



**Requirements and Procedures for Voting and Participation in the
2023 Annual Stockholders' Meeting (ASM)
of Aboitiz Power Corporation
(the "Company")**

The Company will conduct a virtual ASM on April 24, 2023, Monday at 1:00 p.m. ("2023 ASM"). The meeting will be conducted *via* livestream at the link provided in the Company's website at <https://aboitizpower.com/2023asm> (the "ASM Portal") beginning on March 23, 2023.

Stockholders of record as of March 21, 2023 are entitled to participate and vote in the 2023 ASM.

The following procedures and requirements provide the ways in which the Company's stockholders can participate and vote in the 2023 ASM.

I. VOTING BY PROXY

1. *For Individual stockholders holding certificated shares in the Company* - Download the file [Proxy Form for Individual Stockholder](#). For the Special Power of Attorney ("SPA"), refer to the Sample SPA uploaded in the ASM Portal.
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. A stockholder may instruct his broker to directly send a scanned copy of 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](#) in the SSM Portal.
4. General instructions on Voting through Proxy:
 - a. Download and fill up the appropriate Proxy Form. 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 AP_BoardSecretariat@aboitiz.com.
 - c. Deadline for the submission of proxies is on April 17, 2023, to give time for the Proxy Validation.

Committee to review and validate the proxies received in accordance with the Company's Amended 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 2023 ASM (including casting votes in the election of directors) through the online voting platform available at the SSM Portal. Votes cast until 10:00 a.m. on April 24, 2023 will be tabulated and presented during the 2023 ASM. Stockholders may still vote after the cut-off time, and the final votes received through proxy and through the ASM Portal after the adjournment of the meeting will be included in the minutes of the 2023 ASM. 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 documents to register at the online voting platform:
 - (a) Individual Stockholders
 - i. Valid email address and active contact number (landline or cellphone);
 - ii. Any valid government-issued identification card (ID);
 - iii. Any valid stock certificate issued by the Company in the name of the individual stockholder, or

stock certificate number that matches with the name provided in the registration form, if such stock certificate is lost.

(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, or stock certificate number that matches with the name provided in the registration form, if such stock certificate is lost.

(c) Stockholder under PCD Participant/Brokers Account or “Scripless Shares”

- i. Coordinate with the broker, and request for your broker’s full account name and PDTC broker identification 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. The ASM Portal contains the Agenda items for approval as set out in the Notice and Agenda for the 2023 ASM.

(a) For items other than the election of directors, stockholders have the option to vote: In Favor of, Against, or Abstain.

(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.

4. 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 registration cannot be verified due to lacking, incomplete, or unreadable documents or information, the stockholder will be notified through a system-generated email from the ASM Portal. The Company shall send a subsequent email to inform the stockholder of the actions or documentations needed to complete the registration. Stockholders may contact AP_BoardSecretariat@aboitiz.com for queries regarding the online voting and registration.

If the account of a stockholder cannot be verified, then the votes cast by the non-verified stockholder shall not be recorded.

5. The Office of the Corporate Secretary shall tabulate all valid and confirmed votes cast through the ASM Portal, together with the votes cast through proxies. The Board of Election Inspectors will thereafter validate the results.
6. Votes cast until 10:00 a.m. of April 24, 2023. will be tabulated and presented during the ASM. Stockholders may still vote at <https://aboitizpower.com/2023asm> after the cut-of time and the final

votes received through the proxy and through the SSM Portal after the adjournment of the meeting will be included in the minutes of the 2023 ASM.

III. ATTENDANCE IN THE 2022 ASM BY REMOTE COMMUNICATION

1. Stockholders who intend to participate in the 2023 ASM remotely may register using the link <https://aboitizpower.com/2023asm> until 10:00 a.m. of April 24, 2023.
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 2023 ASM livestream.

If the registration cannot be verified due to lacking, incomplete, or unreadable documents or information, the stockholder will be notified through a system-generated email notification from the ASM Portal. The Company shall send a subsequent email to inform the stockholder of the actions and documentations needed to complete the registration. Stockholders may contact AP_BoardSecretariat@aboitiz.com for queries regarding the online voting and registration.

4. Stockholders may send questions or remarks through the ASM Portal upon registration until the adjournment of the 2023 ASM.
5. The proceedings during the 2023 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 AP_BoardSecretariat@aboitiz.com
Ma. Clarisse S. Osteria at ma.clarisse.osteria@aboitiz.com
Michael Capoy - (632) 8403-3798 or mccapoy@stocktransfer.com.ph