



NOTICE AND AGENDA OF THE ANNUAL MEETING OF STOCKHOLDERS

NOTICE is hereby given that the Annual Meeting of the Stockholders of **ABOITIZ POWER CORPORATION** (the "Company") will be held on **April 24, 2023, Monday at 1:00 p.m.** (the "2023 ASM"). The meeting will be conducted virtually from 32nd Street, Bonifacio Global City, Taguig City, and will be accessible through the hyperlink provided in the Company's website at <https://aboitizpower.com/2023asm> (the "ASM Portal") beginning on March 23, 2023.

The Agenda* of the meeting is as follows:

1. Call to Order
2. Proof of Notice of Meeting and Determination of Quorum
3. Reading and Approval of the Minutes of the Previous Annual Stockholders' Meeting held on April 25, 2022
4. Presentation of the President's Report
5. Approval of the 2022 Annual Report and Financial Statements
6. Appointment of the Company's External Auditor for 2023
7. Election of the Members of the Board of Directors
8. Ratification of the Acts, Resolutions, and Proceedings of the Board of Directors, Corporate Officers, and Management from April 25, 2022 up to April 24, 2023
9. Other Business
10. Adjournment

Only stockholders of record at the close of business hours on March 21, 2023 are entitled to notice of, to participate in, and to vote at this meeting by registering at the ASM Portal beginning on March 23, 2023 until 10:00 a.m. on April 24, 2023. Once registered, stockholders may send in questions or remarks through the ASM Portal.

Stockholders may vote through proxy, or remotely *in absentia*.

Registered stockholders may cast their votes by remote communication or *in absentia* using the online voting platform available at the ASM Portal beginning March 23, 2023. Votes cast by registered stockholders until 10:00 a.m. of 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 cut-off time will be included in the minutes of the 2023 ASM and posted on the Company's website.

The procedures for attendance and voting during the 2023 ASM will be included in the Information Statement and will be distributed to the stockholders and published in the Company's website at www.aboitizpower.com and in the PSE EDGE portal at edge.pse.com.ph.

Stockholders may send their duly accomplished proxies on or before the close of business hours on April 17, 2023 to the Corporate Secretary either through email at AP_BoardSecretariat@aboitiz.com or hard copies delivered at NAC Tower, 32nd Street, Bonifacio Global City, Taguig City. Validation of proxies will be on April 20, 2023 virtually from the Office of the Corporate Secretary. **WE ARE NOT SOLICITING PROXIES.**

For the Board of Directors:

A blue ink signature of Manuel Alberto R. Colayco, written in a cursive style.

MANUEL ALBERTO R. COLAYCO
Corporate Secretary

**The rationale for each Agenda item is explained in the attached Annex "A" and may also be viewed at AboitizPower's website at www.aboitizpower.com/2023asm.*

EXPLANATION OF AGENDA ITEMS (including Agenda Items requiring Stockholders' Approval)

ITEM NO. 1: The Chairman will formally open the meeting at approximately 1:00 P.M.

ITEM NO. 2: **Proof of Notice of Meeting and Determination of Quorum**

RATIONALE: *To inform the stockholders that notice requirements for the 2023 Annual Stockholders' Meeting (2023 ASM) have been complied with in accordance with the Company's Amended By-Laws and the Revised Corporation Code of the Philippines, and that quorum exists for the transaction of business.*

The Corporate Secretary will certify the date when notices for the 2023 ASM were sent out to the stockholders of record, including the date of publication and the newspapers where the notice was published. The Corporate Secretary will also certify to the existence of a quorum, as verified and confirmed by the Board of Election Inspectors. Stockholders representing at least a majority of the outstanding capital stock, present in person or by proxy, shall constitute a quorum for the transaction of business.

Voting shall be through proxy or remote communication or *in absentia*. Pursuant to Article I Sections 4, 5, and 6 of the Company's Amended By-Laws and Sections 23 and 57 of the Revised Corporation Code which allow voting through remote communication or *in absentia*, stockholders may access the link: <https://aboitizpower.com/2023asm> (the "ASM Portal"), to register and vote on the matters at the meeting beginning March 23, 2023. A stockholder voting *in absentia* shall be deemed present for purposes of quorum.

Votes may be cast by registered stockholders until 10:00 a.m. of April 24, 2023, which will be tabulated and presented during the 2023 ASM. Stockholders may still vote after the cut-off, and the final votes received through proxy and through the ASM Portal will be included in the minutes of the 2023 ASM.

The following are the rules and conduct of the procedures for voting and participation in the meeting through remote communication:

1. Stockholders may register at the Company's ASM Portal beginning March 23, 2023 until 10:00 a.m. of April 24, 2023. Only stockholders who registered and voted before the cut-off time will be counted for quorum purposes.
2. Votes cast by registered stockholders until 10:00 a.m. of April 24, 2023 will be tabulated and presented during the 2023 ASM. Stockholders may still vote after the cut-off, and the final total votes received through proxy and through the ASM Portal will be included in the minutes of the 2023 ASM.
3. The conduct of the 2023 ASM will be livestreamed and stockholders may participate in the proceedings through the ASM Portal.
4. Stockholders may send their remarks or questions in advance, or during the meeting, through the ASM Portal. The moderator shall read out the remarks or questions, and direct them to the relevant director or officer.
5. Each of the proposed resolutions for approval will be shown on screen at the time they are being taken up at the meeting.
6. All votes received within the cut-off shall be tabulated by the Office of the Corporate Secretary and the results shall be validated by Luis Cañete & Company, an independent auditing firm which has been appointed as the Board of Election Inspectors.
7. The Corporate Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The total number of votes cast for all items for approval, as of the cut-off time, shall be flashed on the screen.

ITEM NO. 3: Reading and Approval of the Minutes of the Previous Annual Stockholders' Meeting held on April 25, 2022

RATIONALE: To allow the stockholders to confirm that the proceedings during the ASM were recorded accurately and truthfully.

The minutes of the meeting held on April 25, 2022 were posted at AboitizPower's website, www.aboitzpower.com, on April 26, 2022. Copies of the 2022 ASM minutes were made part of the Information Statement and provided to the stockholders.

A resolution approving the minutes of the April 25, 2022 ASM will be presented to the stockholders for approval.

ITEM NO. 4: Presentation of the President's Report

RATIONALE: To apprise the stockholders of the Company's operating performance, financial condition and outlook.

The Company's President and Chief Executive Officer, Mr. Emmanuel V. Rubio, shall deliver a report to the stockholders on the 2022 operating and financial performance of the Company, as well as its outlook for 2023.

ITEM NO. 5: Approval of the 2022 Annual Report and Financial Statements

RATIONALE: To present to the stockholders the results of the Company's operations in 2022, in accordance with Section 74 of the Revised Corporation Code.

The Company's audited financial statements as of December 31, 2022 is integrated and made part of the Company's Information Statement that will be sent to the stockholders at least 15 business days prior to the 2023 ASM. The Information Statement and the Company's 2022 Annual Report will be posted on the Company's website, at www.aboitzpower.com.

A resolution approving the 2022 Annual Report and Audited Financial Statements shall be presented to the stockholders for approval.

ITEM NO. 6: Appointment of the Company's External Auditor for 2023

RATIONALE: To appoint an auditing firm which can best provide assurance to the directors and stockholders on the integrity of the Company's financial statements and adequacy of its internal controls. The Board Audit Committee and the Board of Directors will endorse an external auditor for 2023 for the stockholders to appoint.

The Company's Board Audit Committee endorsed, and the Board of Directors approved for stockholders' consideration the election of Sycip Gorres Velayo & Co. (SGV) as the Company's external auditor for 2023.

The accounting firm of SGV has been AboitizPower's Independent Public Accountant for the last 24 years. Ms. Jhoanna Feliza C. Go is AboitizPower's audit partner from SGV since 2022. AboitizPower complies with the requirement of Section 3(b)(ix) of SRC Rule 68 on the rotation of external auditors or signing partners and the two-year cooling-off period.

There has been no event in the past 24 years wherein AboitizPower and SGV or its handling partner had any disagreement regarding any matter relating to accounting principles or practices, financial statement disclosures or auditing scope or procedures.

A resolution for the appointment of the Company's external auditor for 2023, and ratifying the fees paid in 2022 shall be presented to the stockholders for approval.

ITEM NO. 7: Election of the Members of the Board of Directors

RATIONALE: *To allow stockholders to elect the Company's Board of Directors in accordance with Section 24 of the Revised Corporation Code and the Company's Amended By-Laws.*

Under the Amended Guidelines for the Nomination and Election of Independent Directors, the period for nominations for Independent Directors started on January 1, 2023 and the table of nominations closed on February 15, 2023, unless the Board Environment, Sustainability and Corporate Governance (ESCG) Committee, acting as the Nomination Committee, unanimously agrees to extend the deadline for meritorious reasons. The stockholders who nominated the Independent and other directors are disclosed in the Information Statement. The ESCG Committee assesses and evaluates the nominees before submitting the final list of qualified nominees to the stockholders for approval. The profiles of all the nominees are (i) disclosed to the Securities and Exchange Commission (SEC), the Philippine Stock Exchange (PSE), and the Philippine Dealing Exchange (PDEX), (ii) included in the Company's Information Statement, and (iii) uploaded in the Company's website for examination by the stockholders.

Article 6 of the Company's Amended Articles of Incorporation provides that the number of directors of AboitizPower shall be nine who are to serve until their successors are elected and qualified as provided in the Company's By-Laws.

A stockholder may distribute his shares for as many nominees as there are directors to be elected, or he may cumulate his shares and give one candidate as many votes as the number of directors to be elected, provided that the total number of votes cast does not exceed his shares in the Company. The nine nominees receiving the highest number of votes will be declared elected as directors of the Company.

ITEM NO. 8: Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management from 2022 up to April 24, 2023

RATIONALE: The acts and resolutions of the Board of Directors, Corporate Officers and Management to be ratified were those taken and adopted during the period from adopted since the conclusion of the Company's 2022 ASM last April 25, 2022 until April 24, 2023. These included the approval of contracts and agreements and other transactions in the ordinary course of business. A summary of these acts and resolutions are enumerated in the Information Statement. The Company also regularly discloses material transactions approved by the Board of Directors. These disclosures are available for viewing and download at the Company's website at www.aboitzpower.com.

A resolution ratifying the acts and proceedings of the Board of Directors, Corporate Officers and Management will be presented to the stockholders for approval.

ITEM NO. 9: Other Business

The Chairman will open the floor for comments or queries by the stockholders. Stockholders are given the opportunity to address the members of the Board, ask questions, and raise matters which may be properly taken up during the 2023 ASM.

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