Wind’s position that its application for COC should be deemed “provisionally approved” six months from the filing of its application for a COC with the ERC.



On February 3, 2023, Guimaras Wind filed a Motion for Extension of Time (“MOTEX”) to File Petition for Review on Certiorari with the Supreme Court (SC). On March 6, 2023, Guimaras Wind filed the Petition.

On January 24, 2024, the SC Third Division issued a Resolution requiring Guimaras Wind to file a Comment to the Petition for Review filed by the CIR within ten (10) days from receipt of the notice. Guimaras Wind filed the Comment on February 10, 2024.

On April 16, 2024, Guimaras Wind received the CIR’s MOTEX to file their Comment dated April 3, 2024. On December 19, 2024, Guimaras Wind received a copy of the SC Third Division's Notice which notifies Guimaras Wind and CIR that it issued a Resolution dated August 7, 2024, requiring Guimaras Wind to file a Reply to the Comment within ten (10) days from notice, or until January 2, 2025. Guimaras Wind filed the Reply on said date.

As at December 31, 2025, Guimaras Wind has not received any decision or resolution from the SC’s Third Division relating to the case.

- b. On April 12, 2017, San Carlos Solar Energy Inc. (SACASOL) filed a Petition for Review with the CTA regarding the disallowed claim of 2015 input VAT amounting to ₱40.62 million. On February 3, 2021, the CTA denied SACASOL’s Petition for Review on the ground that SACASOL failed to establish that its sales qualify for VAT zero-rating because SACASOL did not present any proof that it was issued a DOE Certificate of Endorsement (COE), on a per transaction basis. On February 26, 2021, SACASOL filed a Motion for Reconsideration (MR), on the basis that there is no legal requirement for the COE to be on a per transaction basis for the VAT zero-rating of SACASOL’s sales, and the VAT zero-rated sales were never disputed considering the partial grant by the BIR of SACASOL’s claim for unutilized input VAT attributable to VAT zero-rated sales.

On May 6 and 20, 2021, SACASOL filed Supplemental Motions to admit additional evidence which included a DOE letter and certification confirming that a COR on a per transaction basis is not required for purposes of VAT zero-rating of RE Sales of RE Developers and such document is not actually being issued by the DOE. On September 22, 2021, CTA Third Division issued a resolution denying the Motion for Reconsideration.

On February 2, 2023, SACASOL filed a Petition for Review before the CTA En Banc.

On April 27, 2023 CTA En Banc denied SACASOL Petition for Review on the basis of jurisdictional grounds. The CTA En Banc denied the Petition on the ground that the CTA Third Division purportedly has no jurisdiction to entertain the judicial claim for refund being filed beyond the 120+30 day mandatory and jurisdictional period. The CTA En Banc counted the 120-day period from November 3, 2016 - the date when SACASOL filed its administrative claim for refund, and noted that the BIR only had until March 3, 2017 to decide the said claim. The CTA En Banc then held that since SACASOL did not receive an adverse decision from the BIR by March 3, 2017, the law considers the administrative claim as denied. According to the Decision, SACASOL had 30 days from March 3, 2017 or until April 3, 2017 to seek judicial redress. Since the Petition was only filed on April 12, 2017, the CTA is deprived of jurisdiction to hear the case.

On May 19, 2023, SACASOL filed its MR on the ground that (i) Sec 112(c) does not require that the BIR acts and the taxpayer receives the decision within 120 days; and (ii) SACASOL should be able to file the judicial claim within 30 days from receipt of the decision, as long the decision was made within the 120-day period.



On January 12, 2024, SACASOL received CTA EN Banc Resolution denying the MR and reiterated its earlier ruling that CTA has no jurisdiction for failure of SACASOL to file its judicial claim for refund within the 120+30 days period from the filing of its administrative claim. The CTA En Banc ruled that the issues in the MR were already addressed, discussed and found wanting in its earlier Decision.

On March 4, 2024, SACASOL filed its Petition for Review with the Supreme Court. On February 5, 2025, BIR filed its Comment with the Supreme Court. On August 18, 2025, SACASOL submitted its reply to the Supreme Court.

As of December 31, 2025, SACASOL has not received any orders from the Supreme Court relating to the case.

c. NorthWind Power Development Corporation v. Commissioner of Internal Revenue (Q2-Q4 2022 VAT Judicial Claim - CTA Case No. 11637)

On October 7, 2024, NorthWind Power Development Corporation (NorthWind) timely made its judicial claim for VAT Refund through the filing of a Petition for Review with the CTA, with a total claimed amount of ₱14,726,368.99.

On December 26, 2024, NorthWind received the CIR's Answer. The CIR hearing was held on June 26, 2025 while the presentation of NorthWind's witness and Independent Certified Public Accountant's (ICPA) Commissioning was held on September 11, 2025 at CTA Quezon City. Commissioner's Hearings for NorthWind and CIR were held on September 18, 2025 and October 21, 2025, respectively. The presentation of ICPA Report was held on November 5, 2025.

As at the report date, no decision was issued by the CIR.

d. North Luzon Renewable Energy Corp. (NLR) v. Bureau of Internal Revenue

On October 7, 2024, NLR timely made its judicial claim for VAT Refund through the filing of a Petition for Review with the CTA, for a total claimed amount of ₱21,607,808.75.

On December 26, 2024, NLR received the CIR's Answer. On March 6, 2025, the CTA Division conducted Pre-Trial Conference. On August 28, 2025, the Commissioner's Hearing was conducted.

On October 2, 2025, NLR filed the Judicial Affidavit (JA) of the Independent Certified Public Accountant and the Motion to Substitute Witness and JA of Mr. Ronald Edward Tan, NLR's Head of Finance. The hearing was held on January 22, 2026. As at the report date, no decision was issued.

e. Guimaras Wind Corporation v. Commissioner of Internal Revenue (Q2-Q4 2022 VAT Judicial Claim - CTA Case No. 11638)

On October 7, 2024, Guimaras Wind timely made its judicial claim for VAT Refund through the filing of a Petition for Review with the CTA, for a total claimed amount of ₱12,192,129.28.

On December 5, 2024, Summons were issued by the CTA 2nd Division. On June 24, 2025 and July 8, 2025, the Commissioner's hearings were held where marking of exhibits was completed. The presentation of ICPA Report was held on November 20, 2025 while the filing of Formal Offer of Evidence was completed on December 22, 2025. As at the report date, no decision was issued.



- f. Monte Solar Energy Inc. v. Commissioner of Internal Revenue (Q2-Q4 2022 VAT Judicial Claim - CTA Case No. 11632)

On October 7, 2024, Monte Solar Energy Inc. (MONTESOL) timely made its judicial claim for VAT Refund through the filing of a Petition for Review with the CTA, for a total claimed amount of ₱6,371,207.40.

On December 27, 2024, Summons were issued by the CTA 1st Division. On March 27, 2025, Parties attended the Pre-Trial Conference. On April 15, 2025, MONTESOL and BIR filed a Joint Stipulation of Facts and Issues. MONTESOL also filed a Motion to Avail of the Provisions of Rule 13 of the Revised Rules of the CTA (Trial by Commissioner). On May 20, 2025, a Commissioner's hearing was conducted on May 20, 2025. On July 2, 2025, MONTESOL presented its witness. On August 20, 2025, the Independent Certified Public Accountant presented his report. On September 2, 2025, MONTESOL's Formal Offer of Evidence was filed.

- g. Negros Island Solar Power Inc. v. Commissioner of Internal Revenue (Q2-Q4 2022 VAT Judicial Claim - CTA Case No. 11633)

On October 7, 2024, Negros Island Solar Power Inc. (ISLASOL) timely made its judicial claim for VAT Refund through the filing of a Petition for Review with the CTA, for a total claimed amount of ₱5,976,370.76.

On March 20, 2025, Summons were issued by the CTA Division and Pre-Trial Conference was held on June 25, 2025. As at the report date, ISLASOL is awaiting the hearing schedule for the presentation of its witness.

- h. Monte Solar Energy Inc. v. Commissioner of Internal Revenue (Claim for 2018 Input VAT Refund - CTA Case No. 10434)

On December 28, 2020, Monte Solar Energy Inc. (MONTESOL) filed a Petition for Review before the CTA for a refund claim for unutilized input VAT in the total amount of ₱4,600,672.57, attributable to zero-rated sales of power generated from RE sources for the four (4) quarters of 2018. BIR filed its Answer on March 15, 2021 and the Pre-Trial Conference proceeded on July 15, 2021.

On January 18, 2024, the CTA issued its Decision partially allowing the refund claimed by MONTESOL and ordering the refund or issuance of tax credit certificate amounting to ₱4,128,580.59, representing MONTESOL's unutilized input VAT attributable to its zero-rated sales for all quarters of 2018, with a ₱472,091.98 variance from the claim that was filed. MONTESOL's management decided not to appeal the disallowed claim.

On February 21, 2024, MONTESOL received CIR's Motion for Partial Reconsideration arguing that MONTESOL is not the proper party to seek the tax refund. The CIR further argued that MONTESOL failed to prove that the same remained unutilized and were not carried over to the succeeding periods and that MONTESOL's input tax is creditable and directly attributable to its zero-rated sales.

On May 7, 2024, MONTESOL received a copy of the CTA Division's Resolution promulgated on May 2, 2024 which denied the CIR's Motion for Partial Reconsideration. The CTA held that the issues raised by the CIR in its MR were already ruled upon by the Court. The CTA also held that the grant of refund of valid input VAT is proper irrespective of whether the input taxes claimed as refund is directly attributable to its zero-rated sales.



On June 5, 2024, the CIR filed his Petition for Review before the CTA En Banc praying for the reversal of the Decision and Resolution. On July 8, 2024, MONTESOL filed its Comment on the CIR's Petition for Review. On July 26, 2024, MONTESOL received a copy of the CTA En Banc's resolution submitting the Petition for decision. On April 15, 2025, CTA En Banc promulgated its Decision dismissing CIR's Petition for Review. On April 25, 2025, CIR filed its Motion for Reconsideration. On June 19, 2025, MONTESOL filed its Comment. On July 28, 2025, CTA En Banc noted the comment and submitted the Motion for Reconsideration for resolution. On November 5, 2025, the CTA denied CIR's Motion for Reconsideration. On December 9, 2025, CIR filed a Motion for Extension of Time to File Petition for Review on Certiorari and the Solicitor General filed its Entry of Appearance. On January 8, 2026, CIR filed a Petition for Review on Certiorari before the Supreme Court.

- i. San Carlos Solar Energy Inc. v. Commissioner of Internal Revenue (Q2-Q4 2022 VAT Judicial Claim - CTA Case No. 11636)

On October 7, 2024, San Carlos Solar Energy Inc. (SACASOL) timely made its judicial claim for VAT Refund through the filing of a Petition for Review with the CTA, for a total claimed amount of ₱11,764,786.11.

On December 13, 2024, Summons were issued by the CTA 1st Division. On February 19, 2025, CIR filed its Answer and on June 4, 2025, Pre-trial Conference was held. On July 28, 2025, the Commissioner's Hearing was held and on October 22, 2025, the ICPA Commissioning and Presentation of SACASOL's witness was held. On December 10, 2025, the ICPA report was submitted. Subsequently, SACASOL filed a Motion to Admit an Amended ICPA Report on December 22, 2025. As at the report date, SACASOL is awaiting for the schedule for presentation of the ICPA.

- j. Gigasol 3, Inc. v. Commissioner of Internal Revenue (Q2-Q4 2022 VAT Judicial Claim - CTA Case No. 11635)

On October 7, 2024, Gigasol 3 Inc. (Gigasol 3) timely made its judicial claim for VAT Refund through the filing of a Petition for Review with the CTA, for a total claimed amount of ₱1,034,207.30.

On December 21, 2024, Gigasol 3 received the CIR's Answer and on March 19, 2025, the Pre-Trial Conference was held. On April 15, 2025, Gigasol 3 filed a motion to avail of the provisions of Rule 13 of the Rules of the Court of Tax Appeals to avail of the services of an Independent CPA who will conduct the audit, examination, and verification of the voluminous documents supporting the petition.

On December 18, 2025, the CTA issued a Minute Resolution, the initial presentation of evidence for Gigasol 3, for the testimony of its witness and the commissioning of the ICPA, Rose Angeli S. Bernaldo is set on April 8, 2026.

- k. Alaminos Solar Inc. (formerly SolarAce1 Energy Corp.) v. Commissioner of Internal Revenue (Q2-Q4 2022 VAT Judicial Claim - CTA Case No. 11639)

On October 7, 2024, Alaminos Solar Inc. (Alaminos Solar) timely made its judicial claim for VAT Refund through the filing of a Petition for Review with the CTA, for a total claimed amount of ₱1,829,304.74.



On January 3, 2025, Alaminos Solar received the Answer filed by the CIR. The CTA Division set the case for CAM on March 17, 2025, and subsequently, for Pre-Trial Conference on June 10, 2025. The ICPA commissioning and Presentation of witness was held on August 28, 2025.

ICPA report and Supplemental ICPA Report were filed on September 29, 2025 and October 6, 2025, respectively. ICPA was presented and Commissioner's Hearing for some documents was held on October 9, 2025. The Formal Offer of Evidence was filed on October 29, 2025. As at the report date, the CTA has yet to schedule the hearing for presentation of CIR's witness.

- l. ACEN Tech Hub Inc. (Bataan BESS) (formerly Bataan Solar Energy, Inc.) v. Commissioner of Internal Revenue (Q2-Q4 2022 VAT Judicial Claim - CTA Case No. 11540)

On June 26, 2024, Bataan BESS timely made its judicial claim for VAT Refund through the filing of a Petition for Review with the CTA, for a total claimed amount of ₱18,582,442.30.

On 16 October 2024, Bataan BESS received a copy of the Court's Order setting the case for Pre-Trial Conference on February 12, 2025, with Pre-Trial set on February 9, 2025. Bataan BESS engaged Reyes Tacandong & Co. as its ICPA.

On April 30, 2025, Bataan BESS presented its witness. On July 2, 2025, the ICPA was presented. On August 1, 2025, Bataan BESS filed its Formal Offer of Evidence, to which BIR filed a comment/opposition on August 17, 2025. The BIR was set to present its witness on October 15, 2025, but the hearing was cancelled until further notice because of the CTA reorganization.

- m. Monte Solar Energy Inc. (MONTESOL) v. Commissioner of Internal Revenue (VAT Final Decision on Disputed Assessment - CTA Case No. 12198)

On October 20, 2025, MONTESOL filed a Petition for Review with the CTA, praying to cancel and set aside the FDDA dated July 11, 2025 issued by the BIR, imposing alleged deficiency income taxes, VAT, miscellaneous taxes, and compromise penalty for taxable year 2021, in the total amount of ₱13,657,920.18, inclusive of interest.

As at the report date, MONTESOL is awaiting for issuance of further orders by the CTA.

Provisions and Contingencies

NorthWind Power Development Corporation (NorthWind) is a party to several cases involving the assessment and collection by the Provincial Treasurer of Ilocos Norte of real property tax (RPT) on the wind turbine generators, civil works, equipment, machinery, and transmission lines of NorthWind located in the Municipality of Bangui. NorthWind was assessed RPT at a rate of two percent (2%) or an aggregate amount of ₱147.23 million for years 2017 to 2021. NorthWind paid under protest the RPT thereon and filed a protest questioning the imposition of 2% tax rate on its Renewable Energy (RE) facilities. Under Republic Act 9513 or the RE Law, realty and other taxes on civil works, equipment, machinery, and other improvements of a Registered RE Developer actually and exclusively used for RE facilities shall not exceed 1.5% of their original cost less accumulated normal depreciation or net book values.

As at December 31, 2025, the 2017 to 2025 RPT protest is pending decision with the Local Board of Assessment Appeals of Ilocos Norte.



30. Vietnam Portfolio – Regulatory and Operational Environment

The Group has renewable energy investments in Vietnam that operate under long-term Power Purchase Agreements (PPAs) with Vietnam Electricity (EVN), with tariffs established under the Vietnam government's feed-in tariff (FIT) framework. The operating and regulatory environment for renewable energy projects in Vietnam continues to evolve, and certain aspects of the regulatory process remain subject to interpretation and administrative implementation.

During 2025, EVN applied revised payment practices to certain projects, including the use of Completion Certificate Acceptance (CCA) as part of its administrative review of Commercial Operation Date (COD) recognition. Historically, CCAs were not required as a condition for COD, and projects were able to commence operations, bill and collect under the FIT. The application of these revised payment practices has resulted in timing differences in collections for certain projects while administrative matters are being addressed.

As of December 31, 2025, the Group's Vietnam portfolio includes investments in solar and wind projects with an aggregate carrying value of US\$221.1 million (₱12,998.45 million) that remains exposed to regulatory processes, administrative approvals and payment mechanics customary in the local operating environment. The projects are (1) AMI Solar, (2) BIM Solar, (3) Super Solar, (4) Dai Phong Wind and (5) Hong Pong Wind.

Further, Dai Phong Wind with investment carrying value of US\$52.6 million (₱3,092.31) is subject to customary land-related and permitting processes, including the issuance of land use rights certificates by local authorities. These processes may be affected by changes in administrative structures and government procedures, which can influence the timing of approvals.

The Group continues to engage with EVN, Vietnam's Ministry of Industry and Trade and other relevant government agencies, together with other renewable energy investors, to monitor developments and support the timely resolution of administrative matters. As at the reporting date, discussions remain ongoing and no final regulatory guidance has been issued.

31. Events After the Reporting Period

Below are the events after the reporting period which are treated as non-adjusting events as at December 31, 2025:

Power Supply Agreement with MERALCO Price Adjustment

Subsequent to December 31, 2025, the ERC issued decisions dated January 26, 2026 approving the Joint Urgent Motions for Price Adjustment filed by MERALCO and ACEN covering the baseload and mid-merit Power Supply Agreements (PSAs).

The ERC ruled that the extraordinary increase in coal prices during 2022 to 2023, arising from events including the Indonesia coal export ban and the Russia-Ukraine war, constituted a "Change in Circumstances" under the PSAs and approved the corresponding price adjustments. The total approved price adjustment amounts to ₱1,748,991,563, which ACEN is allowed to recover through MERALCO's generation charges over a twelve-month recovery period commencing March 2026. The ERC decisions also noted that the baseload and mid-merit PSAs were terminated effective November 2024.



The ERC approvals were issued after the reporting date and resulted in the establishment of ACEN's enforceable right to recover the approved amounts. Accordingly, the related income and receivable will be recognized in 2026.

Declaration of Cash Dividends on Outstanding Series A Preferred Shares (ACENA) and Series B Preferred Shares (ACENB)

On February 2, 2026, the BOD of ACEN approved the declaration of the first quarter of 2025 cash dividends on ACEN's outstanding ACENA and ACENB:

	ACENA	ACENB
Dividend Rate	¼ of 7.1330% per annum	¼ of 8.0000% per annum
Dividend Per Share	₱17.8325 per share	₱20.0000 per share
Dividends	₱148,750	₱333,170

The total dividends amounting to ₱481.92 million were paid on February 27, 2026.

ACRI

Acquisition of Additional Interest in URH

On February 4, 2026, ACRI acquired an additional 50% interest in URH from UPC Asia Pacific Holdings Pte. Ltd. for a cash consideration of US\$20.0 million with earn-out of up to US\$20.0 million payable based on the development of qualifying renewable energy and battery storage projects in India through to December 31, 2032.

Prior to this acquisition, ACRI held a 50% voting interest in URH, which was accounted for as an investment in joint venture using the equity method.

As a result of this transaction, ACRI increased its ownership from 50% to 100%, obtaining control of URH. Consequently, URH became a subsidiary of the Group, and the results of its operations will be consolidated from the acquisition date and onwards. This acquisition is expected to strengthen the Group's presence in India and supports its broader ambition to scale renewables across key growth markets in Asia-Pacific.

As the acquisition occurred after the reporting date, it does not affect the amounts recognized in the Group's consolidated financial statements as at and for the year ended December 31, 2025.

Additional Drawdowns from Existing Loan Facilities from Related Parties

On January 2, 2026, ACRI made additional drawdowns under its existing Facility Agreement with ACEN Vietnam Investments Pte Ltd amounting to US\$27.00 million and US\$51.60 million.

Additional Drawdowns from Existing Loan Facilities to Related Parties

On January 5, 2026, ACEN-Silverwolf made additional loan drawdown under its existing term loan amounting to US\$0.10 million.

On January 27, 2026, IBV ACEN made additional subscriptions to Rate 2 Preference Shares amounting to \$1.90 million.

Subscription Deposit to Related Parties

On January 2, 2026, the Group made subscription deposit to ACEN Australia Holdings Pty Ltd (ACEN Australia) amounting to US\$4.70 million.



On January 27, 2026, the Group made subscription deposit to ACEN Australia amounting to US\$4.10 million.

On January 28, 2026, the Group made subscription deposit to ACEN Pilbara amounting to US\$0.98 million.

Collection of Loans to Related Parties

On January 5, 2026, BIMRE repaid the principal and interests of its shareholder loan to ACEN Vietnam Investments Pte Ltd amounting to US\$52.05 million.

Dividends

On January 2, 2026, ACEV declared dividends to ACRI amounting to US\$30 million.

Transfer of Shares to ACEN C&I Asia HK Limited

On January 12, 2026, ACRI transferred 10,000,000 ordinary shares to ACEN C&I Asia HK Limited amounting to US\$1.



Item 6: Management's Discussion and Analysis or Plan of Operations

The following discussion and analysis of the financial position and results of operations of ACEN Corporation ("ACEN" or the "Company") and its subsidiaries (the "Group") should be read in conjunction with the audited consolidated financial statements of the Group as at December 31, 2025 and 2024 and for the years ended December 31, 2025, 2024 and 2023. The audited consolidated financial statements of the Group have been prepared in compliance with the Philippine Financial Reporting Standards (PFRS) Accounting Standards.

2025

Corporate Highlights:

- In February 2025, ACEN achieved **Leadership** level and an **A-** rating for its climate actions from CDP, the global non-profit that assesses corporate environmental transparency and performance in climate change, deforestation and water security. This marks an improvement from ACEN's previous B rating, underscoring the company's continued commitment to climate action and transparency. To attain Leadership status, companies must demonstrate best practices in climate action, environmental governance, transparency, risk management and target setting. CDP scores organizations from A (highest) to D- (lowest) based on the comprehensiveness of their disclosures, awareness of environmental issues, management strategies and progress toward sustainability goals.
- In March 2025, ACEN executed a Share Purchase Agreement and Deed of Absolute Sale with Negros Island Solar Power, Inc. ("Islasol") and Asian Energy Impact Trust Plc ("AEIT") for the sale by AEIT of its seven thousand three hundred seventy-one (7,371) Redeemable Preferred Shares E ("RPS E") in Islasol to ACEN. Upon the completion of the sale, but subject to obtaining the requisite Electronic Certificate Authorizing Registration (eCAR) from the Bureau of Internal Revenue ("BIR"), ACEN will acquire full ownership of Islasol.
- In March 2025, ACEN acted as a sponsor, share security grantor, guarantor, and grantor of Giga Ace 6, Inc. (GA6), the corporate entity for the first phase of the Quezon North Onshore Wind Power Project, for an omnibus loan and security agreement with the Bank of the Philippine Islands, BDO Unibank, Inc., and Rizal Commercial Banking Corporation, together as Senior Lenders, and BDO Unibank, Inc. – Trust Investment Group as the Facility Agent, Paying Agent and Security Trustee, for a senior secured green term loan facility in the amount of up to ₱34.41 billion to partially finance GA6's 344.5 MWp wind plant.
- In April 2025, ACEN Australia, a subsidiary of ACEN, completed the AUD750 million portfolio debt financing of its operating renewable assets and financing for new projects in Australia, cementing its position as a long-term investor in Australia's clean economy. The transaction supports the financing of ACEN Australia's near-complete 520 MWdc (400 MWac) Stubbo Solar project in New South Wales ("NSW") Australia, and follows first generation from Stage 1 of its 521 MWdc (400 MWac) New England Solar project in 2023. The transaction was supported by a group of eleven (11) leading Australian and international lenders, broadening ACEN Australia's financial partnerships and underscoring strong market confidence in ACEN's track record and growth strategy.
- In May 2025, ACEN announced that Mitsubishi Corporation ("Mitsubishi") and its subsidiary, Diamond Generating Asia, Limited ("DGA"), have joined the Company, GenZero, and Keppel Ltd. ("Keppel") in exploring a potential collaboration, through a pioneering effort that leverages the Transition Credits mechanism, for the early retirement and replacement of the generation output of the 246 MW South Luzon Thermal Corporation's coal-fired power plant in the Philippines with clean and reliable energy. Mitsubishi and DGA formally entered the collaboration through the signing of a Deed of Accession to the Memorandum of Understanding established in 2024 between ACEN, GenZero and Keppel. This potential partnership aims to evaluate the feasibility of leveraging

Transition Credits through a pioneering initiative that demonstrates how innovative financial mechanisms can accelerate the early retirement of coal-fired power plants in favor of sustainable and clean alternatives. Mitsubishi and DGA's participation enhances access to the Japanese market, which plays a significant role in global decarbonisation efforts and could support the emissions trading scheme in Japan.

- In May 2025, ACEN Australia secured access rights to the Central West-Orana Renewable Energy Zone ("CWO REZ") for three of its major pipeline projects in NSW Australia which marks a significant step in the strategic growth and diversification of ACEN's Australian portfolio. The 920 MW Valley of the Winds, 600 MWac (780 MWdc) Birriwa Solar and 600 MW/2hr Birriwa Battery Energy Storage System ("BESS") projects secured the rights to connect to the new CWO REZ transmission infrastructure assets being delivered by ACE-REZ on behalf of the NSW Australian government following a competitive tender process. The Birriwa Solar and BESS projects were approved by the NSW Australia's Department of Planning in August 2024, and the Valley of the Winds project is in its final stage of the development planning review process.
- At the end of May 2025, ACEN signed definitive agreements with Copenhagen Infrastructure Partners' (CIP) Growth Markets Fund II to acquire a 25% minority stake in the latter's proposed offshore wind project in Camarines Sur, Philippines, subject to applicable regulatory approvals. With the project set to become one of the Philippines' first offshore wind project with a potential installed capacity of up to 1 GW, this underscores ACEN's commitment to unlocking the country's untapped offshore wind resource to accelerate energy transition. Positioned as among the most advanced offshore wind initiatives in the country, the project, located near the coast of San Miguel Bay in Camarines Sur, Philippines, leverages strategic site conditions, including abundant wind resources, shallow water depths to mitigate offshore wind challenges and close proximity to the shore and the nearest substation. The project's in-bay location also presents a lower typhoon risk, further ensuring stability in operations. The project is currently in its pre-development stage in anticipation of the Philippines' Department of Energy's 5th round of the Green Energy Auction (GEA-5) and will be subject to relevant regulatory approvals.
- In June 2025, ACEN's Executive Committee approved the sale to AC Energy and Infrastructure Corporation ("ACEIC"), the Company's majority shareholder, of ACEN's ownership interests in the special purpose companies owning diesel plants, namely – (i) Bulacan Thermal Inc. ("BTI", formerly Bulacan Power Generation Corporation) owning the 52MW diesel plant in Norzagaray, Bulacan, Philippines; (ii) One Subic Power Generation Corporation ("OSPGC") owning the 116MW diesel plant in Subic Freeport, Philippines; and (iii) La Union Thermal Inc. ("LTI", formerly CIP II Power Corporation) owning the 21MW diesel plant in Bacnotan, La Union, Philippines, through the Company's sale of all its outstanding common shares in these special purpose companies. This divestment helps ensure that the Company achieves its goal of reaching 100% renewable energy generation by the end of 2025. The completion of the transaction is subject to the satisfaction of agreed conditions precedent and the execution of definitive agreements. The sale was ratified by ACEN's Board of Directors on August 8, 2025 and the Deed of Absolute Sale of Shares between the Company and ACEIC was executed on August 29, 2025.
- In June 2025, ACEN, in partnership with its longtime strategic partner UPC Renewables, commenced the construction of two (2) renewable energy projects in India - a 420 MW solar farm in Rajasthan, India and a 120 MW wind farm in Karnataka, India. Slated for completion by early 2027, the projects are expected to generate a combined 1,158 GWh of clean electricity annually, enough to power around 241,000 homes and avoid over 876,000 tons of annual carbon emissions. Together, the projects will also create over 1,500 green jobs during the construction phase, contributing to local employment and economic development.

- In July 2025, ACEN was recognized by the Philippines' Department of Environment and Natural Resources ("DENR") across three (3) regions in the Philippines for its outstanding contributions to environmental protection and climate action. In Region I, ACEN was named Best Environmental Partner for its forest conservation efforts alongside its wind and solar farms in Ilocos Norte and Pangasinan. In Region III, ACEN was recognized for having the most DENR-approved renewable energy projects, including SanMar Solar and Palauig Solar. In Region VI, the Company's Guimaras Wind project was commended for reforestation initiatives that planted over 45,000 trees.
- In August 2025, ACEN and its joint venture partners successfully commissioned the 600 MW Monsoon Wind Power Project in Laos, the first wind farm in the country and the first cross-border renewable energy project in Southeast Asia. The electricity generated by the plant's one hundred thirty-three (133) wind turbines is exported to Vietnam via a 500-kV transmission line under a twenty-five (25) year Power Purchase Agreement with Vietnam Electricity (EVN).
- In September 2025, ACEN Australia received federal government approval for its 900 MW Robbins Island Wind project in Tasmania, Australia. This AUD\$3 billion investment marks one of the largest private renewable energy developments in the state's history. The project is expected to power up to 500,000 homes and inject over AUD\$30 million annually into the local economy. It also includes an AUD\$27 million community benefits program and follows eight (8) years of rigorous environmental studies.
- In October 2025, ACEN Renewable Energy Solutions ("ACEN RES"), ACEN's retail electricity unit, secured its third consecutive Gold Award at the 2025 Stevie International Business Awards. ACEN RES made history as the first-ever recipient of the Omni-Channel Marketing Strategy of the Year award, beating nominations from all over the world, and was the only electricity retailer from the Philippines to receive such distinction.
- In November 2025, ACEN received Four (4) Golden Arrows for the third consecutive year at the 2025 ASEAN Corporate Governance Scorecard (ACGS) Golden Arrow Awards, conferred by the Institute of Corporate Directors. ACEN was among 116 publicly listed companies recognized and one of only 17 to earn the Four (4) Golden Arrows distinction, underscoring its strong and consistent corporate governance practices as it advances the energy transition in the Asia-Pacific region.
- In December 2025, ACEN Australia's Stubbo Solar project achieved full commercial operations, becoming the first solar generator supported by a Long Term Energy Service Agreement (LTESA) to reach this milestone and marking a significant step in NSW Australia's clean energy transition. The AUSD\$760 million - 520 MWdc (400 MWac) project, developed ahead of the CWO REZ, ranks among the largest solar projects ever built in Australia and reflects strong public and private collaboration. The project is designed with a provision for a 200 MW / 800 MWh BESS, enhancing grid reliability by providing firming capacity.

Operating Highlights:

- As of December 31, 2025, ACEN has 7,001 megawatts (MW) of net attributable renewable capacity from projects in operation, under construction, and committed, within, and outside, the Philippines.

- The project status split of the 7,001 MW net attributable renewable capacity is:

- 61% or 4,295MW in operation;
- 36% or 2,510MW under construction; and
- 3% or 196MW committed.

Committed capacity (project status) refers to a project that was approved by ACEN's Board of Directors but has not yet received the notice to proceed with construction.

- The geographical split of the 7,001MW net attributable renewable capacity is:

- 35% or 2,429MW – Philippines
- 24% or 1,689MW – India
- 18% or 1,242MW – Australia
- 17% or 1,213MW – Vietnam - Lao PDR
- 2% or 107MW – Indonesia
- 2% or 142MW – United States of America
- 1% or 64MW – Malaysia
- 1% or 116MW – Others, primarily rooftop solar from the NEFIN partnership across several countries in Southeast Asia

- The technology split of the 7,001MW net attributable renewable capacity is:

- 66% or 4,625MW – Solar
- 28% or 1,958MW – Wind
- 4% or 304MW – Battery
- 2% or 115MW – Geothermal

- The table below presents the selected data on the Group's renewable portfolio in operation and under construction as of December 31, 2025, with a total of 6,805MW net attributable capacity.

Plant	Class	Technology	Geography	Status	Net Dependable Capacity (MW)	Approx. Economic Interest	Attributable Capacity (MW)
Pagudpud Wind (Bayog/Balaoi)	Renewable	Wind	Philippines	Operating	160	100%	160
North Luzon Renewables	Renewable	Wind	Philippines	Operating	81	81%	66
Capa Wind (Amihan)	Renewable	Wind	Philippines	Operating	70	81%	57
Guimaras Wind	Renewable	Wind	Philippines	Operating	54	100%	54
Northwind	Renewable	Wind	Philippines	Operating	52	100%	52
Monsoon Wind	Renewable	Wind	Lao PDR	Operating	600	24.4%	146
Stockyard Wind	Renewable	Wind	United States	Operating	129	85%	110
Chestnut Flats Wind	Renewable	Wind	United States	Operating	38	85%	32
Quang Binh Wind	Renewable	Wind	Vietnam	Operating	252	80%	202
Ninh Thuan Wind (BIM Wind)	Renewable	Wind	Vietnam	Operating	88	82.15%	72
Lac Hoa & Hoa Dong Wind	Renewable	Wind	Vietnam	Operating	60	80%	48
Mui Ne Wind	Renewable	Wind	Vietnam	Operating	84	50%	42
SanMar Solar 1 & 2	Renewable	Solar	Philippines	Operating	385	100%	385
Alaminos Solar	Renewable	Solar	Philippines	Operating	120	100%	120

Plant	Class	Technology	Geography	Status	Net Dependable Capacity (MW)	Approx. Economic Interest	Attributable Capacity (MW)
Cagayan North Solar (CleanTech/ NAREDCO)	Renewable	Solar	Philippines	Operating	133	80%	106
Islasol	Renewable	Solar	Philippines	Operating	80	100%	80
Palauig 1 Solar	Renewable	Solar	Philippines	Operating	63	100%	63
Pangasinan Solar (Sinocalan)	Renewable	Solar	Philippines	Operating	60	100%	60
Arayat-Mexico Solar Phase 1 & 2	Renewable	Solar	Philippines	Operating	116	50%	58
Sacasol	Renewable	Solar	Philippines	Operating	45	100%	45
Montesol	Renewable	Solar	Philippines	Operating	18	100%	18
ACEN RE Tech Hub	Renewable	Solar	Philippines	Operating	4	100%	4
New England Solar Farm (NESF) Phase 1	Renewable	Solar	Australia	Operating	522	100%	522
Stubbo Solar	Renewable	Solar	Australia	Operating	520	100%	520
Masaya Solar	Renewable	Solar	India	Operating	420	80%	336
Sitara Solar	Renewable	Solar	India	Operating	140	80%	112
Paryapt Solar	Renewable	Solar	India	Operating	70	80%	56
Ninh Thuan Solar	Renewable	Solar	Vietnam	Operating	405	74.5%	302
SUPER (Solar NT) First Phase Closing ³	Renewable	Solar	Vietnam	Operating	287	49%	141
Khanh Hoa & Dak Lak	Renewable	Solar	Vietnam	Operating	80	80%	64
NEFIN	Renewable	Rooftop Solar	Various ⁴	Operating	114	100%	114
MGI	Renewable	Geothermal	Philippines	Operating	32	25%	8
Salak & Darajat Geothermal	Renewable	Geothermal	Indonesia	Operating	656	15%	98
Salak Binary Plant	Renewable	Geothermal	Indonesia	Operating	16	15%	2
Alaminos Battery Storage	Renewable	Battery	Philippines	Operating	40	100%	40
Quezon North 1 WPP	Renewable	Wind	Philippines	Under Construction	345	100%	345
Quezon North 2 WPP	Renewable	Wind	Philippines	Under Construction	208	100%	208
Sheo 1 -- Wind	Renewable	Wind	India	Under Construction	153	80%	122
Sheo 2 -- Wind	Renewable	Wind	India	Under Construction	153	80%	122
Bijapur	Renewable	Wind	India	Under Construction	120	80%	96
Maharashtra C&I Hybrid – Wind	Renewable	Wind	India	Under Construction	29	80%	24
Palauig 2 Solar	Renewable	Solar	Philippines	Under Construction	300	100%	300
SanMar Solar 3	Renewable	Solar	Philippines	Under Construction	200	100%	200
Tejorupa	Renewable	Solar	India	Under Construction	420	80%	336
Sheo 1 – Solar	Renewable	Solar	India	Under Construction	201	80%	161
Sheo 2 – Solar	Renewable	Solar	India	Under Construction	201	80%	161
Maharashtra C&I Hybrid – Solar	Renewable	Solar	India	Under Construction	124	80%	99
Dayasinar Solar	Renewable	Solar	Malaysia	Under Construction	40	80%	32

Plant	Class	Technology	Geography	Status	Net Dependable Capacity (MW)	Approx. Economic Interest	Attributable Capacity (MW)
Solarscape	Renewable	Solar	Malaysia	Under Construction	40	80%	32
NEFIN	Renewable	Rooftop Solar	Various ⁴	Under Construction	2	100%	2
Salak Unit 7 Expansion	Renewable	Geothermal	Indonesia	Under Construction	40	15%	6
New England BESS (2hr)	Renewable	Battery	Australia	Under Construction	200	100%	200
Sheo 2 -- Battery	Renewable	Battery	India	Under Construction	45	80%	36
Sheo 1 -- Battery	Renewable	Battery	India	Under Construction	35	80%	28
					Subtotal		6,805
					Committed Capacity		196
					Grand Total		7,001
Notes:							
1. Phases 2, 3, and 4 of the Solar NT acquisition are subject to completion of conditions precedent.							
2. Comprises of Mainland China, Hong Kong, Malaysia, Thailand, Taiwan, and Singapore.							

On August 29, 2025 the Group disposed its 68MW of net attributable capacity in diesel power plants in Bulacan, Subic, and La Union, Philippines.

- The attributable renewable generation output reached 7,009¹ gigawatt hours (GWh) at the end of 2025, reflecting a 20% increase compared to the same period in 2024. This notable growth is largely attributed to the ramp up and eventual full commercial operations of Stubbo solar plant and operationalization of Monsoon wind plant, along with the full year contributions from plants that became operational in 2024. Further, the additional economic stake in partner platforms in Vietnam contributed to the increase in output. This growth was tempered by reduced solar irradiance and grid curtailment experienced in the Philippines and Australia, as well as the ongoing turbine repairs in Northern Luzon, Philippines.

For the year ended December 31, 2025:

- Philippines' attributable renewable energy generation was recorded at 1,866² GWh, representing a 4% decrease compared to the previous year mainly driven by ongoing wind turbine repairs in Northern Luzon, overall lower solar irradiance and low wind regime. Plants' availability remains at par compared to last year.
- Australia's attributable output rose from 784 GWh in 2024 to 1,440 GWh in 2025, reflecting an 84% year-on-year increase. The growth is mainly attributed to the contribution of the Stubbo solar plant which reached full commercial operations in November 2025 (undergone testing and commissioning for the majority of 2025). The Stubbo solar plant contributed 569 GWh for the year ended December 31, 2025. The increase in attributable energy generation in the New England Solar Farm plant year-on-year is due to better plant availability, offset by lower solar irradiance and grid curtailment.
- ACEN Investments' (pertains to international operations, excluding Australia) output rose from 3,064 GWh in 2024 to 3,703 GWh in 2025, reflecting a 21% year-on-year increase. The growth is mainly attributed to the contribution from the Monsoon wind plant's operationalization, strong wind resource in Vietnam and the increased economic stake of ACEN in partner platforms in Vietnam.

¹ 7,070 GWh including output from diesel plants

² 1,927 GWh including output from diesel plants

- The Philippine business contracts a significant portion of its capacity through the Feed-in-Tariff (“FIT”) program, Retail Electricity Supply (“RES”) with commercial and industrial customers, and Power Purchase Agreements (PPA) with both distribution utilities and a limited number of industrial customers. Any supply that is not sold to a contracted customer is sold to the Wholesale Electricity Spot Market (“WESM”) and is referred to as uncontracted sales. The spot market position reflects the difference between the contracted and uncontracted volumes.
- The Philippines’ net selling position for the year ended December 31, 2025 stood at 1,587 GWh, which is an increase of 40% compared to the same period in 2024. The growth is due to an increase in merchant capacity following the termination of baseload and mid-merit contracts with Meralco in November 2024 and the full year contribution from new plants that reached full commercial operations in 2024.
- Contracted capacity for Philippines for the year ended December 31, 2025 stood at 58.5% compared to 77.3% as of the year ended December 31, 2024. The decline is due to the aforementioned termination of supply contracts with Manila Electric Company (“Meralco”). Due to greater capacity available in the portfolio of ACEN Australia (due to ramp up of Stubbo solar), the contracted capacity temporarily dropped to 32.9% in 2025 from 39.9% in 2024. The intention is for contracted capacity in Australia to increase up to 40% upon a full year of commercial operations of the Stubbo solar plant. For the years ended December 31, 2025 and 2024, ACEN Investments is 100% contracted.
- Construction updates as of December 31, 2025 are:

Project Name	Technology	Geography	Attributable Capacity (in MW)	% Completion	Estimated Annual Output (in GWh)	Target Completion
Palauig 2	Solar	Philippines	300	96.67% ¹	453	Q4 2026
San Mar Phase 3	Solar	Philippines	200	13.00%	298	Q1 2027
Sual	Solar	Philippines	69	2%	109	Q4 2026
Quezon North	Wind	Philippines	553	17% ²	1,730	QN 1: Q4 2027 QN 2: Q1 2028
Palauig 1 BESS	Battery	Philippines	35	2%	--	2027
New England BESS	Battery	Australia	200	74% ³	--	Q2 2026
Maharashtra Hybrid	Solar and Wind	India	153	64%	290	Q1 2026
Tejorupa	Solar	India	420	5%	762	Q1 2027
Sheo 1 Hybrid	Solar, Wind and Battery	India	389	5%	894	Q1 2027
Sheo 2 Hybrid	Solar, Wind and Battery	India	399	5%	886	Q1 2027
Bijapur	Wind	India	120	5%	381	Q1 2027
Salak & Darajat Unit 7	Geothermal	Indonesia	40	38%	320	Q1 2027
Dayasinar	Solar	Malaysia	40	69%	320	Q1 2026
Solarscape	Solar	Malaysia	40	51%	320	Q1 2026
Sonagazi	Solar	Malaysia	68	17%	96	--

1. Palauig 2 solar plant only; 2. Phase 1 only; 3. % disbursed of overall project cost

Financial Highlights:

The Group posted a consolidated net income attributable to equity holders of the Parent Company amounting to ₱3,775.40 million for the year ended December 31, 2025 (compared to ₱9,360.01 million in the year ended December 31, 2024). The consolidated net income attributable to common shareholders of the Parent Company amounted to ₱1,847.72 million and ₱7,432.33 million for the years ended December 31, 2025 and 2024, respectively.

The significant year-on-year decline was primarily driven by the impairment provision (no cash impact) made in respect to two wind projects in Vietnam, namely Lac Hoa and Hoa Dong projects (see discussion below), and a range of operational challenges across various regions. These challenges encompassed depressed spot prices in the Philippines and Australia, poor solar irradiance, grid curtailment and plant availability issues in Northern Luzon, Philippines. In addition, the full-year depreciation recognized in 2025 for plants undergoing testing and commissioning in parts of 2024 contributed to the decline. The significant year-on-year decline in consolidated net income in 2025 was partly offset by a one-time adjustment arising from revised Feed-in Tariff (FIT) rates in the Philippines, following the ERC Advisory issued on 27 February 2026 that revised and clarified Resolution No. 28, Series of 2025, which required the Group to update its 2025 financial statements. This resulted in a one-time increase to net income attributable to equity holders of the Parent Company of ₱608.4 million reflecting the cumulative impact of adjusted FIT rates for the period 2021 to 2025.

Despite the various challenges encountered in 2025, the Group achieved a 20% year-on-year increase in attributable renewable generation output. This strong growth is attributed to several key factors – (i) Stubbo solar plant ramp up, thus reaching full commercial operations in November 2025; (ii) start of operations of the Monsoon wind plant which significantly boosted output; (iii) full year contributions from plants which became operational in 2024; and (iv) increased economic stake in partner platforms in Vietnam.

In the Philippines, renewable energy production increased due to the launch of new facilities, despite some wind turbines in Northern Luzon being out of operation or under maintenance. Outside the Philippines, renewable energy production grew in every market. This growth was fueled by favorable wind and solar conditions in certain markets as well as the addition of new capacity in regions like Australia - highlighted by new projects such as Stubbo solar and Monsoon wind.

In 2025, WESM prices in the Philippines declined sharply, with average settling at ₱3.57/kWh, down 28% year-on-year, primarily driven by slower demand growth but ample supply. Year 2025 saw generally lower contracting demand, except in Q1, while supply conditions were boosted by strong hydro generation (about one-third higher than 2024), the addition of ~1.4 GW of new gas capacity, and ~0.6 GW of new solar. Prices peaked in March 2025 at ₱5.32/kWh due to elevated demand, thermal outages, and tight reserves, but trended downward from Q2 onwards as demand softened and El Niño conditions eased. Heavy rains and further solar injections pushed prices to multi-year lows, with September 2025 posting the lowest monthly price at ₱2.49/kWh. By Q4, demand stabilized and hydro output tapered, briefly lifting prices in October 2025, but additional solar capacity capped any sustained recovery, keeping full-year prices subdued. All these circumstances resulted to weak spot prices in 2025 compared to 2024.

In 2025, Australia's NEM spot prices were moderate overall but remained volatile, reflecting the interaction of expanding renewable supply and episodic weather-driven tightness. Average prices trended lower year-on-year as significant new wind, solar, battery, and gas capacity improved system capacity and increased the frequency of low and negative pricing during periods of strong renewable output, particularly in the middle of the day. However, prices spiked intermittently during extreme heat and cold

events—most notably in winter—when demand surged and wind output dropped sharply, compounded by coal unit outages, leading to short-lived but severe price volatility. As 2025 progressed, improved generation availability, higher renewable penetration, and greater battery dispatch dampened sustained price pressures, resulting in softer prices toward year-end despite peak summer demand, underscoring a market increasingly characterized by lower average prices but with higher intraday volatility.

Solar plants that were in testing and commissioning in parts of 2024, including San Marcelino Solar Phases 1 and 2 (Philippines), Cagayan North Solar (Philippines), and New England Solar Farm 1 (Australia), have recognized full-year depreciation in 2025. Depreciation was not recognized for these solar plants during their testing and commissioning phase.

There were no material divestment leading to a value realization gain in 2025 (as compared to the partial divestment of Mui Ne in 2024 where a value realization gain was recognized).

Overhead expenses, shown as general and administrative expenses in the audited consolidated statements of income, increased year-on-year driven by growth in overall business and pre-development expenses for building future capacity, tempered by the capitalization of development expenses for projects under construction.

The tables below summarize the Group’s audited consolidated results of operations for the years ended December 31, 2025 and 2024:

Revenues (amounts in Thousands) :

	2025	2024	Increase (Decrease)	
			Amount	%
Revenue from sale of electricity	₱30,992,361	₱36,134,274	(₱5,141,913)	(14)
Dividend income	477,863	515,961	(38,098)	(7)
Rental income	70,597	69,597	1,000	1
Other revenues	481,228	580,570	(99,342)	(17)
	₱32,022,049	₱37,300,402	(₱5,278,353)	(14)

- **Revenue from sale of electricity** declined year-on-year due to several key factors – (i) termination of the Power Supply Agreement with Meralco (200MW baseload and 110MW mid-merit demand) last November 2024; (ii) lower WESM prices in the Philippines; and (iii) reduced output in both the Philippines and Australia due to plant availability issues in Northern Luzon, Philippines and lower solar irradiance and grid curtailment. With the absence of the Meralco contracts, a new trading strategy was adopted with uncontracted third-party supply. It involves instructing a third-party supplier (South Luzon Thermal Energy Corporation or “SLTEC”) to sell supply directly to the spot market, rather than to ACEN, when spot prices fall below SLTEC's cost of supply. However, the decrease in revenue was offset by (i) the contribution of Stubbo solar plant, which reached full commercial operations in November 2025, (ii) the increase in retail customers from the RES business, and (iii) the one-time upward FIT rate adjustment due to ERC’s approval of the 2021-2025 AARs. The RES portfolio expanded to 653MW, marking a 163% increase year-on-year, with more commercial and industrial customers and contracts linked to Distribution Utility (DU) rates. As of December 31, 2024, the RES portfolio stood at 554MW.
- **Dividend income** is derived from investments where the Group does not hold voting interest.
- **Rental income** primarily comes from land leases with third parties.

- **Other revenues** include management fees earned by ACEN from its joint ventures and bulk water sales.

Costs and Expenses (amounts in Thousands):

	2025	2024	Increase (Decrease)	
			Amount	%
Costs of sale of electricity				
Cost of purchased power	₱17,805,217	₱22,043,543	(₱4,238,326)	(19)
Depreciation and amortization	3,042,933	2,023,059	1,019,874	50
Fuel	230,531	1,018,764	(788,233)	(77)
Others	2,703,402	2,273,213	430,189	19
	23,782,083	27,358,579	(3,576,496)	(13)
General and administrative expenses				
Provision for impairment	4,179,327	1,135,006	3,044,321	268
Personnel costs, management and professional fees	1,880,366	3,133,250	(1,252,884)	(40)
Depreciation and amortization	784,305	569,218	215,087	38
Others	2,504,411	2,145,290	359,121	17
	9,348,409	6,982,764	2,365,645	34
	₱33,130,492	₱34,341,343	(₱1,210,851)	(4)

- The **costs of sale of electricity** declined primarily due to lower power purchases following the termination of the Meralco Power Supply Agreements, which previously exposed the Group to time-of-day mismatch risk. This mismatch occurs when the hourly profile of energy supply from own generation and third-party sources is not aligned with customer demand, resulting in periods where the Group is structurally long or short. The termination of the Meralco Power Supply Agreements resulted in an excess supply from third parties, significantly decreasing the Group's spot market purchases to meet its contracted demand.

The decrease in the cost of purchased power was offset by the increase in depreciation and amortization largely due to the 2025 full-year depreciation of solar plants which started commercial operations in 2024, including San Marcelino Solar Phases 1 and 2 (Philippines), Cagayan North Solar (Philippines), and New England Solar Farm 1 (Australia). These solar plants were under testing and commissioning as at various months in 2024, thus, not yet subjected to depreciation.

San Marcelino Solar Phases 1 and 2 and Cagayan North Solar, both in the Philippines, started commercial operations, and commenced depreciation, in September 2024 and October 2024, respectively, while New England Solar 1 (Australia) achieved commercial operations in April 2024 and began recognizing depreciation in May 2024. Certain turbines of Pagudpud Wind reached commercial operations in August 2025, and accordingly, recognized depreciation for these turbines.

- **General and administrative expenses** increased year-on-year driven by growth in overall business and pre-development expenses for expansion. The general and administrative expenses includes provisions for expected credit losses on convertible and development loans, and bridge financing, including the related accrued interest receivables, from Vietnam Wind Energy Limited (UPC Vietnam Wind) and UPC-AC Energy Solar Limited (UPC-ACE Solar).

In 2025, the Group recognized a total provision for impairment of ₱3,031.67 million (US\$53.79 million), including a one-off impairment of ₱2,731.17 million (US\$50.2 million) recognized in the 2nd quarter of 2025, on its UPC Vietnam Wind project, which is comprised of the 30 MW Lac Hoa and 30 MW Hoa Dong wind farms. Following the finalization of the Tariff Agreement for the UPC Vietnam Wind project with Vietnam Electricity (EVN) in June 2025, the reduced tariff (compared to the initial tariff) will result to reduced revenues, and such reduction in revenues will negatively impact the ability of the joint venture company owning the project to fully service its financial obligations to ACEN. The tariff reduction is a result of the delayed completion of the UPC Vietnam Wind project, which missed the FIT deadline in October 2021. This delay was attributed to pandemic-related restrictions, supply chain disruptions, and delays in project execution.

Operations commenced on February 20, 2024, for Hoa Dong, and March 11, 2024, for Lac Hoa, with the official Commercial Operations Date (COD) reached in December 2023. Since the start of operations, the plants have been operating under a provisional Power Purchase Agreement (PPA) at VND793/kWh, which is about half of the EVN tariff ceiling of VND1,587/kWh. This provisional rate is denominated in VND and does not have US\$ indexation, unlike the assumed FIT in the investment case of US\$0.085/kWh. The final Power Purchase Agreement (PPA) tariff is confirmed at VND1,578.9/kWh, or 99.49% of the EVN ceiling. This rate will be applied retroactively to the start of operations.

The Group began recognizing partial impairments in 2022, considering the impact on future project cash flows.

Equity in Net Income of Associates and Joint Venture (amounts in Thousands):

	2025	2024	Increase (Decrease)	
			Amount	%
Philippines	₱1,581,087	₱1,014,046	₱567,041	56
Netherlands	1,408,619	1,072,357	336,262	31
Vietnam	522,613	43,976	478,637	1,088
India	390	(180,058)	180,448	100
Indonesia	(8,978)	(30,919)	21,941	71
United States of America (USA)	(883,091)	(619,747)	(263,344)	(42)
Others	88,674	(108,689)	197,363	182
	₱2,709,314	₱1,190,966	₱1,518,348	127

Year-on-year movements mainly due to:

- **Philippines:** The increase reflects the impact of generally favorable wind conditions in 2025 and the net upward FIT rate adjustments from the ERC approved AARs for 2021-2025. It also includes the share in the net income from Ingrid Power Holdings, Inc., a diesel power plant that generated income from the reserve market beginning June 2024.
- **Vietnam:** The increase is attributed to slightly favorable wind conditions in 2025 (compared to 2024) and the full-year impact of the additional ownership interest acquired by the Group in the 4th quarter of 2024 in wind and solar power plants. These increases were tempered by higher foreign exchange losses due to the appreciation of US\$ versus VND. The project finance of selected Vietnam projects is in US\$, while the functional currency of these projects is VND. Consequently, the forex losses associated with the entire value of the project finance are booked through the income statements of the relevant projects but will be serviced over time since the tariffs of these projects are US\$-linked.

- **India:** The uplift is due to the impact of Masaya Solar's full year operations in 2025 combined with the continued capitalization of costs of projects under construction.
- **Indonesia:** The lower share in pre-operating losses reflects the impact of the Group's full divestment in Sidrap Wind in April 2024. The remaining investment in Salak-Darajat is included under Netherlands and Indonesia because the Group's investment in Salak-Darajat is through a Dutch layer company in the Netherlands. Salak-Darajat's geothermal plant performance improved in 2025, primarily driven by increased steam production, which supported higher generation.
- **USA and other regions:** The higher share in pre-operating losses is due to the ramp up of activities for projects under construction or refurbishment.

Other Income (Charges) (amounts in Thousands):

	2025	2024	Increase (Decrease)	
			Amount	%
Interest and other finance income				
Accounts and notes receivable (i)	₱2,926,037	₱2,428,544	₱497,493	20
Investments in redeemable preferred shares and convertible loans (ii)	2,565,251	2,916,233	(350,982)	(12)
Cash in banks and short-term deposits (iii)	711,003	989,573	(278,570)	(28)
	6,202,291	6,334,350	(132,059)	(2)
Interest and other finance charges	(5,363,662)	(3,292,071)	2,071,591	63
Other income - net				
Gain on disposal of assets	131,529	2,638,008	(2,506,479)	(95)
Others	1,350,619	1,112,085	238,534	21
	1,482,148	3,750,093	(2,267,945)	(60)
	₱2,320,777	₱6,792,372	(₱4,471,595)	(66)

- The year-on-year movements of **Interest and other finance income** are attributable mainly to:
 - Increase in interest income earned from loans extended to projects with partners following the growth of the Group's portfolio.
 - Decrease of dividend income from the investments in India due to a change in the features of the investment, which now requires the declaration of dividends prior to its income recognition (previously, income was recognized without the need for a dividend declaration). The decrease was tempered by higher interest income recognized on the existing redeemable preferred shares that have a compounding feature, where interest earned is added back to the principal amount, resulting to a higher base amount earning interest.
 - Decrease in interest income earned from cash in banks and short-term deposits due to the deployment of funds raised from financing activities to projects under construction.
- The year-on-year increase in **Interest and other finance charges** is largely due to substantially higher short-term and long-term loans, mainly from the drawdown of a syndicated green term loan facility by ACEN Renewables International Pte. Ltd. ("ACRI"), a wholly owned subsidiary

of ACEN, and loan drawdowns by ACEN to fund its equity contributions to renewable energy projects, where the Group does not have a controlling interest, that are at pre-development or construction stages. Further, interest expense on loans drawn for project finance of several power plants that reached commercial operations in 2025 ceased to be capitalized, as part of the project costs in the balance sheet, and were recognized as expense in profit and loss for the period beginning from the date of the start of commercial operations.

- **Other income-net** is lower in 2025 (compared to 2024) due mainly to significant one-off gains recognized in 2024 – such as the (i) gain from the divestment of Sidrap Wind amounting to ₱962.90 million (US\$16.40 million); (ii) gain from the early extinguishment of a convertible loan with TBC amounting to ₱389.18 million (US\$6.97 million); and (iii) sale and leaseback transaction gain from AREIT amounting to ₱1,035.33 million. There were no significant one-off gains recognized in 2025.

Provision for or (Benefit from) Income Tax (amounts in Thousands):

			Decrease	
	2025	2024	Amount	%
Current income tax	₱653,000	₱892,495	(₱239,495)	(27)
Deferred income tax	(1,010,385)	(62,575)	(947,810)	(1515)
	(₱357,385)	₱829,920	(₱1,187,305)	(143)

- The year-on-year decrease in provision for **current income tax** is due to lower taxable income in 2025 compared to 2024.
- The higher benefit from **deferred income tax** in 2025 (compared to 2024) is driven mainly by the Group's recognition of deferred tax assets from its net operating loss carry over ("NOLCO"), partially offset by deferred tax liabilities recognized from costs that are capitalized. Deferred tax assets are recognized from NOLCO that can be deducted against future taxable income, up to the extent of NOLCO that is allowed to be applied against future taxable income.

The table below bridges the audited consolidated statutory earnings before interest, taxes, and depreciation and amortization (“EBITDA”) to Attributable EBITDA, then to Core Attributable EBITDA:

<i>Amounts in Thousands</i>	For the quarter ended		Increase (Decrease)		For the year ended		Increase (Decrease)	
	Q3 2025	Q4 2025	Amount	%	2025	2024	Amount	%
Revenues	₱7,273,025	₱9,032,751	₱1,759,726	24	₱32,022,049	₱37,300,402	(₱5,278,353)	(14)
Costs and expenses	(7,224,005)	(8,153,900)	(929,895)	13	(33,130,492)	(34,341,343)	1,210,851	(4)
Depreciation and amortization	975,659	993,670	18,011	2	3,827,238	2,592,277	1,234,961	48
Provision for impairment	285,910	308,672	22,762	8	4,179,327	1,135,006	3,044,321	268
Equity in net income of associates and joint ventures	570,108	730,364	160,256	28	2,709,314	1,190,966	1,518,348	127
Interest and other finance income from investments in redeemable preferred shares and convertible loans	575,414	660,857	85,443	15	2,565,251	2,916,233	(350,982)	(12)
Value realization	–	373,900	373,900	100	608,740	2,811,044	(2,202,304)	(78)
Interest and other finance income from accounts and notes receivables	660,028	761,983	101,955	15	2,926,037	2,428,544	497,493	20
Statutory EBITDA	3,116,139	4,708,297	1,592,158	51	15,707,464	16,033,129	(325,665)	(2)
Equity in net income of associates and joint ventures	(570,108)	(730,364)	(160,256)	28	(2,709,314)	(1,190,966)	(1,518,348)	127
Interest and other finance income from investments in redeemable preferred shares and convertible loans	(575,414)	(660,857)	(85,443)	15	(2,565,251)	(2,916,233)	350,982	(12)
Attributable EBITDA from associates and joint ventures	3,998,040	4,317,813	319,773	8	15,169,536	12,586,392	2,583,144	21
Attributable EBITDA	5,968,657	7,634,889	1,666,232	28	25,602,435	24,512,322	1,090,113	4
Value realization	(207,828)	–	207,828	(100)	(207,828)	(2,811,044)	2,603,216	(93)
Interest and other finance income from accounts and notes receivables	(660,028)	(761,983)	(101,955)	15	(2,926,037)	(2,428,544)	(497,493)	20
Core Attributable EBITDA	₱5,100,801	₱6,872,906	₱1,772,105	35	₱22,468,570	₱19,272,734	₱3,195,836	17

Material changes in the audited Consolidated Statements of Financial Position

Assets (amounts in Thousands):

	2025	2024	Increase (Decrease)	
			Amount	%
Current Assets				
Cash and cash equivalents	₱18,358,434	₱25,158,358	(₱6,799,924)	(27)
Current portion of:				
Accounts and notes receivable	24,763,585	22,763,923	1,999,662	9
Input value added tax (VAT)	2,471,774	2,793,187	(321,413)	(12)
Creditable withholding taxes	293,222	360,841	(67,619)	(19)
Financial assets at fair value through profit or loss (FVTPL)	1,412,681	5,704,353	(4,291,672)	(75)
Fuel and spare parts – at cost	227,521	974,526	(747,005)	(77)
Other current assets	1,954,353	1,376,921	577,432	42
Total Current Assets	49,481,570	59,132,109	(9,650,539)	(16)
Noncurrent Assets				
Investments in:				
Associates and joint ventures	46,823,966	42,735,003	4,088,963	10
Redeemable preferred shares and convertible loans	20,050,761	17,828,524	2,222,237	12
Financial assets at FVTPL	744,873	921,787	(176,914)	(19)
Financial assets at fair value through other comprehensive income (FVOCI)	13,279,340	12,116,639	1,162,701	10
Plant, property and equipment	148,280,390	121,852,460	26,427,930	22
Right-of-use assets	8,261,261	8,454,956	(193,695)	(2)
Goodwill and other intangible assets	26,341,205	25,599,005	742,200	3
Net of current portion:				
Accounts and notes receivable	19,807,659	17,809,515	1,998,144	11
Input VAT	3,389,211	3,042,624	346,587	11
Creditable withholding tax	4,262,508	3,681,895	580,613	16
Deferred income tax assets – net	3,085,546	3,316,975	(231,429)	(7)
Other noncurrent assets	17,980,570	13,050,739	4,929,831	38
Total Noncurrent Assets	312,307,290	270,410,122	41,897,168	15
Total Assets	₱361,788,860	₱329,542,231	₱32,246,629	10

- The year-on-year decrease in **Cash and cash equivalents** is largely attributable to the deployment of funds for projects under construction across geographies and land banking activities by the Group in the Philippines. These capital expenditures were funded by cash balance from 2024 and loan drawdowns in 2025.
- The current portion of **Accounts and notes receivable** is higher at end-2025, compared to end-2024, due mainly to additional trade receivables, net of collections, in 2025.
- **Input VAT (current and noncurrent)** increased year-on-year following the ramp up of activities that resulted to higher purchases of assets and services, tempered by the application of output VAT for the period.
- The current portion of **Creditable withholding taxes** decreased as amounts were applied against the income tax payable of the Group's taxable operating entities for the year ended December 31, 2025.

- The current portion of the **Financial assets at FVTPL** decreased year-on-year following the maturities of UITF investments, made by the Group through the Philippine local banks, in 2025. The funds generated by the Group from financing activities, while not yet deployed, were invested in UITF investments.
- **Fuel and spare parts – at cost** decreased largely as a result of the Group’s divestment of the entities owning diesel plants.
- **Other current assets** is higher year-on-year primarily due to additional prepayments for operating expenses made by the Group.
- The increase in **Investments in associates and joint ventures** in 2025 is due mainly to additional investments made, as follows (amounts in Thousands):

Investee Company	Place of incorporation and operations	Project	Project Location	Technology	Gross Capacity	For the years ended	
						2025	2024
Unlimited Renewables Holdings, B.V.	Netherlands	Tejorupa	India	Solar	102	₱1,697,292	₱151,018
Greencore Power Solutions 3, Inc.	Philippines	Arayat	Philippines	Solar	80	859,900	–
Yanara Philippines Corp.	Philippines	–	Philippines		–	452,919	307,903
PT UPC Sidrap Bayu Energi Tahap Dua	Indonesia	Sidrap 2	Indonesia	Wind	70	385,408	75,752
UPC Power Solutions LLC	USA	Stockyard & Chestnut Flats	USA	Wind	129	318,921	2,575,040
PT UPC Sukabumi Bayu Energi	Indonesia	Sukabumi	Indonesia	Wind	38	248,134	88,460
Monsoon Wind B.V.	Netherlands	Monsoon	Laos	Wind	150	82,271	82,963
PT UPC Lombok Timur Bayu Energi	Indonesia	Lombok	Indonesia	Wind	600	55,601	177,062
BIM Energy Holding Corporation	Vietnam	–	Vietnam	Wind	100	–	5,534,296
Yanara India B.V.	Netherlands	BN	India	Hybrid	–	–	3,559,287
Real Wind Energy Inc.*	Philippines	Maharashtra	Philippines	Solar-Wind	80	–	568,719
Philippine Wind Holdings Corporation	Philippines	Real Wind	Philippines	Wind	500	–	504,460
North Luzon Renewable Energy Corp.	Philippines	Capa Wind 2	Philippines	Wind	70	–	495,400
Others						90,129	61,114
Total						₱4,190,575	₱14,181,474

*RWEI was subsequently acquired as a subsidiary in 2024 (see Note 2)

- **Investments in redeemable preferred shares and convertible loans** pertain to the investments made for international projects (excluding Australia) in the form of redeemable preferred shares and convertible loans.
- The noncurrent portion of the **Financial assets at FVTPL** consists of the Compulsorily Convertible Debentures (“CCDs”) of Masaya Solar Energy Private Limited (“Masaya Solar”). Masaya Solar constructed the 420MW solar farm in the Central Indian state of Madhya Pradesh. The year-on-year

decrease is due mainly to the changes in fair value of the CCDs, calculated using the discounted cash flow method at a discount rate of 10.9%.

- The noncurrent portion of the **Financial assets at FVOCI** are largely investments in UPC-ACE Solar, Yanara, PT Puri Prakarsa Batam and IBV ACEN Renewables Asia Pte. Ltd. It also include the common shares obtained from the sale and leaseback transaction with AREIT (“AREIT shares”), the reclassified redeemable preferred shares from the investments in India (previously classified as investments in redeemable preferred shares and convertible loans), golf club shares held and investments in listed equity instruments. The AREIT shares are listed equity instruments where the fair value is based on the closing price as at the reporting date. The investments in UPC-ACE Solar’s redeemable preferred shares classes A and B are valued using a discount rate of 12.65%. For the year ended December 31, 2025, the unrealized fair value loss on the financial assets at FVOCI recognized in the Group’s audited consolidated statements of comprehensive income amounted to ₱2,560.21 million.
- The year-on-year increase in **Plant, property and equipment** is mainly attributed to capital expenditures for the following projects:

Project	Capacity (MW)	Location	% Completion	
			2025	2024
San Manuel Solar	60	Pangasinan, Philippines	100%	99.5%
Palauig 2 Solar	300	Zambales, Philippines	97%*	84%*
Quezon North Wind (Phase 1)	553	Quezon, Philippines	17%	—
San Marcelino Solar (Phase 3)	200	Zambales, Philippines	13%	5%
		Central Western		
		Tablelands, New South		
Stubbo Solar	520	Wales, Australia	100%	91%
		Uralla, New South		
New England BESS	200	Wales, Australia	74%	8%

**Excluding transmission line with 67.45% completion of 55% as of December 31, 2025 and 2024, respectively.*

- The year-on-year movement in **Right-of-use assets** reflects the Group's utilization of its leased assets.
- **Goodwill and other intangible assets’** increase represents the Group’s recognition of additional intangible assets in 2025, net of the amortization of leasehold and water rights for the period.
- The increase in noncurrent portion of **Accounts and notes receivables** is primarily due to loan drawdowns from Lac Hoa and Hoa Dong.
- The **Deferred income tax assets-net** is composed of future tax benefits mainly from temporary deductible differences (accrued expenses and lease liabilities), unused NOLCO, and excess minimum corporate income taxes (“MCIT”). The year-on-year decrease is due mainly to the utilization and expiration of NOLCO and MCIT during the period, and the reduction in lease liabilities resulting from passage of the lease term (lease payments).
- **Other noncurrent assets** increased year-on-year largely due to advances made for land acquisitions (for future renewable projects in the Philippines) and higher derivatives.

Liabilities and Equity (amounts in Thousands):

			Increase (Decrease)	
	2025	2024	Amount	%
Current Liabilities				
Accounts payable and other current liabilities	₱12,758,197	₱14,408,806	(₱1,650,609)	(11)
Short-term loans	11,299,890	5,600,000	5,699,890	102
Current portion of:				
Long-term loans	1,546,140	7,456,367	(5,910,227)	(79)
Lease liabilities	1,631,540	1,889,401	(257,861)	(14)
Income and withholding taxes payable	494,043	302,541	191,502	63
Due to stockholders	13,156	13,138	18	—
Total Current Liabilities	27,742,966	29,670,253	(1,927,287)	(6)
Noncurrent Liabilities				
Notes payable	33,467,881	33,056,481	411,400	1
Noncurrent portion of:				
Long-term loans	116,398,256	87,399,527	28,998,729	33
Lease liabilities	12,591,279	12,609,041	(17,762)	—
Pension and other employee benefits	306,925	329,025	(22,100)	(7)
Deferred income tax liabilities - net	551,192	1,454,664	(903,472)	(62)
Other noncurrent liabilities	9,882,884	7,580,040	2,302,844	30
Total Noncurrent Liabilities	173,198,417	142,428,778	30,769,639	22
Total Liabilities	200,941,383	172,099,031	28,842,352	17
Equity				
Common shares	39,965,935	39,691,895	274,040	1
Redeemable preferred shares	25,000	25,000	—	—
Additional paid-in capital	132,570,571	132,295,689	274,882	—
Other equity reserves	(58,996,243)	(59,450,345)	454,102	1
Unrealized fair value loss on equity instruments at FVOCI	(2,560,205)	(3,074,292)	514,087	17
Unrealized fair value loss on derivative instruments designated as hedges – net of tax	(325,366)	(592,720)	267,354	45
Remeasurement loss on defined benefit plans – net of tax	(45,104)	(64,414)	19,310	30
Accumulated share in other comprehensive loss of associates and joint ventures	(274,710)	(167,097)	(107,613)	(64)
Cumulative translation adjustments	11,612,280	8,590,223	3,022,057	35
Retained earnings	30,184,113	30,320,264	(136,151)	—
Treasury shares	(28,657)	(28,657)	—	—
Total equity attributable to equity holders of the Parent Company	152,127,614	147,545,546	4,582,068	3
Non-controlling interests	8,719,863	9,897,654	(1,177,791)	(12)
Total Equity	160,847,477	157,443,200	3,404,277	2
Total Liabilities and Equity	₱361,788,860	₱329,542,231	₱32,246,629	10

- **Accounts payable and other current liabilities** decreased year-on-year primarily due to the Group's settlement of payables to suppliers and service providers.
- **Short-term loans** pertain to the outstanding balance of loans from banks. These were availed to bridge working capital requirements.
- **Long-term loans (current and noncurrent)** increased due largely to the Group's additional drawdowns in 2025 from the various loan facilities – (i) by ACRI amounting to ₱15,255.59 million (US\$263.74 million) to fund projects and for working capital requirements; (ii) by ACEN Australia of ₱18,150.75 million (US\$319.55 million) to refinance NESF and to fund CAPEX requirements of

other existing projects; and (iii) by ACEN International amounting to ₱5,871.80 million to fund the development of new projects. In 2025, the Group made payments in the total amount of ₱22,684.48 million

- **Lease liabilities (current and noncurrent)** decreased as at end-2025 (from end-2024) mainly due to lease payments made in 2025.
- The year-on-year increase in **Income and withholding taxes payable** is largely from withholding taxes payable on various purchases in the Philippines for the period.
- The **Notes payable** pertains to the ₱10,000.00 million 5-year Green Bonds by ACEN and the US\$400.0 million U.S. dollar-denominated senior guaranteed undated fixed-for-life (non-deferrable) Green Bonds issued and listed in SGX-ST.
- Majority of the balance of the **Deferred income tax liabilities-net** pertains to the future tax liabilities of the recognized unrealized foreign exchange gains and right-of-use assets of the Group as at December 31, 2025.
- The balance of the Group's **Other noncurrent liabilities** as of December 31, 2025 includes contract liabilities and asset retirement obligations of renewable power plant projects in operation.
- The movement in **Unrealized fair value loss on equity instruments at FVOCI** is mainly attributable to the revaluation gain on AREIT common shares.
- **Unrealized fair value loss on derivative instruments designated as hedges-net of tax** decreased due largely to the movement of the derivative related to Long Term Energy Service Agreements in Australia.
- Movements of the **Remeasurement loss on defined benefit plans-net of tax** is due mainly from current service costs.
- The significant increase in **Accumulated share in other comprehensive loss of associates and joint ventures** is primarily attributable to the Group's share in cumulative transaction adjustments of associates and joint ventures recognized for the period.

The slight year-on-year decrease in **Retained earnings** resulted from dividend declarations (for shareholders owning common shares amounting to ₱1,983.87 million and for redeemable preferred shareholders amounting to ₱1,927.68 million, both attributable to the Parent Company), tempered by the Group's net income for the year.

- **Non-controlling interests** decreased in 2025 primarily due to the redemption of shares, and subsequent acquisition, by the Parent Company of its remaining equity interest in Negros Island Solar Power, Inc. ("Islasol") from Asian Energy Impact Trust Plc ("AEIT"). The transaction, which involved the purchase of 7,371 redeemable preferred shares, resulted in the Parent Company obtaining full ownership of Islasol, thereby eliminating the related non-controlling interest. The difference between the net assets purchased and the purchase price of Islasol resulted to movements in the Group's **Other equity reserves**.

Key Performance Indicators

The Group's key performance indicators are:

Key Performance Indicator	Formula	Dec 25	Dec 24	Increase (Decrease)	
				Amount	%
Liquidity Ratios					
Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$	1.78	1.99	(0.21)	(11%)
Acid test ratio	$\frac{\text{Cash + Short-term investments + Accounts receivables + Other liquid assets}}{\text{Current liabilities}}$	1.61	1.81	(0.20)	(11%)
Solvency Ratios					
Debt-to-equity ratio	$\frac{\text{Total liabilities}}{\text{Total equity}}$	1.25	1.09	0.16	15%
Asset-to-equity ratio	$\frac{\text{Total assets}}{\text{Total equity}}$	2.25	2.09	0.16	8%
Interest coverage ratio	$\frac{\text{Statutory earnings before interest and tax (EBIT)}^{(1)}}{\text{Interest expense}^{(2)}}$	1.53	2.27	(0.74)	(33%)
Net bank debt to equity ratio	$\frac{\text{Short \& long-term loans - Cash \& cash equivalents}}{\text{Total equity}}$	0.90	0.69	0.21	30%
Profitability Ratios					
Return on equity	$\frac{\text{Net income after tax attributable to equity holders of the Parent Company}}{\text{Average total stockholders' equity attributable to equity holders of the Parent Company}}$	2.52%	6.82%	(4.30%)	(63%)

Key Performance Indicator	Formula	Dec 25	Dec 24	Increase (Decrease)	
				Amount	%
Return on common equity	$\frac{\text{Net income after tax attributable to equity holders of the Parent Company (Common)}}{\text{Average common equity attributable to equity holders of the Parent Company (Common)}}$	1.48%	6.16%	(4.68%)	(76%)
Return on assets	$\frac{\text{Net income after taxes}}{\text{Average total assets}}$	1.24%	3.29%	(2.05%)	(62%)
Asset turnover	$\frac{\text{Revenues}}{\text{Average total assets}}$	9.26%	12.14%	(2.88%)	(24%)

(1) Statutory EBIT is Statutory EBITDA less depreciation and amortization expense

(2) Cash interest expense is gross of capitalized borrowing cost of ₱2,400.87 million and ₱2,634.81 million for the years ended December 31, 2025 and 2024, respectively.

Current ratio and Acid test ratio

Current and acid test ratios decreased due to lower current assets as at December 31, 2025, tempered by the decrease in current liabilities for the same period.

Debt-to-equity ratio and Asset-to-equity ratio

Debt-to-equity ratio increased largely due to the additional loan availments for the period, which were cushioned by the net income recognized for the year ended December 31, 2025. Asset to equity ratio went up as the increase in total assets slightly outpaced the increase in equity.

Interest coverage ratio

The higher interest expense, following the additional loan availments in 2025 to fund the ramp up of renewable projects, yielded a lower interest coverage ratio as at end of 2025. The increase in EBIT from the contribution of new capacities tempered the higher overhead costs due to overall business growth.

Net bank debt to equity ratio

Net bank debt to equity ratio increased from end of 2024 largely due to loan availments in 2025.

Asset turnover

The continued ramp up of capacity with sizeable renewable projects under construction results in an increase in average total assets compared to renewable projects that are selling power (i.e., movement in average total assets is faster than movement in revenue from new capacity in 2024). This resulted in lower asset turnover year-on-year.

Material events and uncertainties

- There were no events that triggered direct or contingent financial obligations that were material to the Group. Except as disclosed in the Group's audited consolidated financial statements, there were no contingent assets nor contingent liabilities since the last annual financial reporting date.

- There were no material off-balance sheet transactions, arrangements, obligations and other relationships of the Parent Company with unconsolidated entities or other persons created during the financial reporting period.
- There were no material events that had occurred subsequent to the Group's financial reporting date except for the events after the reporting period disclosed in Note 31 of the Group's audited consolidated financial statements.
- The Group has material commitments for capital expenditures or to invest in projects mainly in the following:
 - 288MWdc solar project in Buguey and Lal-lo, Cagayan and the proposed 300MWdc expansion of Gigasol Palauig solar project in Zambales;
 - 120MWdc solar power project in Alaminos, Laguna through Solarace1;
 - 150MW diesel plant in Pililla, Rizal through Ingrid, a joint venture of ACEN, ACEN Global Development Group, Inc. (Formerly: ACE Endeavor, Inc.) and APHPC;
 - 60MWdc solar power project in Palauig, Zambales through Gigasol3;
 - 50MWac (72MWdc) solar power project in Arayat and Mexico, Pampanga through Greencore 3, a joint venture of ACEN, ACEN Global Development Group, Inc. (Formerly: ACE Endeavor, Inc.) and Citicore;
 - 500MWdc solar power project in San Marcelino, Zambales through Santa Cruz Solar;
 - 2x20 MW Alaminos Battery Energy Storage System (BESS) Project through Giga Ace 4, Inc. (Giga Ace 4);
 - 160MW wind farm in Balaoi, Pagudpud, Ilocos Norte through BWPC, in partnership with UPC Renewables;
 - Investment into 4MW renewable energy laboratory in Bataan through Bataan BESS;
 - 521MWdc New England Solar Farm (NESF) and adjacent 50MW battery energy storage system located near Uralla in New South Wales through UPC-ACE Australia, a joint venture of ACEN and UPC Renewables Australia;
 - Various Vietnam wind farms:
 - 252MW wind farm in Quang Binh through AMI Renewables Energy Joint Stock Company
 - 88MW wind farm in Ninh Thuan through BIM Energy Joint Stock Co. ("BIME JSC")
 - 40MW second phase of the Mui Ne Wind Farm in Binh Thuan through the partnership with the Blue Circle.
 - 60MW Lac Hoa & Hoa Dong wind farm in Soc Trang through a joint venture with UPC
 - Funding of up to US\$100 million for new technology investments in the Philippines
- Any known trends, events, or uncertainties that have had or that were reasonably expected to have material favorable or unfavorable impact on net revenues/income from continuing operations
 - The results of operations of the Group depend, to a significant extent, on the performance of the Philippine economy
 - The current highly competitive environment and operation of priority-dispatch variable renewable energy resulted in lower demand for electricity and have driven market prices of electricity downward
 - Movements in the WESM prices could have a significant favorable or unfavorable impact on the Group's financial results
- Any known trends or any known demands, commitments, events, or uncertainties that will result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way
 - The Group is developing a line-up of renewable energy projects as part of its growth aspiration. The related capital expenditures shall be funded by a combination of equity and debt.

- There were no other significant elements of income or loss that did not arise from continuing operations that had a material effect on the financial condition or results of operations of the Group as at the reporting date.
- There were no operations subject to seasonality and cyclicalities except for the operation of wind farms. The wind regime is high during the northeast monsoon (“amihan”) season in the first and fourth quarters of the year when wind turbines generate more power to be supplied to the grid. The generation drops in the second and third quarters of the year due to low wind regime brought about by the southwest monsoon (“habagat”).

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
ACEN CORPORATION
35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner,
Makati Avenue, Makati City

We have audited the accompanying consolidated financial statements of ACEN CORPORATION and Subsidiaries (the Group), as at December 31, 2025 and for the year then ended, on which we have rendered the attached report dated March 9, 2026.

In compliance with Revised Securities Regulation Code Rule No. 68, we are stating that the above Group has 2,586 stockholders owning 100 or more shares each.

SYCIP GORRES VELAYO & CO.



Maria Veronica Andres R. Pore

Partner

CPA Certificate No. 90349

Tax Identification No. 164-533-282

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

SEC Partner Accreditation No. 90349-SEC (Group A)

Valid to cover audit of 2022 to 2026 financial statements

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-071-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10765107, January 2, 2026, Makati City

March 9, 2026



INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders
ACEN CORPORATION
35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner,
Makati Avenue, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of ACEN CORPORATION and subsidiaries, as at December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025, included in this Form 17-A and have issued our report thereon dated March 9, 2026. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Maria Veronica Andresa R. Pore

Maria Veronica Andresa R. Pore

Partner

CPA Certificate No. 90349

Tax Identification No. 164-533-282

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

SEC Partner Accreditation No. 90349-SEC (Group A)

Valid to cover audit of 2022 to 2026 financial statements

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-071-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10765107, January 2, 2026, Makati City

March 9, 2026



INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and Stockholders
ACEN CORPORATION
35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner,
Makati Avenue, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of ACEN CORPORATION and subsidiaries, as at December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025 and have issued our report thereon dated March 9, 2026. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Maria Veronica Andresa R. Pore
Partner
CPA Certificate No. 90349
Tax Identification No. 164-533-282
BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026
SEC Partner Accreditation No. 90349-SEC (Group A)
Valid to cover audit of 2022 to 2026 financial statements
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements
BIR Accreditation No. 08-001998-071-2023, October 23, 2023, valid until October 22, 2026
PTR No. 10765107, January 2, 2026, Makati City

March 9, 2026



**INDEPENDENT AUDITOR'S REPORT
ON THE SCHEDULE OF RECONCILIATION
OF RETAINED EARNINGS AVAILABLE
FOR DIVIDEND DECLARATION**

The Board of Directors and Stockholders
ACEN CORPORATION
35th Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner,
Makati Avenue, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of ACEN CORPORATION and subsidiaries (the Group) as at December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated March 9, 2026. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The accompanying Schedule of Reconciliation of Retained Earnings Available for Dividend Declaration is the responsibility of the Group's management. This schedule is presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and is not part of the basic consolidated financial statements. This has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Maria Veronica Andres R. Pore

Maria Veronica Andres R. Pore

Partner

CPA Certificate No. 90349

Tax Identification No. 164-533-282

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

SEC Partner Accreditation No. 90349-SEC (Group A)

Valid to cover audit of 2022 to 2026 financial statements

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-071-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10765107, January 2, 2026, Makati City

March 9, 2026



ACEN CORPORATION AND SUBSIDIARIES
INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES
FORM 17-A, ITEM 7

	<u>Page No.</u>
Consolidated Financial Statements	
Statement of Management’s Responsibility for Consolidated Financial Statements	Exhibit A
Report of Independent Public Accountants	Exhibit A
Consolidated Statements of Financial Position as at December 31, 2025 and December 31, 2024	Exhibit A
Consolidated Statements of Income for the years ended December 31, 2025 and 2024	Exhibit A
Consolidated Statements of Comprehensive Income for the years ended December 31, 2025 and 2024	Exhibit A
Consolidated Statements of Changes in Equity for the years ended December 31, 2025 and 2024	Exhibit A
Consolidated Statements of Cash Flows for the years ended December 31, 2025 and 2024	Exhibit A
Notes to Consolidated Financial Statements	Exhibit A
Supplementary Schedules	
Report of Independent Public Accountants on Supplementary Schedules	
A. Financial Assets	Attachment I
B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties) *	Not Applicable
C. Accounts Receivable and Payable from Related Parties which are eliminated during the consolidation of financial statements	Attachment I
D. Long-Term Debt	Attachment I
E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)	Attachment I
F. Guarantees of Securities of Other Issuers*	Attachment I
G. Capital Stock	Attachment I
Reconciliation of Retained Earnings Available for Dividend Declaration	Attachment II
Map of Relationships of the Companies within the Group	Attachment III
Financial Soundness Indicators	Attachment IV
Schedule of External Auditor Fee-related Information	Attachment V
<i>*These schedules are either not required, not applicable or the information required to be presented is included in the Company’s consolidated financial statements or notes to consolidated financial statements.</i>	

Attachment I

ACEN CORPORATION AND SUBSIDIARIES**Schedule A. Financial Assets****December 31, 2025****(Amounts in Thousands)**

Name of Issuing Entity and Association of each Issue	Number of Shares or Principal Amount of Bonds and Notes	Amount Shown in the Balance Sheet	Value Based on Market Quotations at Balance Sheet Date	Income Received and Accrued
Financial assets at fair value through profit or loss (FVTPL)		₱2,157,554	₱2,157,554	₱–
Financial assets at fair value through other comprehensive income (FVOCI)		13,279,340	13,279,340	–
Investments in other financial assets at amortized cost				
Redeemable preferred shares				
Investment in AAR		7,372,524	6,196,495	996,511
Investment in Impact Wind		3,785,805	3,785,805	300,430
Investment in BIM Wind		2,365,822	3,036,423	332,390
Investment in NEFIN		2,040,013	2,040,013	61,537
Investment in BIMRE		1,433,692	1,921,163	187,333
Investment in BIME		250,163	208,330	41,186
Subscription deposits				
Investment in ACEN C&I HK Limited		515,447	515,447	–
Investment in ACEN Australia Holdings Pty Ltd		355,860	355,860	–
Investment in PT Nefin Solar Asset		38,970	38,970	–
Investment in PT Sidrap Bayu Energi Tahap Dua		14,054	14,054	–
Convertible loans				
Investment in Vietnam Wind		2,112,850	–	396,937
Investment in Asian Wind 1		956,172	1,316,088	129,807
Investment in Asian Wind 2		922,239	1,269,381	119,120
		22,163,611	20,698,029	2,565,251
Allowance for expected credit losses		(2,112,850)	–	–
		20,050,761	20,698,029	2,565,251
Loans and receivables				
Cash and cash equivalents		18,358,434	18,358,434	703,999
Short-term investments		161,673	161,673	7,004
Trade and other receivables		20,914,073	21,084,346	154,262
Long-term receivables		23,657,171	23,657,171	2,771,775
		63,091,351	63,261,624	3,637,040
Derivative assets		5,929,926	5,929,926	–
		₱104,508,932	₱105,326,473	₱6,202,291

Attachment I

ACEN CORPORATION AND SUBSIDIARIES

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)

December 31, 2025

(Amounts in Thousands)

[illegible]

Attachment I

ACEN CORPORATION AND SUBSIDIARIES**Schedule C.1 Accounts Receivable from Related Parties which are Eliminated During the Consolidation of Financial Statements****December 31, 2025****(Amounts in Thousands)**

Name and Designation of Creditor	Balance at Beginning of Period	Additions	Deductions	Amount Written-Off	Current	Non- Current	Balance at End of Period
			Amount Collected				
Subsidiaries:							
ACEN Global Development Group, Inc. (formerly ACE Endeavor, Inc.)	₱1,139,453	₱4,492,088	(₱3,956,820)	₱—	₱1,674,721	₱—	₱1,674,721
GigaAce 3, Inc.	1,260,825	—	—	—	1,260,825	—	1,260,825
SanMar Solar Inc. (formerly Sta Cruz Solar Energy Inc)	152,717	6,171,202	(5,604,000)	—	719,919	—	719,919
Alaminos BESS, Inc. (formerly Giga Ace 4, Inc.)	319,679	123,838	(120,022)	—	323,495	—	323,495
Buendia Christiana Holdings Corp.	192,545	1,946,655	(1,916,427)	—	222,773	—	222,773
ACEN Technical Services, Inc. (Formerly: Laguna West Renewables, Inc.)	81,034	518,618	(391,404)	—	208,248	—	208,248
ACEN Shared Services, Inc. (Formerly ACE Shared Services, Inc.)	108,142	767,851	(686,090)	—	189,903	—	189,903
Gigasol2, Inc.	148,650	424,757	(415,607)	—	157,800	—	157,800
Palauig Solar 1 Inc. (formerly Gigasol3, Inc.)	131,996	6,772	(5,000)	—	133,768	—	133,768
Alaminos Solar Inc. (formerly SolarAce1 Energy Corp.)	60,087	3,019	(28)	—	63,078	—	63,078
GigaAce 2, Inc.	50,025	24,250	(24,250)	—	50,025	—	50,025
ACEN Operations Services, Inc. (Formerly: Paddak Energy Corporation)	—	354,697	(311,226)	—	43,471	—	43,471
UPC Mindanao Wind Power Corp.	40,115	20,000	(20,000)	—	40,115	—	40,115
ACE Enexor, Inc.	13,437	17,400	(17,400)	—	13,437	—	13,437
San Julio Land Development Corp.	31,086	34,466	(52,126)	—	13,426	—	13,426
Negros Island Solar Power, Inc.	28	12,524	(7)	—	12,545	—	12,545
Bayog Wind Power Corp.	242	11,159	(108)	—	11,293	—	11,293
Northwind Power Development Corporation	265	205,096	(200,980)	—	4,381	—	4,381
AC Energy International, Inc. (formerly Presage Corp.)	2,467	472,855	(472,909)	—	2,413	—	2,413
San Carlos Solar Energy, Inc.	74	1,548	(250)	—	1,372	—	1,372
Other	171,752	5,595,465	(5,576,510)	—	190,707	—	190,707
	₱3,904,619	₱21,204,260	(₱19,771,164)	₱—	₱5,337,715	₱—	₱5,337,715

Attachment I

ACEN CORPORATION AND SUBSIDIARIES**Schedule C.2. Accounts Payable from Related Parties which are Eliminated During the Consolidation of Financial Statements****December 31, 2025****(Amounts in Thousands)**

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Deductions	Amount Written-Off	Current	Non-current	Balance at End of Period
			Amount Paid				
Subsidiaries:							
SanMar Solar Inc. (formerly Sta Cruz Solar Energy Inc)	₱5,160,231	₱5,998,522	(₱6,932,226)	₱—	₱4,226,527	₱—	₱4,226,527
GigaAce 6, Inc.	526,635	3,244,011	(1,342,323)	—	2,428,323	—	2,428,323
Alaminos Solar Inc. (formerly SolarAce1 Energy Corp.)	2,513,030	1,603,281	(1,772,096)	—	2,344,215	—	2,344,215
Bayog Wind Power Corp.	1,406,819	876,988	(696,230)	—	1,587,577	—	1,587,577
Palauig Solar 1 Inc. (formerly Gigasol3, Inc.)	1,118,110	151,734	(147,560)	—	1,122,284	—	1,122,284
ACEN Global Development Group, Inc. (formerly ACE Endeavor, Inc.)	76,751	4,012,063	(3,009,741)	—	1,079,073	—	1,079,073
Buendia Christiana Holdings Corp.	—	6,325,779	(5,307,752)	—	1,018,027	—	1,018,027
Negros Island Solar Power, Inc.	987,974	468,126	(597,377)	—	858,723	—	858,723
Northwind Power Development Corporation	221,632	424,146	(149,983)	—	495,795	—	495,795
San Carlos Solar Energy, Inc.	453,803	206,095	(254,260)	—	405,638	—	405,638
Real Wind Energy, Inc.	146,171	166,247	(1,588)	—	310,830	—	310,830
Gigasol2, Inc.	330,020	574,236	(615,926)	—	288,330	—	288,330
AC Subic Solar Inc	129,059	228,711	(162,091)	—	195,679	—	195,679
ACEN Tech Hub Inc. (formerly Bataan Solar Energy Inc)	201,642	43,773	(54,955)	—	190,460	—	190,460
GigaAce 7, Inc.	157,058	339,624	(318,011)	—	178,671	—	178,671
ACEN Operations Services, Inc. (Formerly: Paddak Energy Corporation)	4,533	895,467	(765,078)	—	134,922	—	134,922
Solarace3 Energy Corp.	106,129	288,992	(262,018)	—	133,103	—	133,103
UPC Mindanao Wind Power Corp.	85,714	57,666	(13,078)	—	130,302	—	130,302
Gigasol1, Inc.	125,688	1,856,340	(1,862,906)	—	119,122	—	119,122
Pangasinan UPC Asia Corporation	114,579	461	(1,073)	—	113,967	—	113,967
ACEN Technical Services, Inc. (Formerly: Laguna West Renewables, Inc.)	83,488	79,678	(63,486)	—	99,680	—	99,680
SolarAce2 Energy Corp.	97,151	19,848	(27,861)	—	89,138	—	89,138
Manapla Sun Power Development Corp.	101,622	138,246	(175,348)	—	64,520	—	64,520
GigaWind4, Inc.	33,000	24,603	(3,853)	—	53,750	—	53,750
Palawan55	47,844	1,722	(3,368)	—	46,198	—	46,198
GigaWind1 Inc.	47,881	235,571	(238,552)	—	44,900	—	44,900
Gigasol10, Inc.	15,250	60,130	(31,284)	—	44,096	—	44,096
Others	4,345,698	17,387,724	(20,610,307)	—	1,123,115	—	1,123,115
	₱18,637,512	₱45,709,784	(₱45,420,331)	₱—	₱18,926,965	₱—	₱18,926,965

Attachment I

ACEN CORPORATION AND SUBSIDIARIES

Schedule D. Long-Term Debt

December 31, 2025

(Amounts in Thousands)

	Title of Issue and Type of Obligation	Amount Authorized by Indenture	Amount shown under Caption "Current Portion of Long-Term Debt" in related Balance Sheet	Amount shown under Caption "Long-Term Debt" in related Balance Sheet	Interest Rate	Maturity Date
<u>ACEN</u>	Bank loan A	₱1,500,000	₱105,137	₱315,205	6.50%	July 11, 2029
	Bank loan B	5,000,000	52,632	4,631,579	5.05% - 7.13%	November 14, 2029
	Bank loan C	7,000,000	84,000	6,655,000	5.00% - 7.17%	July 15, 2030
	Bank loan D	4,500,000	45,000	4,342,500	5.81% - 7.25%	March 30, 2031
	Bank loan E	10,000,000	—	6,000,000	5.70% - 6.97%	December 13, 2032
	Bank loan F	10,000,000	5,250	234,250	6.32% - 7.09%	August 17, 2033
	Bank loan G	5,000,000	—	4,727,664	5.13% - 6.61%	July 24, 2029
						April 30, 2030
						October 24, 2033
	Bank loan H	2,500,000	50,000	2,450,000	5.50% - 6.59%	December 22, 2033
	Bank loan J	5,500,000	—	2,800,000	5.89%	October 24, 2034
	Bank Loan K	8,000,000	—	2,000,000	5.58%	November 9, 2035
	Unamortized debt issue costs		342,019 (33,705) 308,314	34,156,198 (173,989) 33,982,209		
	Bank loan I	5,500,000	—	2,800,000	6.07% - 6.72%	October 24, 2034
	Unamortized debt issue costs		(5,487)	(35,745)		
			(5,487)	2,764,255		
<u>Guimaras</u>	Bank loan A	2,150,000	92,134	230,156	6.31% - 8.17%	February 14, 2029
	Bank loan B	2,150,000	92,134	230,156	6.57% - 7.03%	February 14, 2029
	Unamortized debt issue costs		184,268 (897) 183,371	460,312 (877) 459,435		
<u>NorthWind</u>	Bank loan A	2,300,000	189,980	1,236,940	5.13%	May 29, 2032
	Unamortized debt issue costs		(1,482)	(4,096)		
			188,498	1,232,844		
<u>MONTESOL</u>	Bank loan A	600,000	50,004	449,988	6.76%-7.15%	September 20, 2035
	Unamortized debt issue costs		(563)	(2,564)		
			49,441	447,424		
<i>(Forward)</i>						
<u>SACASOL</u>	Bank loan A	₱1,400,000	₱140,000	₱1,050,000	6.57% - 7.32%	May 22, 2034
	Unamortized debt issue costs		(1,570)	(6,114)		

Title of Issue and Type of Obligation		Amount Authorized by Indenture	Amount shown under Caption "Current Portion of Long-Term Debt" in related Balance Sheet	Amount shown under Caption "Long-Term Debt" in related Balance Sheet	Interest Rate	Maturity Date
			138,430	1,043,886		
<u>ACEN</u>	Bank loan A	₱7,000,000	144,992	4,688,082	6.89% - 7.78%	January 31, 2031
<u>International</u>	Bank loan B	EUR50,000	–	3,462,730	3.14% - 3.24%	May 27, 2030
	Bank loan C	US\$100,000	–	2,058,175	5.24% - 5.40%	August 11, 2032
			144,992	10,208,987		
Unamortized debt issue costs			(13,929)	(54,117)		
			131,063	10,154,870		
<u>ACEN</u>	Bank loan A	US\$140,000	–	8,230,600	5.40%	January 23, 2027
<u>Cayman</u>	Bank loan B	US\$180,000	211,644	10,053,090	5.31%	January 19, 2029
			211,644	18,283,690		
Unamortized debt issue costs			(36,400)	(33,587)		
			175,244	18,250,103		
<u>ACRI</u>	Bank loan A	AU\$75,000	–	2,951,993	4.95% - 5.92%	December 7, 2028
	Bank loan B	US\$150,000	–	5,794,342	5.12% - 6.53%	April 16, 2029
	Bank loan C	US\$100,000	–	4,468,040	5.47% - 6.49%	December 7, 2028
	Bank loan D	US\$150,000	–	293,950	5.59% - 6.25%	July 4, 2029
			–	13,508,325		
Unamortized debt issue costs			–	(156,669)		
			–	13,351,656		
<u>ACEN</u>	Bank loan A	AU\$100,000	–	1,952,707	4.08%-6.24%	February 27, 2026
<u>Australia</u>	Bank loan B	AU\$75,000	–	2,636,130	6.43%	February 27, 2026
<u>Pty. Ltd.</u>	Bank loan C	AU\$277,000	–	10,902,694	5.04% - 6.30%	January 6, 2028
	Bank loan D	AU\$75,000	–	2,483,807	5.26% - 6.22%	March 31, 2026
	Bank loan E	AU\$75,000	–	2,480,658	5.26% - 6.23%	March 31, 2026
	Bank loan F	AU\$373,000	359,737	14,255,578	5.10% - 5.67%	April 10, 2030
			359,737	34,711,574		
Unamortized debt issue costs			–	–		
			359,737	34,711,574		
<u>PT Dewata</u>	Bank loan A	US\$0.77	17,529	–	9.48% - 10.59%	November 6, 2027
<u>ACEN</u>						
<u>Renewables</u>						
<u>Indonesia</u>						
Long-term loans			₱1,546,140	₱116,398,256		

(Forward)

Title of Issue and Type of Obligation		Amount Authorized by Indenture	Amount shown under Caption "Current Portion of Long-Term Debt" in related Balance Sheet	Amount shown under Caption "Long-Term Debt" in related Balance Sheet	Interest Rate	Maturity Date
<u>ACEN Finance</u>	Green bonds	US\$400,000	P—	P23,516,000	4.00%	Senior undated fixed-for-life (non-deferrable) Notes with fixed coupon of 4.00% for life, with no step-up and no reset, priced at par.
			—	23,516,000		
<u>ACEN</u>	ACEN Fixed rate ASEAN Green Bonds	P10,000,000	P—	P10,000,000	6.05%	September 22, 2027
	Unamortized debt issue costs		—	(48,119)		
			—	9,951,881		
Notes Payable			P—	P33,467,881		

Attachment I

ACEN CORPORATION AND SUBSIDIARIES
Schedule E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)
December 31, 2025
(Amounts in Thousands)

Name of related party	Balance at Beginning of Year	Balance at End of Year
Bank of the Philippine Islands	₱4,899,772	₱4,676,975
PT Dewata ACEN Renewables Indonesia	–	17,529
	₱4,899,772	₱4,694,504

Attachment I

ACEN CORPORATION AND SUBSIDIARIES
Schedule F. Guarantees of Securities of Other Issuers
December 31, 2025

Name of Issuing Entity of Securities Guaranteed by the Company for which Statement is Filed	Title of Issue of Each Class of Securities Guaranteed	Total Amount Guaranteed and Outstanding	Amount Owned by the Company for which Statement is Filed	Nature of Guarantee
ACEN Finance Limited (ACEN Finance)	US\$ Green Bonds*	US\$400.00 million senior guaranteed undated notes under the MTN Programme, with ₱23,516.00 million outstanding as at December 31, 2025	None	ACEN unconditionally and irrevocably guarantees that in case the sum payable are not paid by ACEN Finance on the relevant due date, ACEN agrees to pay all such amounts due in accordance with the manner provided for in the agreement.
ACEN Cayman Limited (ACEN Cayman)	Debt instrument	(a) Philippine National Bank for US\$140.00 million with outstanding ₱8,230.60 million, and (b) Rizal Commercial Banking Corporation for US\$180.00 million with outstanding ₱10,264.73 million as at December 31, 2025	None	In case the obligations are not paid by ACEN Cayman on the relevant due date and the applicable cure period has lapsed and the Bank has made a written demand to ACEN Cayman for payment and payment is not made in accordance with the agreement, ACEN shall become liable as principal obligor and pay the Bank such amounts due in accordance with the agreement.
San Carlos Solar Energy, Inc. (SACASOL)	Debt instrument	₱1,400.00 million with ₱1,190.00 million outstanding as at December 31, 2025	None	In case the obligations are not paid by SACASOL on the relevant due date and the applicable cure period has lapsed and the Bank has made a written demand to SACASOL for payment and payment is not made in accordance with the agreement, ACEN shall become liable as principal obligor and pay the Bank such amounts due in accordance with the agreement.
ACEN Australia Pty Ltd. (ACEN Australia)	Debt instrument	AUS\$277.00 million with ₱10,902.69 million outstanding balance as at December 31, 2025	None	ACEN irrevocably and unconditionally undertakes that in case ACEN Australia does not pay any amount owing under the agreement when due and the applicable cure period has lapsed and the Bank has made a demand for payment to ACEN Australia and payment is not made in accordance with the agreement, ACEN agrees to pay the Bank such amounts due in accordance with the agreement.

(Forward)

Name of Issuing Entity of Securities Guaranteed by the Company for which Statement is Filed	Title of Issue of Each Class of Securities Guaranteed	Total Amount Guaranteed and Outstanding	Amount Owned by the Company for which Statement is Filed	Nature of Guarantee
		AU\$140.00 million no outstanding balance as at December 31, 2025 AU\$100.00 million with ₱1,952.71 million outstanding balance as at December 31, 2025 AU\$75.00 million with ₱2,636.13 million outstanding balance as at December 31, 2025 AU\$75.00 million with ₱2,480.66 million outstanding balance as at December 31, 2025 AU\$75.00 million with ₱2,483.81 million outstanding balance as at December 31, 2025		

** Please refer to Note 13 - Short-term Loans, Long-term Loans, and Notes Payable of the 2025 Consolidated Audited Financial Statements for detailed discussion.*

Attachment I

ACEN CORPORATION AND SUBSIDIARIES

Schedule G. Capital Stock

December 31, 2025

Title of Issue	Number of Shares Authorized	Number of Shares Issued	Treasury Shares	Number of Shares Issued and Outstanding	Number of Shares Reserved for Options, Warrants, Conversions, and Other Rights	Number of shares held by:		
						Related parties	Directors, Officers and Employees	Others
Common	48,300,000,000	39,965,935,064	(14,500,000)	39,951,435,064	645,148,946	30,101,160,757	430,924,756	9,419,349,551
Redeemable Preferred	100,000,000							
Series A (ACENA)		8,341,500	—	8,341,500	—	—	—	8,341,500
Series B (ACENB)		16,658,500	—	16,658,500	—	—	—	16,658,500

Attachment II

ACEN CORPORATION
RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

December 31, 2025

(Amounts in Thousands)

Unappropriated Retained Earnings (Deficit), beginning of the reporting period (see Footnote 2)	₱2,490,766
Add: Category A: Items that are directly credited to Unappropriated Retained Earnings	
Reversal of Retained Earnings appropriation	₱—
Effect of reinstatements or prior-period adjustments	—
Others	—
Less: Category B: Items that are directly debited to Unappropriated Retained Earnings	
Dividend declaration during the reporting period	3,911,549
Retained Earnings appropriated during the reporting period	—
Effect of reinstatements or prior-period adjustments	—
Others	—
Unappropriated Retained Earnings (Deficit), as adjusted	(1,420,783)
Add/Less: Net income (loss) for the current year	7,452,292
Less: Category C.1 Unrealized income recognized in the profit or loss during the reporting period (net of tax)	
Equity in net income of associate / joint venture, net of dividends declared	—
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	122,903
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	(6,230)
Unrealized fair value gain of Investment Property	—
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	—
Subtotal	
	116,673
Add: Category C.2 Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)	
Realized foreign exchange gain, except those attributable to cash and cash equivalents	15,495
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	—
Realized fair value gain of Investment Property	—
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	—
Subtotal	
	15,495
Add: Category C.3 Unrealized income recognized in the profit or loss in prior reporting periods but reversed in the current reporting period (net of tax)	
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	179,233
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	(1,544)
Reversal of previously recorded fair value gain of Investment Property	—
Reversal of other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	—
Subtotal	
	177,689
Adjusted Net Income / Loss	7,762,149

(Forward)

Add: Category D: Non actual losses recognized in profit or loss during the reporting period (net of tax)

Depreciation on revaluation increment (after tax)	—
Subtotal	—

Add/Less: Category E: Adjustments related to the relief granted by SEC and BSP
(see Footnote 3)

Amortization of the effect of reporting relief	—
Total amount of reporting relief granted during the year	—
Others	—
Subtotal	—

Add/Less: Category F: Other items that should be excluded from the determination of the amount available for dividends distribution

Net movement of the treasury shares (except for reacquisition of redeemable shares)	—
Net movement of the deferred tax asset not considered in reconciling items under previous categories	79,879
Net movement of the deferred tax asset and deferred tax liabilities related to same transaction, e.g, set-up of right of use asset and lease liability, set-up of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	—
Adjustment due to deviation from PFRS/GAAP - gain (loss)	—
Others	—
Subtotal	79,879

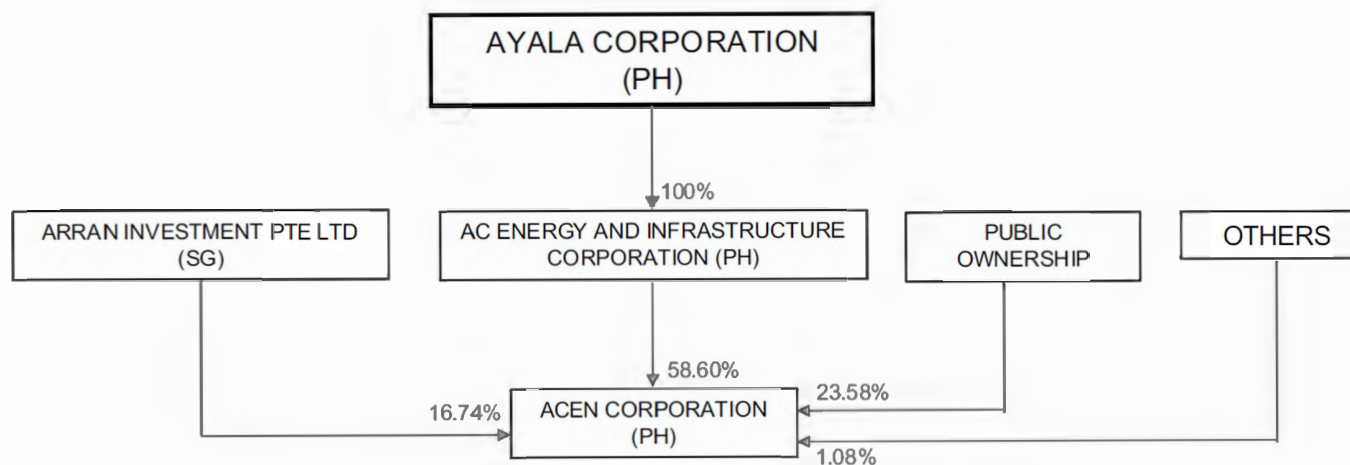
Total Retained Earnings, end of the reporting period available for dividend	₱6,421,245

FOOTNOTES:

- (1) The amount of retained earnings of the company should be based on its separate (“stand alone”) audited financial statements.
- (2) Unappropriated Retained Earnings, beginning of the reporting period refers to the ending balance as reported in the “Reconciliation of Retained Earnings Available for Dividend Declaration” of the immediately preceding period.
- (3) Adjustments related to the relief provided by SEC and BSP pertain to accounting relief (e.g losses that are reported on a staggered basis) granted by regulators. However, these are actual losses sustained by the company and must be adjusted in the reconciliation to reflect the actual distributable amount.
- (4) This Reconciliation of Retained Earnings Available for Dividend Declaration is pursuant to Sec.42 of the Revised Corporate Code, which prohibits stock corporations to retain surplus profits in excess of one hundred (100%) percent of their paid-in capital and their power to declare dividends. However, this Reconciliation of Retained Earnings should not be used by the REIT Act and its Implementing Rules and Regulations.

**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**



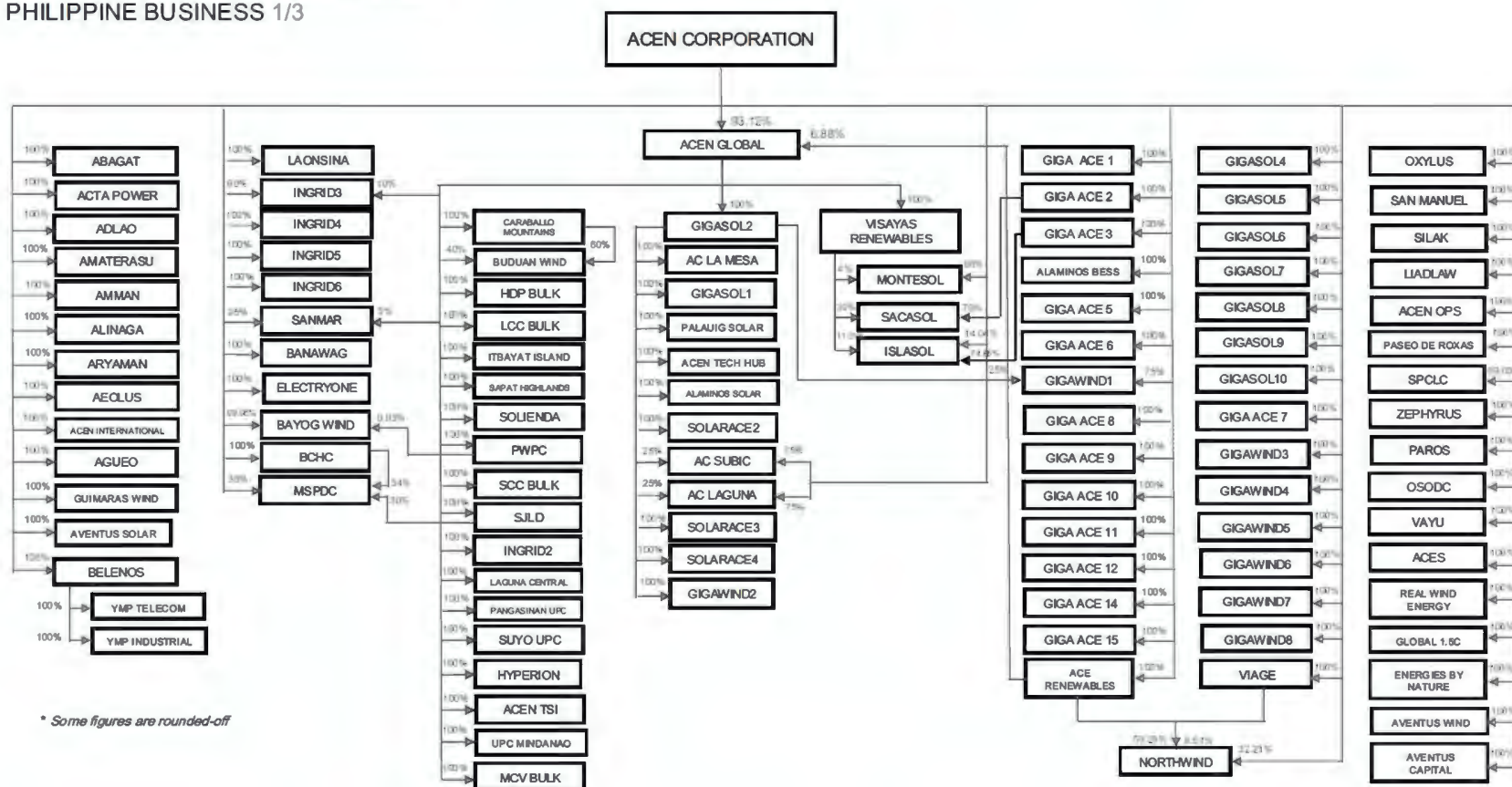
Note:

For figures in split form (X%/Y%) as shown in all slides, figures in left represent voting interest, while figures in right represent economic interest.

For figures not in split form, figures represent both voting and economic interest.

ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68

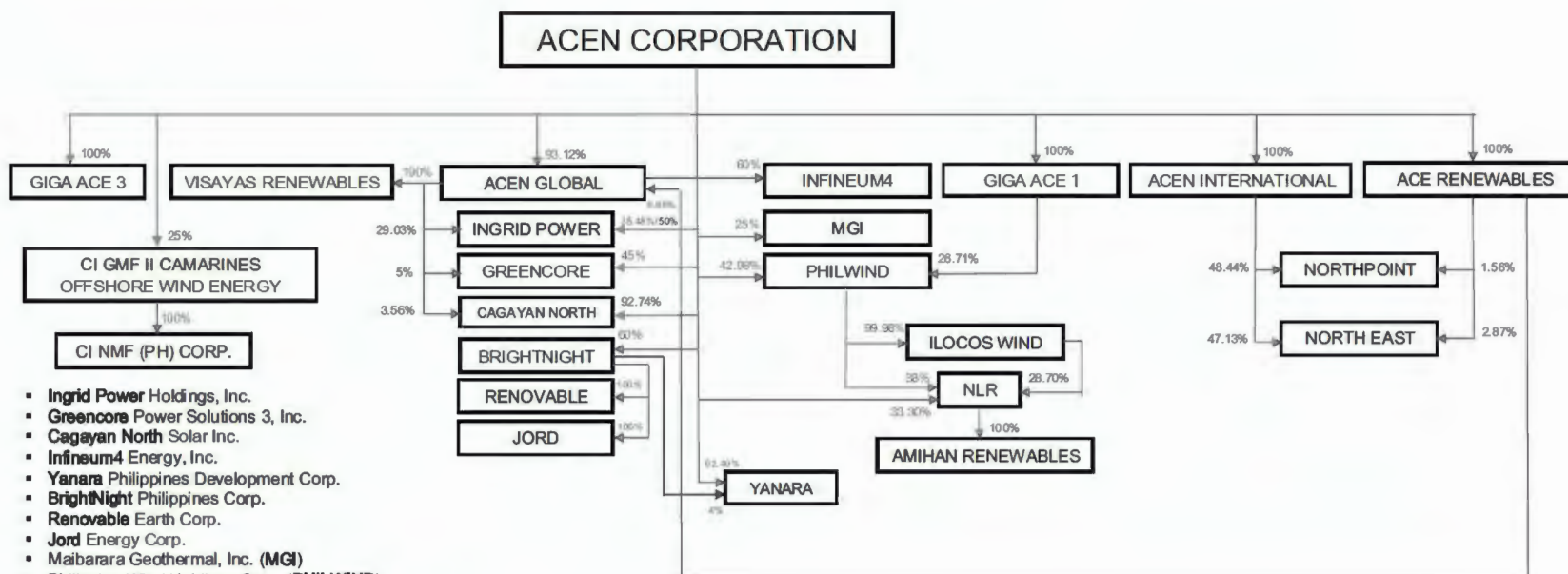
Conglomerate Map
As of December 31, 2025

ACEN WHOLLY-OWNED COMPANIES
PHILIPPINE BUSINESS 1/3

**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**

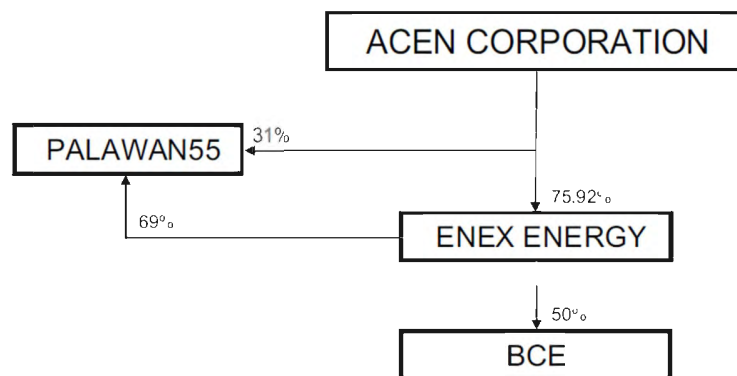
ACEN JOINT VENTURES
PHILIPPINE BUSINESS 2/3



**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**

ACEN - ENEX COMPANIES
PHILIPPINE BUSINESS 3/

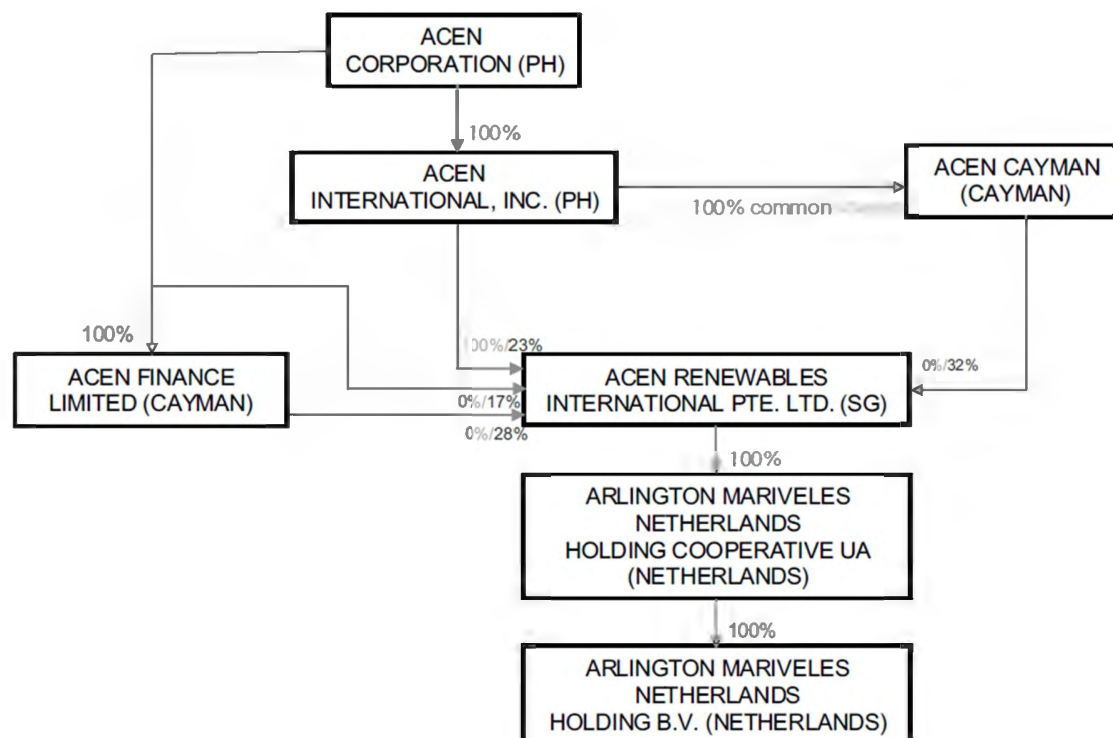


- **Enex Energy** Corporation (PSE-Listed Company)
- **Palawan55** Exploration and Production Corp.
- Batangas Clean Energy, Inc. (**BCE**)

**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**

ACEN
INTERNATIONAL BUSINESS 1/11
HOLDING COMPANIES



Conglomerate Map
As of December 31, 2025

ACEN

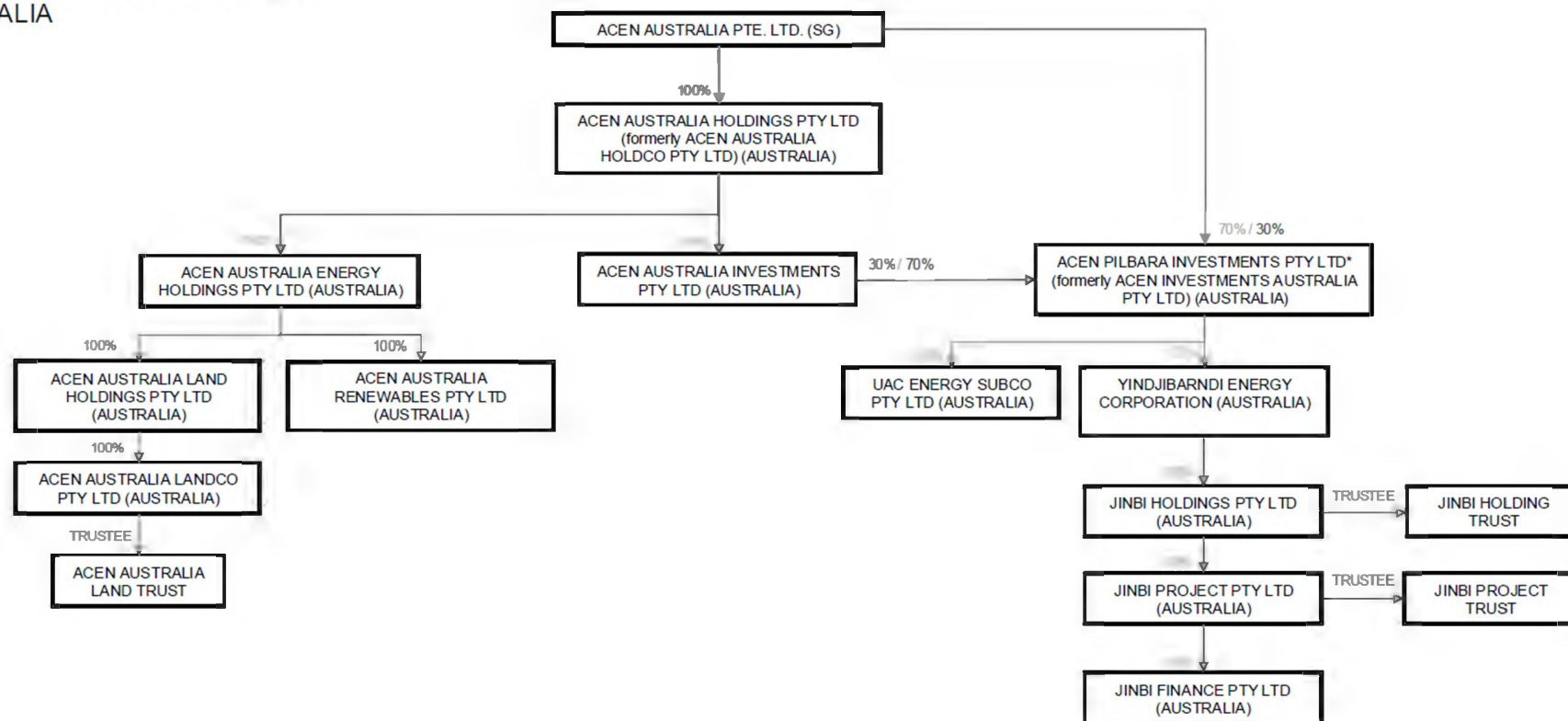
INTERNATIONAL BUSINESS AUSTRALIA

```
graph TD
    ACEN_SG[ACEN RENEWABLES INTERNATIONAL PTE. LTD. (SG)]
    ACEN_SG -- 100% --> UPC_AU[UPC-AC ENERGY AUSTRALIA (HK) LTD]
    ACEN_SG -- 100% --> ACEN_AU_PTE[ACEN AUSTRALIA PTE. LTD. (SG)]
    ACEN_AU_PTE --> See_slide[See next slide - AUSTRALIA]
    UPC_AU -- 97% --> UPC_AU_LTD[UPC-AUSTRALIA (HK) LTD]
    UPC_AU_LTD -- 100% --> ACEN_AU_PTY[ACEN AUSTRALIA PTY LTD (AUSTRALIA)]
    ACEN_AU_PTY -- 100% --> ACEN_NE_TAS[ACEN NORTHEAST TASMANIA PTY LTD (AUSTRALIA)]
    ACEN_AU_PTY -- 80% --> ACEN_RI[ACEN ROBBINS ISLAND PTY LTD (AUSTRALIA)]
    ACEN_AU_PTY -- 100% --> ACEN_SS[ACEN STUBBO SOLAR FARM PTY LTD (AUSTRALIA)]
    ACEN_AU_PTY -- 95% --> ACEN_VW[ACEN VALLEY OF THE WINDS PTY LTD (AUSTRALIA)]
    ACEN_AU_PTY -- 100% --> ACEN_SA[ACEN SOUTH AUSTRALIA PTY LTD (AUSTRALIA)]
    ACEN_AU_PTY -- 100% --> ACEN_PH[ACEN PHOENIX PTY LTD (AUSTRALIA)]
    ACEN_AU_PTY -- 100% --> ACEN_GOW[ACEN GIPPSLAND OFFSHORE WIND PTY LTD (AUSTRALIA)]
    ACEN_AU_PTY -- 100% --> ACEN_RET[ACEN RETAIL PTY LTD (AUSTRALIA)]
    ACEN_NE_TAS -- 100% --> ACEN_NE_WIND[ACEN NE WIND PTY LTD (AUSTRALIA)]
    ACEN_NE_WIND -- TRUSTEE --> NE_Wind_Trust[NORTH EAST WIND PROJECT TRUST]
    ACEN_NE_TAS -- 100% --> ACEN_NSF[ACEN NESF HOLDCO PTY LTD (AUSTRALIA)]
    ACEN_NSF -- 100% --> NESF_PTY[NESF PTY LTD (AUSTRALIA)]
    NESF_PTY -- 100% --> NESF_Finco[NESF FINCO PTY LTD (AUSTRALIA)]
    NESF_Finco -- TRUSTEE --> NE_Solar_Trust[NEW ENGLAND SOLAR PROJECT TRUST]
    ACEN_NSF -- 100% --> NESF_2_PTY[NESF 2 PTY LTD (AUSTRALIA)]
    NESF_2_PTY -- TRUSTEE --> NESF_2_Solar[NESF 2 SOLAR PROJECT TRUST]
    ACEN_NSF -- 100% --> NESF_BESS_1_PTY[NESF BESS 1 PTY LTD (AUSTRALIA)]
    NESF_BESS_1_PTY -- TRUSTEE --> NESF_BESS_1_Trust[NESF BESS 1 TRUST]
    ACEN_RI -- 100% --> RI_PTY[RISE RENEWABLES PTY LTD (AUSTRALIA)]
    RI_PTY -- 100% --> Baroota[BAROOTA HYDRO PROJECT PTY LTD (AUSTRALIA)]
    ACEN_SS -- 100% --> NARRAGAMBA[NARRAGAMBA SOLAR PTY LTD (AUSTRALIA)]
    NARRAGAMBA -- TRUSTEE --> NARRAGAMBA_Trust[NARRAGAMBA SOLAR TRUST]
    ACEN_SS -- 100% --> STUBBO_1_PTY[STUBBO 1 PTY LTD (AUSTRALIA)]
    STUBBO_1_PTY -- TRUSTEE --> STUBBO_1_Trust[STUBBO 1 SOLAR PROJECT TRUST]
    ACEN_SS -- 100% --> STUBBO_BESS_1_PTY[STUBBO BESS 1 PTY LTD (AUSTRALIA)]
    STUBBO_BESS_1_PTY -- TRUSTEE --> STUBBO_BESS_1_Trust[STUBBO BESS 1 TRUST]
    ACEN_VW -- 100% --> ACEN_VOW_1_PTY[ACEN VOW 1 PTY LTD (AUSTRALIA)]
    ACEN_VOW_1_PTY -- TRUSTEE --> VW_Trust[VALLEY OF THE WINDS PROJECT TRUST]
    ACEN_SA -- 100% --> ACEN_SA_1_PTY[ACEN SA 1 PTY LTD (AUSTRALIA)]
    ACEN_SA_1_PTY -- TRUSTEE --> SA_Trust[SOUTH AUSTRALIA PROJECT TRUST]
    ACEN_PH -- 100% --> ACEN_PHOENIX_1_PTY[ACEN PHOENIX 1 PTY LTD (AUSTRALIA)]
    ACEN_PHOENIX_1_PTY -- TRUSTEE --> PHOENIX_Trust[PHOENIX PROJECT TRUST]
    ACEN_GOW -- 100% --> ACEN_GOW_1_PTY[ACEN GOW 1 PTY LTD (AUSTRALIA)]
    ACEN_GOW_1_PTY -- TRUSTEE --> GOW_Trust[GIPPSLAND OFFSHORE WIND PROJECT TRUST]
    ACEN_RET -- 100% --> ACEN_RET_1_PTY[ACEN RETAIL 1 PTY LTD (AUSTRALIA)]
    ACEN_RET_1_PTY -- TRUSTEE --> RET_Trust[RETAIL PROJECT TRUST]
    ACEN_RI -- 100% --> BIRRIWA_SOLAR_PTY[BIRRIWA SOLAR PTY LTD (AUSTRALIA)]
    BIRRIWA_SOLAR_PTY -- TRUSTEE --> BIRRIWA_SOLAR_Trust[BIRRIWA SOLAR TRUST]
    ACEN_RI -- 100% --> BIRRIWA_BESS_PTY[BIRRIWA BESS PTY LTD (AUSTRALIA)]
    BIRRIWA_BESS_PTY -- TRUSTEE --> BIRRIWA_BESS_Trust[BIRRIWA BESS TRUST]
    ACEN_NSF -- 100% --> ACEN_LILYVALE_HOLDCO[ACEN LILYVALE HOLDCO PTY LTD (AUSTRALIA)]
    ACEN_LILYVALE_HOLDCO -- 100% --> ACEN_LILYVALE_PTY[ACEN LILYVALE PTY LTD (AUSTRALIA)]
    ACEN_LILYVALE_PTY -- TRUSTEE --> LILYVALE_BESS_Trust[LILYVALE BESS TRUST]
    ACEN_LILYVALE_HOLDCO -- 100% --> ACEN_LILYVALE_1_PTY[ACEN LILYVALE 1 PTY LTD (AUSTRALIA)]
    ACEN_LILYVALE_1_PTY -- TRUSTEE --> LILYVALE_1_Trust[LILYVALE 1 PROJECT TRUST]
```

**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**

ACEN
INTERNATIONAL BUSINESS
AUSTRALIA



Conglomerate Map
As of December 31, 2025

ACEN
INTERNATIONAL BUSINESS 4/11
AUSTRALIA - USA INVESTMENTS

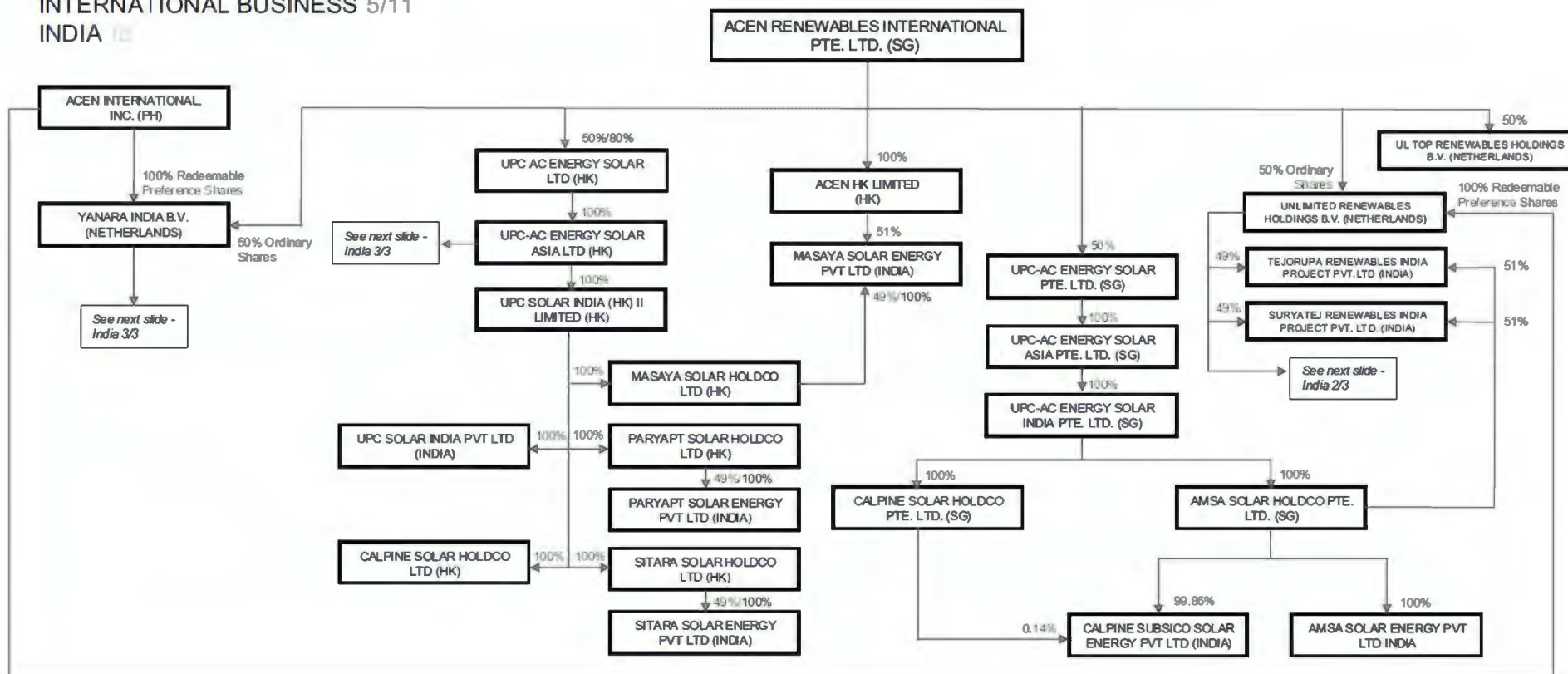
```
graph TD; ACEN[ACEN RENEWABLES INTERNATIONAL PTE. LTD. (SG)] -- 100% --> UPC_AC[UPC-AC ENERGY AUSTRALIA (HK) LTD]; ACEN -- 3% --> UPC_AU[UPC-AUSTRALIA (HK) LIMITED]; UPC_AC -- 97% --> UPC_AU; UPC_AU -- 100% --> ACEN_AU[ACEN AUSTRALIA PTY LTD (AUSTRALIA)]; ACEN_AU -- 100% --> ACEN_USA[ACEN USA LLC (DELAWARE, USA)]; ACEN_USA -- 83.33%/75% --> UPC_POWER[UPC POWER SOLUTIONS LLC (DELAWARE, USA)]; CHESTNUT[CHESTNUT FLATS LESSEE LLC (USA)] -- 100% --> UPC_POWER; UPC_POWER -- 100% --> PURE_POWER[PURE POWER LLC (DELAWARE, USA)]; PURE_POWER -- 100% --> STOCKYARD[STOCKYARD WIND LLC (USA)]; STOCKYARD -- 100% --> BRISKET[BRISKET WIND (8) LLC (USA)]; STOCKYARD -- 100% --> FILET[FILET WIND (5) LLC (USA)]; STOCKYARD -- 100% --> FLATIRON[FLAT IRON WIND (7) LLC (USA)]; STOCKYARD -- 100% --> PORTERHOUSE[PORTERHOUSE WIND (4) LLC (USA)]; STOCKYARD -- 100% --> RIBEYE[RIBEYE WIND (11) LLC (USA)]; STOCKYARD -- 100% --> TBONE[T-BONE WIND (10) LLC (USA)]; STOCKYARD -- 100% --> TENDERLOIN[TENDERLOIN WIND (6) LLC (USA)]; STOCKYARD -- 100% --> TRITIP[TRI-TIP WIND (9) LLC (USA)];
```

The organizational chart illustrates the corporate structure of ACEN's investments in Australia and the USA. At the top is ACEN RENEWABLES INTERNATIONAL PTE. LTD. (SG). It holds a 100% ownership stake in UPC-AC ENERGY AUSTRALIA (HK) LTD, which in turn holds a 97% stake in UPC-AUSTRALIA (HK) LIMITED. ACEN RENEWABLES INTERNATIONAL PTE. LTD. (SG) also holds a 3% stake in UPC-AUSTRALIA (HK) LIMITED. UPC-AUSTRALIA (HK) LIMITED holds a 100% stake in ACEN AUSTRALIA PTY LTD (AUSTRALIA), which holds a 100% stake in ACEN USA LLC (DELAWARE, USA). ACEN USA LLC (DELAWARE, USA) holds an 83.33%/75% stake in UPC POWER SOLUTIONS LLC (DELAWARE, USA). CHESTNUT FLATS LESSEE LLC (USA) also holds a 100% stake in UPC POWER SOLUTIONS LLC (DELAWARE, USA). UPC POWER SOLUTIONS LLC (DELAWARE, USA) holds a 100% stake in PURE POWER LLC (DELAWARE, USA), which holds a 100% stake in STOCKYARD WIND LLC (USA). STOCKYARD WIND LLC (USA) holds a 100% stake in eight wind energy projects: BRISKET WIND (8) LLC (USA), FILET WIND (5) LLC (USA), FLAT IRON WIND (7) LLC (USA), PORTERHOUSE WIND (4) LLC (USA), RIBEYE WIND (11) LLC (USA), T-BONE WIND (10) LLC (USA), TENDERLOIN WIND (6) LLC (USA), and TRI-TIP WIND (9) LLC (USA).

**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**

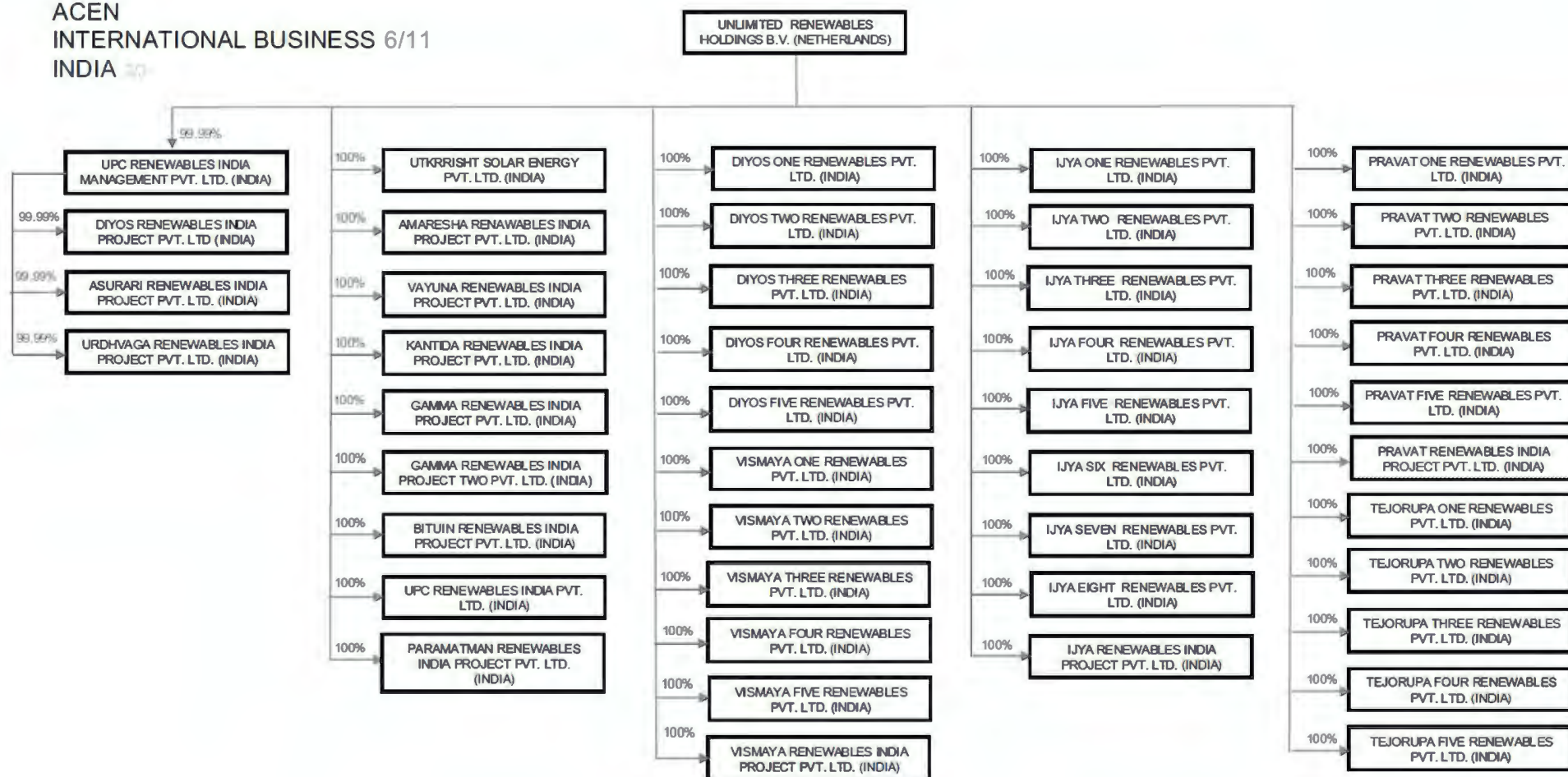
ACEN
INTERNATIONAL BUSINESS 5/11
INDIA



**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**

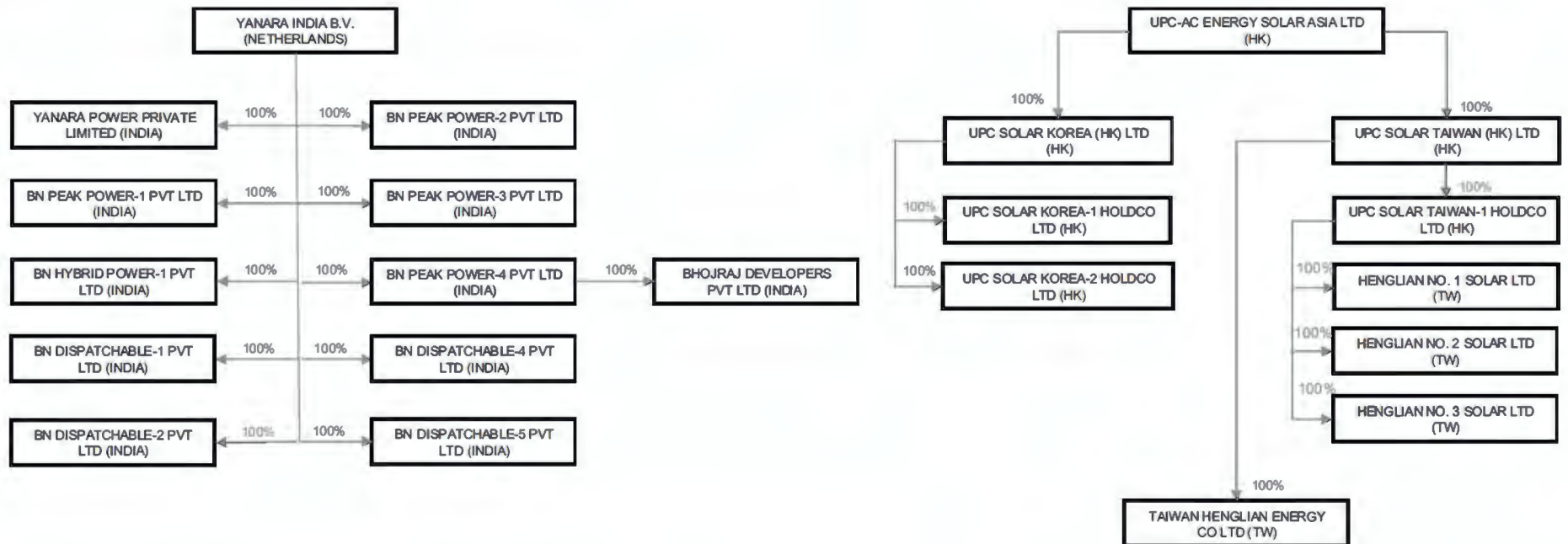
ACEN
INTERNATIONAL BUSINESS 6/11
INDIA



**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**

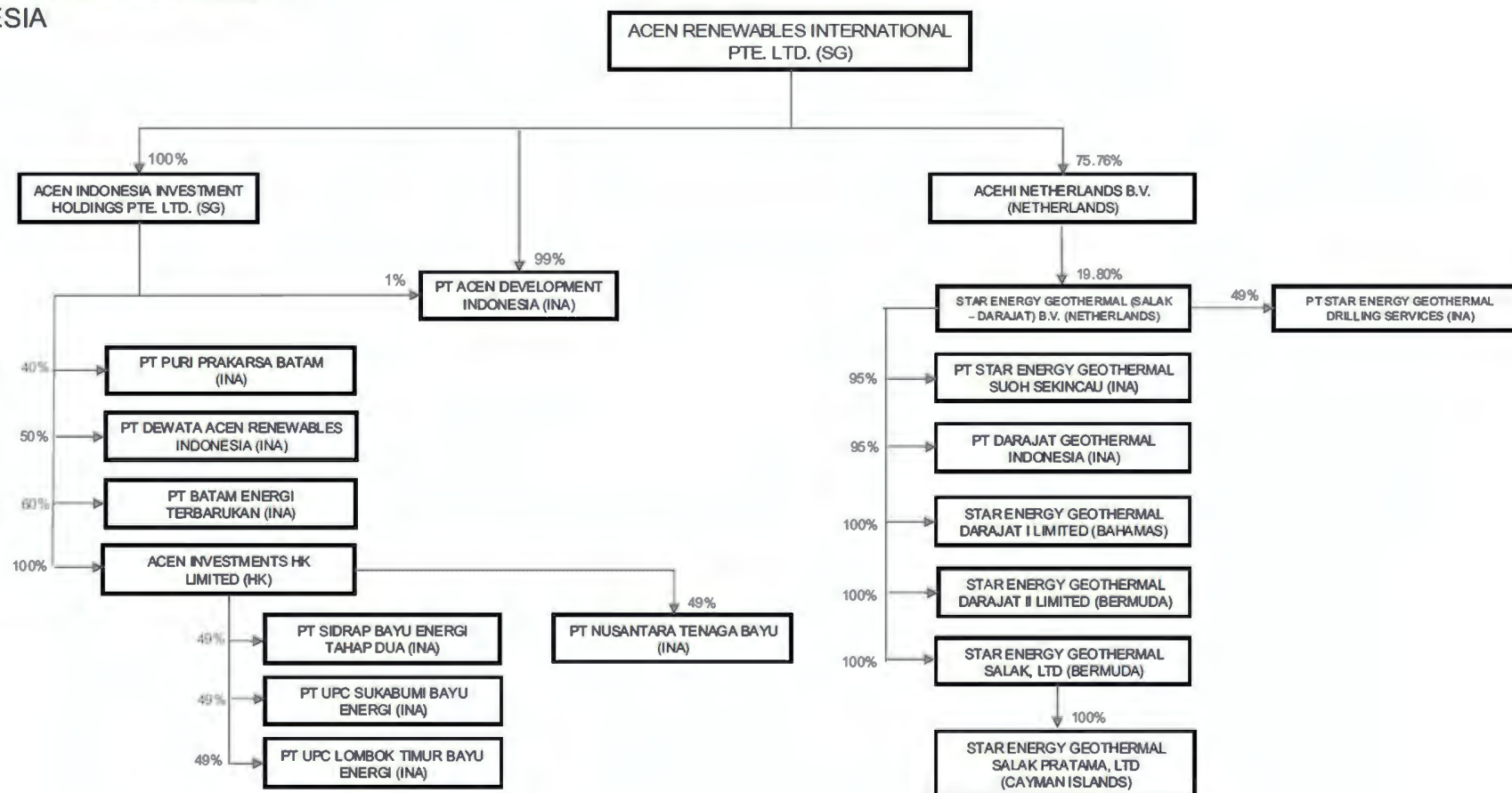
ACEN
INTERNATIONAL BUSINESS 7/11
INDIA 33



**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**

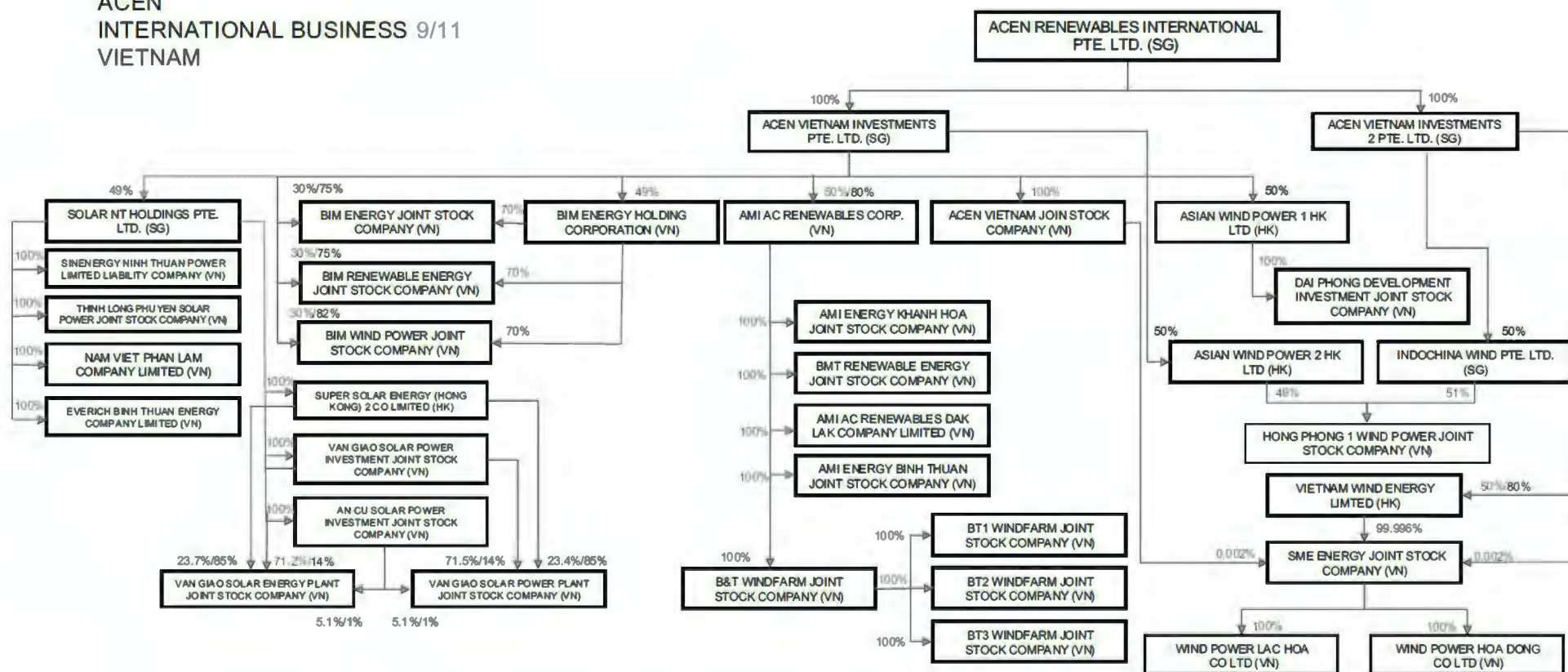
**ACEN
INTERNATIONAL BUSINESS 8/11
INDONESIA**



**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**

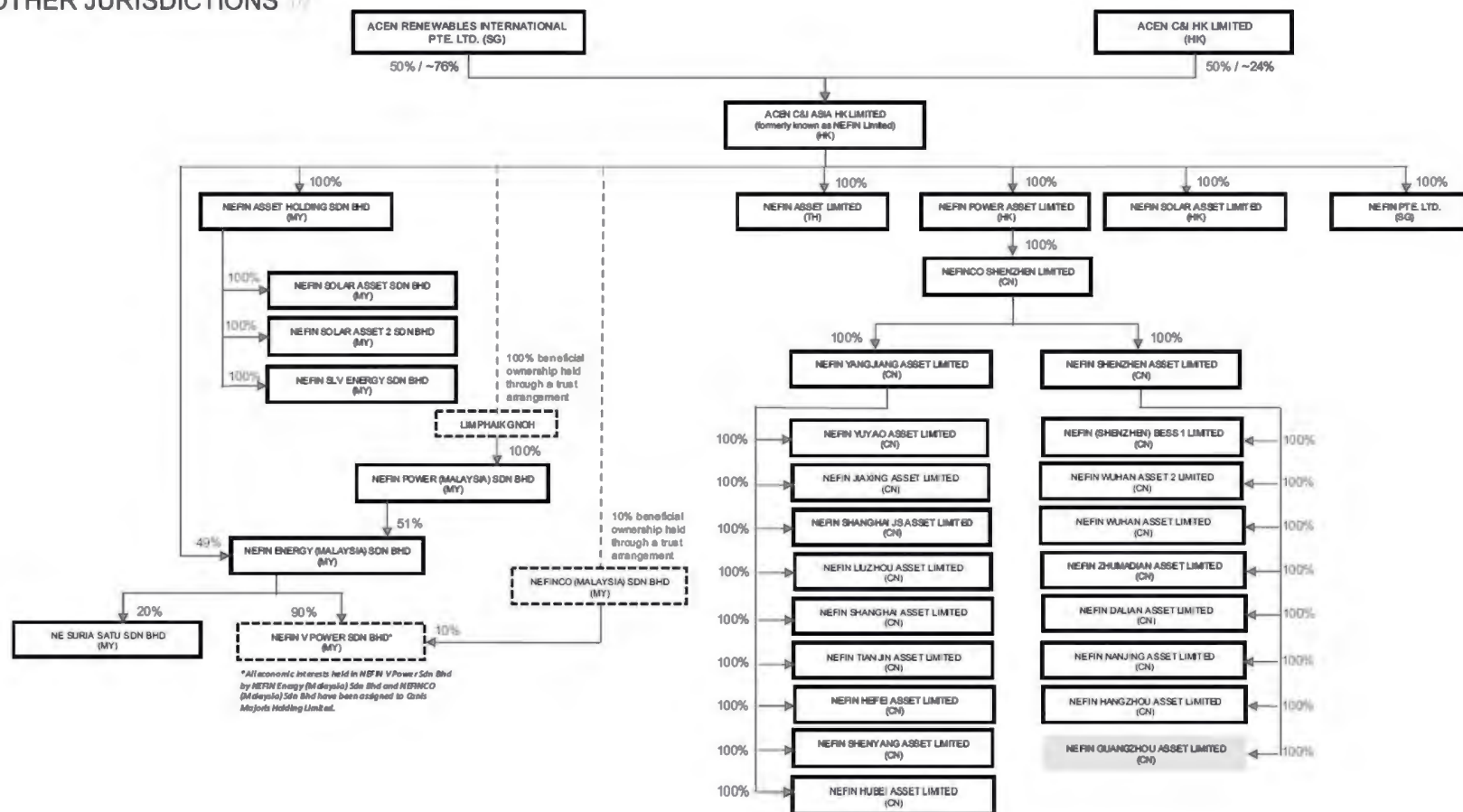
ACEN
INTERNATIONAL BUSINESS 9/11
VIETNAM



**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**

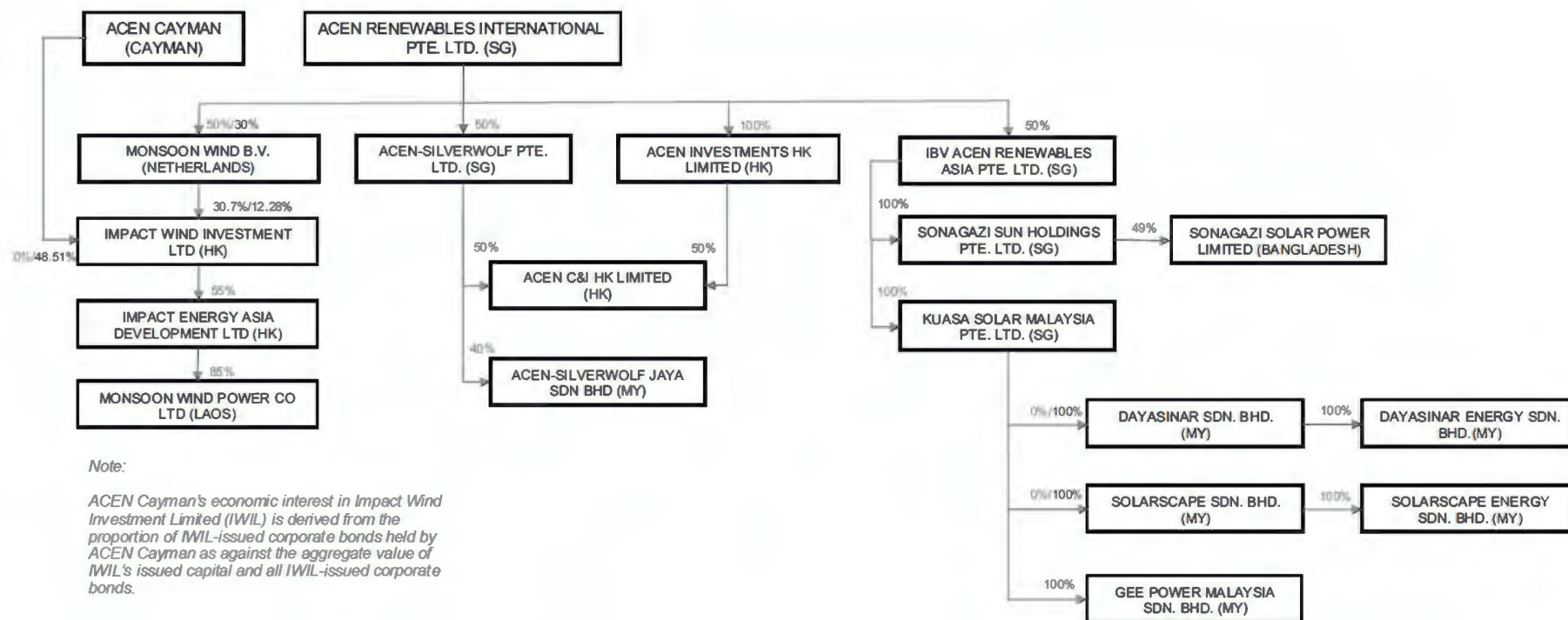
ACEN
INTERNATIONAL BUSINESS 10/11
OTHER JURISDICTIONS



**ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68**

**Conglomerate Map
As of December 31, 2025**

ACEN
INTERNATIONAL BUSINESS 11/11
OTHER JURISDICTIONS 2/2



ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE REQUIRED
UNDER REVISED SRC RULE 68

UNDER REVISED SRC RULE 66

Key Performance Indicator	Formula	Dec 25	Dec 24	Increase (Decrease)	
				Amount	%
Liquidity Ratios					
Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$	1.78	1.99	(0.21)	(11%)
Acid test ratio	$\frac{\text{Cash + Short-term investments + Accounts receivables + Other liquid assets}}{\text{Current liabilities}}$	1.61	1.81	(0.20)	(11%)
Solvency Ratios					
Debt-to-equity ratio	$\frac{\text{Total liabilities}}{\text{Total equity}}$	1.25	1.09	0.16	15%
Asset-to-equity ratio	$\frac{\text{Total assets}}{\text{Total equity}}$	2.25	2.09	0.16	8%
Interest coverage ratio	$\frac{\text{Statutory earnings before interest and tax (EBIT)}^{(1)}}{\text{Interest expense}^{(2)}}$	1.53	2.27	(0.74)	(33%)
Net bank debt to equity ratio	$\frac{\text{Short \& long-term loans - Cash \& cash equivalents}}{\text{Total equity}}$	0.90	0.69	0.21	30%
Profitability Ratios					
Return on equity	$\frac{\text{Net income after tax attributable to equity holders of the Parent Company}}{\text{Average total stockholders' equity attributable to equity holders of the Parent Company}}$	2.52%	6.82%	(4.30%)	(63%)

Key Performance Indicator	Formula	Dec 25	Dec 24	Increase (Decrease)	
				Amount	%
Return on common equity	$\frac{\text{Net income after tax attributable to equity holders of the Parent Company (Common)}}{\text{Average common equity attributable to equity holders of the Parent Company (Common)}}$	1.48%	6.16%	(4.68%)	(76%)
Return on assets	$\frac{\text{Net income after taxes}}{\text{Average total assets}}$	1.24%	3.29%	(2.05%)	(62%)
Asset turnover	$\frac{\text{Revenues}}{\text{Average total assets}}$	9.26%	12.14%	(2.88%)	(24%)

(1) Statutory EBIT is Statutory EBITDA less depreciation and amortization expense

(2) Cash interest expense is gross of capitalized borrowing cost of ₱2,400.87 million and ₱2,634.81 million for the years ended December 31, 2025 and 2024, respectively.

Attachment V

ACEN CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE OF EXTERNAL AUDITOR
FEE-RELATED INFORMATION
For the year ended December 31, 2025
(Amounts in Thousands)

	2025	2024
Total Audit Fees	₱13,343	₱11,851
Non-audit services fees:		
Other assurance services	7,371	5,498
Tax services	306	1,746
All other services	742	1,073
Total Non-audit Fees	8,419	8,317
Total Audit and Non-audit Fees	₱21,762	₱20,168

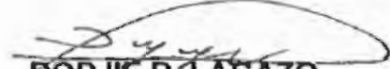
REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

CERTIFICATION

I, **DODJIE D. LAGAZO**, of legal age, Filipino, with office address at the 35th Floor Ayala Triangle Gardens Tower 2, Paseo de Roxas cor., Makati Avenue, Makati City, do hereby certify that:

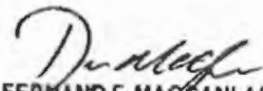
1. I am the Assistant Corporate Secretary of **ACEN CORPORATION** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Philippines, with office address at the 35th Floor Ayala Triangle Gardens Tower 2, Paseo de Roxas cor., Makati Avenue, Makati City.
2. I hereby certify that the Definitive Information Statement submitted by the Corporation to the Securities and Exchange Commission is true, correct and complete, based on the records of the Corporation and to the best of my knowledge and belief.
3. I further certify that all statements and disclosures contained therein are made in good faith, reflect accurate corporate information, and comply with applicable laws, rules and regulations.

IN WITNESS WHEREOF, I have signed this Certificate on this MAR 25 2026, at Makati City.


DODJIE D. LAGAZO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAR 25 2026 at Makati City, affiant exhibiting to me his 

Doc. No. 310
Page No. 63
Book No. 4
Series of 2026.


JOHN FERDINAND F. MACANLAS
PTR No. MKT 10764681 Makati City; January 5, 2026
IBP No. 575784; December 29, 2025
Attorney's Roll No. 73310
MCL Compliance No. VIII-0038403
ULAS is subject for Compliance
35/F Ayala Triangle Gardens Tower 2
Makati Avenue corner Paseo de Roxas, Makati City



For approval at the 2026 annual stockholders' meeting

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

23 April 2025 at 9:00 AM

Conducted virtually via <https://conveneagm.com/ph/ACEN2025ASM>

Stockholders present and represented:¹ The complete list is attached as Annex A

Total Outstanding Shares	39,702,394,773
Total Outstanding Voting Shares	39,677,394,773
Percentage of Shares Present vis-à-vis Total Outstanding Shares	31,702,038,106 or 79.85%
Percentage of Shares Present vis-à-vis Total Outstanding Voting Shares Represented	31,702,037,606 or 79.90%

Directors Present:

Cezar P. Consing

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

Gerardo C. Ablaza, Jr.

*Vice Chairman of the Board
Vice Chairman, Executive Committee*

John Eric T. Francia

Member, Executive Committee

Jaime Alfonso Antonio E. Zobel de Ayala

*Chairman, Sustainability Committee
Member, Executive Committee*

Jaime Z. Urquijo

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

Nicole Goh Phaik Khim

Dean L. Travers

*Chairman, Corporate Governance and Nomination Committee
Chairman, Personnel and Compensation Committee
Member, Executive Committee*

Jesse O. Ang (Lead Independent Director)

Maria Lourdes Heras-de Leon (Independent Director)

*Member, Personnel and Compensation Committee
Member, Sustainability Committee*

Garry Kenneth Lester (Independent Director)

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

Melinda L. Ocampo (Independent Director)

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

¹ As validated by SyCip Gorres Velayo & Co.

1. Call to Order

After the national anthem, the Chairman, Mr. Cezar P. Consing, 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 in the notice dated 25 March 2025, the annual stockholders' meeting would be held in a fully virtual format. Nevertheless, the Corporation strived to ensure the convenient and full participation by the stockholders in the meeting through the Convene AGM or the "Ayala Group Voting System" and through questions sent to the e-mail address of the Office of the Corporate Secretary. The Chairman introduced each of his co-presenters, namely: Mr. John Eric T. Franeia (CEO and President), Ms. Maria Franchette M. Acosta (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.

The Chairman noted that the meeting would have two parts:

- During the first part, the Secretary informed the stockholders about compliance with the requirements for the meeting, whether the meeting was duly convened, and the voting results on the seven (7) matters on the agenda submitted for stockholders' approval, and
- During the second part, management reported on the Corporation's performance in 2024 and relevant information for 2025, followed by a question and answer with the stockholders, wherein the Assistant Corporate Secretary would read the questions or comments received before 9:30 a.m.

2. Notice of Meeting

The Secretary, Ms. Acosta, certified that on 25 March 2025, the Notice of the Annual Stockholders' Meeting (the "Notice") was distributed to all stockholders by posting on the Corporation's website and by disclosure to the Philippine Stock Exchange. In addition, on 31 March 2025, the Notice, together with a link to the Information Statement, was emailed to all stockholders with email addresses on record. Finally, on 1 April 2025 and 2 April 2025, the Notice was published in the Philippine Daily Inquirer and the Manila Bulletin. Accordingly, the Secretary certified that the stockholders have been duly notified pursuant to the Corporation's By-Laws and the rules of the Securities and Exchange Commission.

The Secretary added that adequate information was provided to the stockholders on matters submitted for their approval, the voting procedures, and other matters submitted for their approval, the voting procedures and other matters that the Corporation was required to provide information under the Securities Regulation Code and the Revised Corporation Code. The Secretary also reported that during the meeting, stockholders present through the live webcast could also send their questions or comments to corpsec.acen@acenrenewables.com.

3. Determination of Quorum

The Secretary certified that there was a quorum for the meeting with stockholders owning at least 31,702,038,106 shares representing 79.85% of the 39,702,394,773 total outstanding shares, being 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.²

The mode of attendance of the stockholders deemed present and the respective percentages of the outstanding shares are set forth below:³

Mode of Attendance	% of Total Outstanding Shares	Number of Shares
Appointment of the Chairman as proxy	79.85%	31,701,727,085
Voting <i>in absentia</i>	0.00%	169,540
Remote Communication	0.00%	141,481

² Based on preliminary tabulation.

³ As validated by SGV.

Additionally, there were 177 viewers of the live webcast of the meeting.

4. Approval of the Minutes of the Previous Meeting

The Secretary noted that there were seven (7) matters on the agenda for voting by the stockholders. She explained that the stockholders voted on the proposed resolutions either by appointing the Chairman as proxy, pursuant to the voting instructions of stockholders, or by electronic ballot *via* the Ayala Group Voting System. Stockholders could cast their votes beginning 10 April 2025 and could continue to do so until the end of the meeting through electronic voting *via* the Ayala Group Voting System.

The Corporation tabulated the votes cast as of 21 April 2025, after the end of the proxy validation process, and based on this partial tabulation, votes were cast by stockholders owning 31,649,229,347 shares representing 99.83% of the total voting shares represented in the meeting, and 79.90% 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.

The Secretary then proceeded with the approval of the minutes of the annual stockholders' meeting held on 24 April 2024.

The Secretary presented Resolution No. S-01-2025, as proposed, and based on the votes received, reported the approval by the stockholders of the following resolution:

Resolution No. S-01-2025

RESOLVED, to approve the minutes of the annual stockholders' meeting held on 24 April 2024.

As tabulated by the Office of the Corporate Secretary and validated by SGV, the independent validator of the voting results, the final votes for the adoption of Resolution No. S-01-2025 providing for the approval of the minutes of the previous meetings were as follows:

	For	Against	Abstain
Number of voted shares	31,649,290,082	-	47,466,122
% of Total Outstanding Voting Shares Represented ⁴	99.83%	-	0.15%

The Secretary noted that the stockholders may continue to access the minutes through the link provided to them with the meeting materials, or through the website of the Corporation.

5. Ratification of the Acts of the Board of Directors and Officers

The Secretary 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 24 April 2024 until 23 April 2025, 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) appointment of new officers and Chairman of the Board,
- (ii) appointment of signatories,
- (iii) treasury transactions,
- (iv) investments, and
- (v) matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

⁴ For purposes of the voting results presentations, the difference between: (a) 100%, and (b) the total % of Total Outstanding Voting Shares Represented or % of Total Outstanding Shares, pertains to votes not cast.

The Secretary presented Resolution No. S-02-2025 as proposed, and based on the votes received, reported the approval by the stockholders of the following resolution:

Resolution No. S-02-2025

RESOLVED, to ratify each and every act and resolution from 24 April 2024 to 23 April 2025 (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 Office of the Corporate Secretary and validated by SGV, the final 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-02-2025 were as follows:

	For	Against	Abstain
Number of voted shares	31,646,646,294	-	50,109,910
% of Total Outstanding Voting Shares Represented	99.83%	-	0.16%

6. Amendment to the Second Article of the Articles of Incorporation to Expand the Scope of the Corporation’s Primary Purpose

At the request of the Chairman, the President presented the proposed amendment of the Articles of Incorporation of the Corporation to amend the Primary Purpose of the Corporation as appearing in Article Second of its Articles of Incorporation and expand the scope of the Corporation’s investment business.

The President explained that the proposed amendment was meant to enable the Corporation to engage and/or invest in businesses that directly support or are related to its power development and generation business and retail electricity supply business.

The Secretary presented Resolution No. S-03-2025, as proposed, and based on the votes received, reported the approval by the stockholders of the following resolution:

Resolution No. S-03-2025

RESOLVED, as approved by the Board of Directors, to approve the amendment of the Second Article of the Articles of Incorporation, such that the amended portions of the Articles of Incorporation shall read as follows (xxx are ellipses to denote that portions of the provision not subject of the amendment were redacted for brevity):

**AMENDED ARTICLES OF INCORPORATION
OF
ACEN CORPORATION**

xxx

SECOND: That the purposes for which said Corporation is formed are:

PRIMARY PURPOSE

To engage generally in the business of, and/or investing in, electric power development and generation and/or any other business in support of and/or in relation thereto, to engage in retail electricity supply, and to provide guarantees or similar security

arrangements.

xxx

As tabulated by the Office of the Corporate Secretary and validated by SGV, the final votes for the adoption of Resolution No. S-03-2025 providing for the amendment of the Second Article of the Articles of Incorporation of the Corporation were as follows:

	For	Against	Abstain
Number of voted shares	31,649,290,082	-	47,466,122
% of Total Outstanding Shares	79.72%	-	0.12%

7. Amendment to the Seventh Article of the Articles of Incorporation to Increase the Authorized Capital Stock from Php 48.4 Billion to Php 58.4 Billion

At the request of the Chairman, the President explained that the proposed amendment was meant to allow the Corporation to raise additional equity through the issuance of primary common shares beyond the current number of unissued common shares of the Corporation, whether by way of stocks rights offering, follow on offering, or private placement.

The Secretary presented Resolution No. S-04-2025, as proposed, and based on the votes received, reported the approval by the stockholders of the following resolution:

Resolution No. S-04-2025

RESOLVED, as approved by the Board of Directors, to increase the authorized capital stock of the Corporation from FORTY-EIGHT BILLION FOUR HUNDRED MILLION PESOS (PHP48,400,000,000.00) divided into FORTY-EIGHT BILLION THREE HUNDRED MILLION (48,300,000,000) common shares with a par value of One Peso (P1.00) per share, and ONE HUNDRED MILLION (100,000,000) preferred shares with a par value of One Peso (P1.00) per share to FIFTY-EIGHT BILLION FOUR HUNDRED MILLION PESOS (PHP58,400,000,000.00) divided into FIFTY-EIGHT BILLION THREE HUNDRED MILLION (58,300,000,000) common shares with a par value of One Peso (PHP1.00) per share and ONE HUNDRED MILLION (100,000,000) preferred shares with a par value of One Peso (P1.00) per share, and for this purpose, to amend the Seventh Article of the Articles of Incorporation, such that, as amended, the Seventh Article shall read as follows as (xxx are ellipses to denote that portions of the provision not subject of the amendment were redacted for brevity):

SEVENTH: That the authorized capital stock of the Corporation is FIFTY-EIGHT BILLION FOUR HUNDRED MILLION PESOS (P58,400,000,000.00) Philippine Currency, divided into:

1. FIFTY-EIGHT BILLION THREE HUNDRED MILLION (58,300,000,000) 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 (P1.00) per share, provided that the preferred shares shall have the following features: xxx

RESOLVED, FURTHER, 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 the shares that will be issued out of the increase in the authorized capital stock, 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 shares to be issued.

As tabulated by the Office of the Corporate Secretary and validated by SGV, the final votes for the adoption of Resolution No. S-04-2025 providing for the amendment of the Seventh Article of the Articles of Incorporation of the Corporation were as follows:

	For	Against	Abstain
Number of voted shares	31,621,310,680	27,979,402	47,466,122
% of Total Outstanding Shares	79.65%	0.07%	0.12%

8. Election of Directors (Including Independent Directors)

The Secretary explained that the Corporate Governance and Nomination Committee of the Board has determined that the following eleven (11) nominees, including the nominees for Independent Directors, were qualified to serve as directors of the Corporation for the ensuing term:

Nominated as regular directors:

Gerardo C. Ablaza, Jr.
 Cezar P. Consing
 Jaime Alfonso E. Zobel de Ayala
 John Eric T. Francia
 Jaime Z. Urquijo
 Nicole Goh Phaik Khim
 Dean L. Travers

Nominated as independent directors:

Jesse O. Ang
 Maria Lourdes Heras-de Leon
 Christopher Paul Beshouri
 David John Nicol

The Secretary noted that all nominees had given their consent to their respective nominations.

The Secretary reported that based on the tabulation of votes, each of the eleven (11) nominees had garnered at least 31,523,852,977 votes. She thus certified that each nominee had received enough votes for election to the Board and that the following Resolution No. S-05-2025 for the election of the eleven (11) nominees to the Board had been approved:

Resolution No. S-05-2025

RESOLVED, to elect the following as directors of the Corporation to serve as such beginning 23 April 2025 until their successors are elected and qualified:

Cezar P. Consing
 Gerardo C. Ablaza, Jr.
 John Eric T. Francia
 Jaime Alfonso E. Zobel de Ayala
 Jaime Z. Urquijo
 Nicole Goh Phaik Khim
 Dean L. Travers

Jesse O. Ang (*Independent Director*)
 Maria Lourdes Heras-de Leon (*Independent Director*)
 Christopher Paul Beshouri (*Independent Director*)
 David John Nicol (*Independent Director*)

As tabulated by the Office of the Corporate Secretary and validated by SGV, the final votes received by the nominees based on the total cumulative votes received were as follows:

	For	% of Total Outstanding Voting Shares Represented	Against	% of Total Outstanding Voting Shares Represented	Abstain	% of Total Outstanding Voting Shares Represented
Cezar P. Consing	31,605,383,614	9.06%	43,869,203	0.01%	47,466,122	0.01%
Gerardo C. Ablaza, Jr.	31,612,698,246	9.07%	36,551,201	0.01%	47,466,122	0.01%
John Eric T. Francia	31,638,797,420	9.07%	10,452,027	0.00%	47,466,122	0.01%
Jaime Alfonso E. Zobel de Ayala	31,523,852,977	9.04%	125,396,670	0.04%	47,466,122	0.01%
Nicole Goh Phaik Khim	31,568,695,279	9.05%	80,554,168	0.02%	47,466,122	0.01%
Dean L. Travers	31,616,730,177	9.07%	32,519,270	0.01%	47,466,122	0.01%
Jaime Z. Urquijo	31,610,803,507	9.07%	38,446,040	0.01%	47,466,122	0.01%
Jesse O. Ang	31,584,542,856	9.06%	64,706,591	0.02%	47,466,122	0.01%
Maria Lourdes Heras-de Leon	31,634,380,177	9.07%	14,869,270	0.00%	47,466,122	0.01%
Christopher Paul Beshouri	31,649,249,447	9.08%	0	0.00%	47,466,122	0.01%
David John Nicol	31,649,249,447	9.08%	0	0.00%	47,466,122	0.01%
Total	347,694,383,147	99.72%	447,364,440	0.13%	522,127,342	0.15%

9. Appointment of External Auditor and Fixing of Its Remuneration

The Secretary informed the stockholders that the Audit Committee and the Board have endorsed the appointment of SGV as the Corporation's external auditor for the current fiscal year for an audit fee of Pesos: Two Million Nine Hundred Two Thousand and Five Hundred (Php2,902,500.00), exclusive of value-added tax and out of pocket expenses.

The Secretary presented the following Resolution No. S-06-2025 for the appointment of the Corporation's external auditor and the fixing of its remuneration, and reported that there were enough votes received for the approval of said resolution:

Resolution No. S-06-2025

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 2025 for an audit fee of Two Million Nine Hundred Two Thousand Five Hundred Pesos (Php2,902,500.00), exclusive of value-added tax and out-of-pocket expenses.

As tabulated by the Office of the Corporate Secretary and validated by SGV, the final votes on the appointment of SGV as external auditor of the Corporation, the approval of its audit fee and the adoption of Resolution No. S-06-2025 were as follows:

	For	Against	Abstain
Number of voted shares	31,609,321,254	39,928,828	47,466,122
% of Total Outstanding Voting Shares Represented	99.71%	0.13%	0.15%

10. Approval of 2024 Audited Financial Statements, including the Noting of the Annual Report

The Secretary proceeded with the presentation of the seventh and final matter for voting by the stockholders, which was the approval of the: (1) consolidated audited financial statements of the Corporation and its subsidiaries, and (2) the parent company financial statements of the Corporation, as of 31 December 2024, as audited by the Corporation's external auditor, SGV, and the noting of the Corporation's Annual Report.

The Secretary explained that the financial statements were part of the Definitive Information Statement and the Annual Report can be accessed from the Corporation's website.

The Secretary presented Resolution No. S-07-2025, as proposed, and based on the votes received, reported the approval by the stockholders of the following resolution:

Resolution No. S-07-2025

RESOLVED, to approve the consolidated financial statements of the Corporation and its subsidiaries, and parent company financial statements of the Corporation, as of 31 December 2024, as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co., and 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.

As tabulated by the Office of the Corporate Secretary and validated by SGV, the final votes for the approval of the 2024 consolidated audited financial statements of the Corporation and its subsidiaries and the noting of the annual report, together with the approval of Resolution No. S-07-2025, were as follows:

	For	Against	Abstain
Number of voted shares	31,646,606,294	-	50,109,910
% of Total Outstanding Voting Shares Represented	99.83%	-	0.16%

11. Other Matters

After confirming with the Secretary that there were no other matters that required consideration by the stockholders, the Chairman proceeded to Part II of the meeting.

12. Presentation of Management

Message from the Chairman

The Chairman reported that the past year marked another significant step in the Corporation's journey, as it continued to grow attributable renewable capacity and earnings. Growth momentum remained strong, resulting in the expansion of ACEN's operating and under-construction portfolio to 5.8 gigawatts.

The Chairman further reported that ACEN had 1.2 gigawatts of renewable energy projects with signed agreements, which are expected to reach financial close within the next 12 to 18 months. This development pipeline reinforced the Corporation's growth trajectory and reflected its continued commitment to driving the energy transition.

The Chairman acknowledged that the global renewable energy sector had encountered several headwinds during the year, including the potential impact of elevated interest rates and changing energy policies, particularly in the United States. However, he expressed confidence that the sector's long-term fundamentals remained sound. He noted that robust momentum continued in key markets such as the Philippines, Australia, and India, where supportive policies and market demand remained strong. The Corporation remained steadfast and focused in navigating these evolving dynamics.

The Chairman acknowledged the outgoing directors, Melinda L. Ocampo and Garry K. Lester, for their invaluable service and contributions. He noted that Ms. Ocampo had been a dedicated member of the Board since 2019,

actively participating in various board committees and bringing deep industry insight to key discussions. Mr. Lester, as Chairman of the Audit Committee, played a pivotal role in reinforcing financial oversight and supporting the Corporation's strategic direction. Their engagement, leadership, and commitment have significantly guided ACEN's progress, and the Board was deeply appreciative of their service.

The Chairman welcomed the incoming directors, Christopher Paul Beshouri and David John Nicol, and highlighted that their experience and expertise would contribute meaningfully to the continued growth and success of the Corporation.

The Chairman expressed appreciation to the ACEN management team and employees for their exceptional work and unwavering passion. He emphasized that their dedication had been instrumental in establishing ACEN as a leading renewable energy company in the region.

In closing, the Chairman affirmed the Corporation's focus on delivering sustainable value to its stakeholders while accelerating the global shift to renewable energy. With a solid foundation, an expanding portfolio, and steadfast commitment, ACEN is well-positioned to thrive — not only through increased capacity but by advancing a more equitable and sustainable energy future.

The Chairman then thanked the Board, employees, and all stakeholders for their continued trust and support as the Corporation continues to navigate the evolving energy landscape and accelerate the transition to a cleaner world.

Report of the President

The President acknowledged his fellow stockholders and colleagues on the Board and management.

The President reported that ACEN continued its strong growth momentum in 2024. Net income increased by 27% to ₱9.36 billion, while renewable energy output rose by 25% to 5,600 GWh, driven by the addition of new operational capacities in the Philippines and Australia.

In the Philippines, the Pagudpud Wind project in Ilocos Norte, now the largest operating wind farm in the country at 160 MW, had reached substantial completion. Additionally, SanMar Solar in Zambales—currently the largest operating solar project in the country with 385 MW of capacity — had commenced operations in early 2024. SanMar Solar was undergoing further expansion, with an additional 200 MW capacity currently under construction.

The President highlighted that ACEN was actively scaling up its solar and wind portfolio in the Philippines. This included a planned 300 MW expansion of the Palauig Solar project in Zambales, as well as the commencement of construction for the 335 MW Quezon North Wind Phase I. These developments formed part of the Corporation's foundation for sustained growth in the years ahead.

Beyond the Philippines, the President shared that ACEN continued to accelerate its international expansion. In Australia, full operations were achieved for the 521 MW New England Solar Phase I. The construction of a 200 MW Battery Energy Storage System in New England also commenced, aimed at complementing the solar farm. Meanwhile, construction of the 520 MW Stubbo Solar project was nearing completion and is expected to reach full operations by 2025.

To sustain growth momentum in Australia, the Corporation had secured two strategic wins: (1) the Valley of the Winds project, one of the largest wind projects in New South Wales (NSW); and (2) the Phoenix Pumped Hydro project, which was awarded a Long-Term Energy Service Agreement under the NSW Electricity Infrastructure Roadmap. These contracts provide long-term revenue certainty and contribute to addressing market needs for reliable and affordable renewable energy.

The President further reported that the Corporation also achieved significant success in India, securing well over 1 GW of customer off-take contracts. With these developments, ACEN's global portfolio now stood at 7 GW of attributable capacity, supported by a growing pipeline of renewable energy projects. The Corporation is also building a stronger and more capable organization—with a focus on execution, balance sheet resilience, and sustainable growth.

On the Corporation's coal-to-clean initiatives, the President noted that these pioneering efforts have attracted global interest and opened the door for new partnerships. In August 2024, the governments of the Philippines and Singapore signed a Memorandum of Understanding on Article 6 cooperation under the Paris Agreement, setting the stage for cross-border carbon mitigation collaboration. In the same month, ACEN signed an MOU with Temasek affiliates GenZero and Keppel Infrastructure for a potential partnership on the world's first Transition Credits pilot project, which involved the accelerated just transition of the SLTEC coal plant.

The President stated that ACEN's balance sheet remained strong, with cash reserves exceeding P25 billion and a net debt-to-equity ratio of 0.69. He emphasized that the Corporation would continue to strengthen its balance sheet, including the augmentation of equity capital, to support ongoing expansion while maintaining prudent financial health.

In summary, the President reaffirmed ACEN's commitment to lead the energy transition in the Philippines and across the region. Despite global headwinds and challenges affecting sustainable initiatives, the Corporation remains firm in its purpose and aspirations. At the heart of this transformation lay the organization's dedication to execution and impact for all stakeholders.

In closing, the President expressed his gratitude to the Board of Directors for its guidance, the management team and employees for their engagement and rigor, and the Corporation's shareholders for their continued trust and support.

The President concluded his report by presenting a special video marking the Corporation's five-year journey.

13. Question and Answer

The Assistant Corporate Secretary, Mr. Lagazo, read the questions and comments received together with the names of the stockholders who sent them, as follows:

Christina del Rosario (stockholder): "How have the Trump administration's pro-fossil fuel policies and pivot away from renewable energy affected ACEN's strategy and outlook? Similarly, how have the recently imposed tariffs impacted ACEN's operations?"

President: "Thank you, Mr. Chairman. This is definitely one of the headwinds referred to earlier. With that said, ACEN will be steadfast in its focus on renewable energy. Despite the shift in tone and sentiment out there, we believe that the energy transition is irreversible, it is a structural long-term trend and we will continue down this path.

With that said, given the more uncertain macro environment, we will be more deliberate, more focused, in our expansion approach, and while we maintain a grown trajectory.

We will also closely monitor policy shifts in markets where we operate.

Now on the question of the global trade war, we do not anticipate any short-term impacts from tariffs on our operations. Most of our equipment is sourced outside the US, most of it in fact is coming from China, as we all know, which is not subject to any trade barriers at this point. But again, we will monitor whether any reduced economic activity caused by these tariffs may slow down growth in demand for power and additional generation

capacity, so we will remain nimble and responsive to the current environment.”

Leonard Cruz (stockholder): *“How much renewables capacity will come online in 2025? We have seen completion dates for some projects slide – what is causing these delays?”*

President: “We expect around 800 MW of additional capacity to come online within the year. That would represent well over 20% growth in our operating capacity. These will be mostly outside the Philippines, particularly in Australia, India and the Mekong region.

We did encounter some delays, unfortunately. With large scale solar farms having to connect to the national grid with large-scale transmission and substation infrastructure, we always face challenges in right-of-way acquisition. But the good news is that once this large-scale transmission infrastructure is in place, that gives us a long-term sustainable advantage of having the ability to expand and scale up.

The other unfortunate event that happened towards the end of 2024 was 1 of the 3 or 4 successive typhoons that hit our projects in the North, particularly affecting our Ilocos Norte wind farm. We are addressing the issue and we hope to be able to get up to full operations before this coming high wind season.”

Jose Miguel Medrano (stockholder): *“ACEN committed to achieving a 100% renewable energy portfolio by 2025. Are these plans still on track?”*

President: “Yes, Mr. Chair, we are on track. In fact, we only have around 68 MW of diesel plants remaining in the portfolio plants that we own. We do lease some, and that will be expiring in due course. But in terms of what we own, we do plan to spin off or divest these remaining diesel plants within the year.”

14. Adjournment

The Chairman thanked the stockholders for their questions and active participation in the meeting and announced that the link to the audio and video recording of the meeting will be posted on the Corporation’s website. Stockholders could raise any issue, clarification, and concern about the meeting by sending an e-mail to corpsec.acen@acenrenewables.com.

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

MARIA FRANCHETTE M. ACOSTA
Corporate Secretary


DODIE D. LACIZO
Assistant Corporate Secretary
RAISSA C. VILLANUEVA
Assistant Corporate Secretary



ATTESTED BY:

CEZAR P. CONSING

Chairman of the Board of Directors and of the Meeting

ANNEX "A"
ATTENDANCE OF STOCKHOLDERS

Stockholder

By Proxy

No. of Shares

AC Energy and Infrastructure Corporation	23,105,606,691
HSBC10	7,233,626,659
CITIOMNIFOR	39,865,270
Deutsche Bank AG Manila Branch	818,810,497
SCBK1000058	15,614,400
SCBK1000000 (various non-resident foreign corporation)	160,618,277
CITIOMNILOC	24,096,283
CITIOMNISUNLIFE	123,136,306
CITIFAOPHILAM	46,232,034
Citi (lodged in GIC)	134,120,668
Total	31,701,727,085

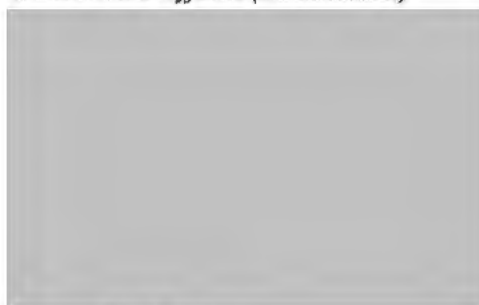
By voting in absentia



Sub-Total

405
40,000
200
2
2,349
20,060
100
104,000
270
1,727
427
169,540

Directors and Officers (Direct Shares)



Sub-Total

1
1
1
1
1
1
1
1
141,474
141,481