

March 8, 2024

via PSE EDGE

PHILIPPINE STOCK EXCHANGE, INC.

Disclosure Department

PSE Tower, 28th Street, cor. 5th Avenue

Bonifacio Global City, Taguig City

RE : **Additional Information on AboitizPower's Disclosure on Chromite Gas's intention to Acquire SMGP's Gas-Fired Power Plants**

Gentlemen:

In response to the Exchange's request for further information on Aboitiz Power Corporation's ("AboitizPower") PSE Disclosures Form 4-30 (Material Information/Transactions) and 4-32 (Reply to Exchange's Query) filed last March 1 and 5, 2024, respectively, regarding Therma NatGas Power, Inc.'s ("TNGP") Investment Agreement with Meralco PowerGen Corporation ("MGen") as well as the acquisition of a 40% equity interest in Chromite Gas Holdings, Inc. ("Chromite Gas"), please find below the requested information, with reference to our previous disclosures.

As disclosed on March 1, 2024, AboitizPower, through its subsidiary, TNGP, entered into an Investment Agreement with MGen, and acquired a 40% equity interest in Chromite Gas, a newly formed holding company.

TNGP subscribed to 16,667 authorized but unissued Common Shares at par value of One Peso (Php1.00) per share, and paid Chromite Gas in full for its subscription amounting to Pesos: Sixteen Thousand Six Hundred Sixty-Seven (Php16,667.00). Upon signing, TNGP acquired a 40% stake (of the current nominal capital base), with MGen continuing to hold the remaining 60% stake.¹

1. Description of the companies to be acquired (i.e. nature and business, discussion of major projects and investments, etc.)

Chromite Gas intends to invest in the following companies:

- South Premiere Power Corporation ("SPPC"), which owns and operates the 1,278 MW Ilijan power plant;
- Excellent Energy Resources, Inc. ("EERI"), which owns the adjacent 1,320 MW combined cycle power plant;
- Linseed Field Corporation ("LFC"), which owns the LNG import and regasification terminal; and
- Ilijan Primeline Industrial Estate Corp. ("IPIEC"), which owns parcels of land which are leased to EERI for its power plant and LFC for the LNG terminal.

(collectively, the "LNG Assets Transaction")²

2. Amount of acquisition of each of the companies to be acquired

Chromite Gas intends to secure a 67% equity interest in each of SPPC, EERI, LFC and IPIEC.³

The investment price for the LNG Assets Transaction will be paid in a single tranche at Closing (the date of which is to still be determined). In the event that the LNG Assets Transaction proceeds to Closing, MGen and TNGP shall proceed to subscribe to their respective additional subscriptions in Chromite Gas.⁴

¹ As disclosed to the Exchange on March 5, 2024.

² As disclosed to the Exchange on March 1 and 5, 2024.

³ As disclosed to the Exchange on March 1 and 5, 2024.

⁴ As disclosed to the Exchange on March 5, 2024.

3. Timetable for implementation and related regulatory requirements, if any

The timeline for closing the transaction is subject to, and dependent on, completion of the customary conditions precedent, which includes obtaining customary regulatory approvals.⁵

4. Resulting ownership structure of the companies to be acquired after the transaction

With TNGP's investment, Chromite Gas is now 60% and 40% beneficially owned by MGen and TNGP, respectively.⁶ Chromite Gas is expected to own 67% of the relevant assets upon Closing.⁷

The resulting ownership structure may only be determined definitively in the event that the LNG Assets Transaction proceeds to Closing.

5. Other relevant information

The investment of TNGP in Chromite Gas will not result in Chromite Gas becoming a subsidiary of AboitizPower, since TNGP acquired only a 40% equity interest in Chromite Gas.

We hope that we have sufficiently addressed the Exchange's queries.

Thank you.

ABOITIZ POWER CORPORATION

By:



MA. CLARISSE S. OSTERIA

Assistant Corporate Secretary

Cc:

PHILIPPINE DEALING & EXCHANGE CORP.

Market Regulatory Services Group
29th Floor BDO Equitable Tower
8751 Paseo de Roxas, Makati City 1226

ATTENTION: **MR. ANTONINO A. NAKPIL**
President and Chief Executive Officer

⁵ As disclosed to the Exchange on March 5, 2024.

⁶ As disclosed to the Exchange on March 1, 2024.

⁷ As disclosed to the Exchange on March 5, 2024.