

## ANNEX "E"

Requirements and Procedures for Voting and Participation in the  
2020 Annual Stockholders' Meeting (ASM)  
of Aboitiz Power Corporation  
(the "Company")

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In view of the COVID-19 global pandemic, and the Enhanced Community Quarantine ("Quarantine") in effect in the whole of Luzon which prohibits, among others, mass gatherings, the Company has decided that it is in the best interest of the Company and its stockholders to conduct the ASM on April 27, 2020, at 3:00 pm ("2020 ASM") *via* livestream at the link provided in the Company's website at <https://aboitizpower.com/investor-relations/annual-stockholders-meeting/>. As a result, there will be no physical venue allotted for stockholders to attend the meeting.

Stockholders of record as of March 23, 2020 are entitled to participate and vote in the 2020 ASM.

The following procedures and requirements provide the ways in which the Company's stockholders can participate and vote in the 2020 ASM.

**I. VOTING BY PROXY**

1. For Individual stockholders holding certificated shares in the Company - Download the file [Proxy Form for Individual Stockholder](#).
2. For stockholders holding 'scripless' shares, or shares held under a PCD Participant/Broker - Download the file [Proxy Form for PCD Participant/Broker](#). Stockholders must coordinate with their brokers for the execution of this type of proxy. Stockholders may instruct his broker to directly send the executed proxy to the Company, or he may send the scanned copy of the executed proxy.
3. For Corporate Stockholders - Download the file [Proxy Form for Corporate Stockholder](#). For the secretary's certificate, refer to the [Sample Secretary's Certificate](#) uploaded in the website. In view of the Quarantine, the Company will accept a scanned copy of the signed but unnotarized secretary's certificate. Hard copies of the notarized secretary's certificate must be sent to the Company once the Quarantine is lifted and operations normalize.
4. General instructions on Voting through Proxy:
  - (a) Download and fill up the appropriate Proxy Form. Follow the instructions on how to cumulate or allocate votes in the election of directors. The Chairman of the meeting, by default, is authorized to cast the votes pursuant to the instructions in the proxy.
  - (b) Send a scanned copy of the executed proxy through email to [aboitiz.shareholder.services@aboitiz.com](mailto:aboitiz.shareholder.services@aboitiz.com).
  - (c) Stockholders must send a hard copy of the signed proxy once the Quarantine has been lifted and operations normalizes, to: The Corporate Secretary at 18th Floor, NAC Tower, 32nd Street, Bonifacio Global City, Taguig City 1634
  - (d) Deadline for the submission of proxies is on April 20, 2020, to give time for the Proxy Validation Committee to review and validate the proxies received in accordance with the Company's By Laws.

**II. ELECTRONIC VOTING OR VOTING IN ABSENTIA**

1. Instead of voting by proxy, stockholders may choose to vote for the matters set out in the agenda for the 2020 ASM (including casting votes in the election of directors) through a secure online voting platform at [votingportal.aboitiz.com](http://votingportal.aboitiz.com) until 5:30 pm on April 26, 2020. Stockholders must provide the information required and upload the documents needed to complete their registration and to cast their votes, which are then subject to verification and validation by the Office of the Corporate Secretary.
2. Stockholders will need the following to register at [votingportal.aboitiz.com](http://votingportal.aboitiz.com):

- (a) Individual Stockholders
    - i. Valid email address and active contact number (landline or cellphone);
    - ii. Any valid identification cards (ID);<sup>21</sup>
    - iii. Any stock certificate issued by the Company in the name of the individual stockholder.
  - (b) Stockholders with Joint Accounts
    - i. An authorization letter signed by other stockholders indicating the person among them authorized to cast the votes;
    - ii. Documents required under Items 2.a.(i) and 2.a.(ii) for the authorized stockholder; and
    - iii. Any valid stock certificate issued by the Company in the name of the joint stockholders.
  - (c) Stockholder under PCD Participant/Brokers Account or “Scripless Shares”
    - i. Coordinate with the broker and request for the full account name and reference number or account number they provided to the Company; and
    - ii. Items 2.a.(i) and 2.a.(ii) above.
  - (d) Corporate Stockholders
    - i. Secretary’s certificate attesting to the authority of the representative to vote the shares on behalf of the corporate stockholder;
    - ii. Any valid stock certificate in the name of the corporate stockholder; and
    - iii. Documents required under Items 2.a.(i) and 2.a.(ii) above for the authorized representative.
3. After logging in at [votingportal.abotiz.com](http://votingportal.abotiz.com), the stockholder will be prompted to provide a username and password. For the first time login, the default username is the COMPLETE FULL NAME (include any punctuation marks) indicated in any stock certificate in the name of the stockholder, and the default password is the stock certificate number. Stockholders having more than one stock certificate may use the details in any of their stock certificates. For stockholders under PCD Participant/Brokers Account, the stockholders’ complete account name with the Broker and the reference or account number are the default username and password, respectively.
- (a) For individual/corporate stockholders: Indicate the complete name as it appears in the stock certificate as the default username, i.e., MA. ANA Y. CRUZ, XYZ CORP., Abakada Company
  - (b) For shares owned under Joint Account: Indicate the complete names of the joint owners as it appears in the stock certificate. For example, If the stock certificate indicates MA. ANA Y. CRUZ and/or THOMAS DE LEON JR., then MA. ANA Y. CRUZ and/or THOMAS DE LEON JR. is the default username. The password is still the stock certificate number.
  - (c) For shares owned under PCD Participant/Brokers Account or “Scripless Shares”: Indicate the complete account name as reflected in the Broker’s records. For example, if the account name with the Broker is MA. ANA Y. CRUZ jointly with THOMAS DE LEON JR. under Account No. 12345, then MA. ANA Y. CRUZ jointly with THOMAS DE LEON JR. is the default username and 12345 is the default password.
4. The secure voting portal will thereafter prompt the stockholder to change his default password to a new password. After the password has been updated, the system will require the stockholder to upload a scanned copy of his/her Valid ID to confirm their identity.
5. The online voting portal contains the agenda items for approval as set out in the Notice and Agenda for the 2020 ASM.
- (a) For items other than the election of directors, stockholders have the option to vote: In Favor of, Against, or Abstain.

<sup>21</sup> Acceptable Valid IDs: Driver’s License, Passport, Unified Multi-Purpose ID (UMID), GSIS ID, company ID, PRC ID, IBP ID, iDOLE Card, OWWA ID, Comelec Voter’s ID, Senior Citizen’s ID, or Alien Certificate of Registration/Immigrant Certificate of Registration.

- (b) For the election of Directors, stockholders have the option to vote his shares for all nominees, not vote for any nominees, or vote for one or some nominees only, in such number of shares as the stockholder prefers, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. The system will automatically compute the total number of votes the stockholder is allowed to cast, based on the number of shares he owns.
  - (c) Once the stockholder finalizes his votes, he can proceed to submit the accomplished form by clicking the 'Submit' button.
  - (d) After the ballot has been submitted, the stockholder may no longer change his/her vote.
6. Thereafter, the Office of the Corporate Secretary will send a confirmation email to the stockholder once his/her account has been verified and his/her vote has been recorded. If the account of a stockholder cannot be verified, then the votes cast by the non-verified stockholder shall not be recorded.
  7. The Office of the Corporate Secretary shall tabulate all valid and confirmed votes cast through electronic voting, together with the votes cast through proxies. The Board of Election Inspectors will thereafter validate the results.
  8. Note that the online voting portal is open until 5:30 pm of April 26, 2020. The voting function in the voting portal will be disabled after this time to give the Corporate Secretarial Team time to collate and validate votes received through the portal. Stockholders will not be able to cast votes during the livestream of the 2020 ASM.

### III. ATTENDANCE IN THE 2020 ASM BY REMOTE COMMUNICATION

1. Stockholders who intend to participate in the 2020 ASM remotely may register using the link <https://aboitiz.com/investor-relations/annual-stockholders-meeting/> until 12:00 noon of April 27, 2020.
2. To register, stockholders will need the requirements under Item II.2 above, depending on the type of ownership. Stockholders will also need to upload a valid ID as proof of identity.
3. Upon successful registration, the stockholder will receive an email confirmation and a unique link which can be used to log in and view the 2020 ASM livestream.
4. Please note that due to the limitations of available technology, voting will not be possible during the April 27, 2020 livestream, but participants may send questions or remarks via the livestream portal.
6. The proceedings during the 2020 ASM will be recorded.

*For more questions and clarifications, stockholders may visit the Company's website at <https://aboitizpower.com/> or contact:*

The Corporate Secretary at [governanceandcompliance@aboitiz.com](mailto:governanceandcompliance@aboitiz.com)  
 Marinel Mangubat – (632) 8886-2800 local 21757 or [aboitiz.shareholder.services@aboitiz.com](mailto:aboitiz.shareholder.services@aboitiz.com)  
 Michael Capoy - (632) 8403-3798 or [mccapoy@stocktransfer.com.ph](mailto:mccapoy@stocktransfer.com.ph)