

NOTICE OF ANNUAL STOCKHOLDERS' MEETING¹

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of **SP NEW ENERGY CORPORATION** (the “**Issuer**”, the “**Company**”, “**SPNEC**”, or the “**Corporation**”) will be conducted by remote communication on **Friday, 10 May 2024**, at **10:00 AM** with the following agenda:

A G E N D A

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Previous Special Stockholders' Meeting on 4 December 2023
4. Annual Report of the President and Chief Executive Officer
5. Presentation of the Audited Consolidated Financial Statements and Management Report for Fiscal Year Ended 31 December 2023
6. Election of Directors
7. Amendment of the Company's Articles of Incorporation to Change the Principal Office Address
8. Appointment of External Auditor
9. Ratification of Acts, Resolutions, and Decisions of the Board of Directors and Management beginning 4 December 2023
10. Other Matters
11. Adjournment

Only stockholders of record as of 19 April 2024 are entitled to notice of, to attend, and to vote in, the meeting.

Stockholders may attend and/or vote in the meeting by appointing a proxy or by voting *in absentia*. Stockholders intending to participate by remote communication should notify the Corporation by registering online at <https://conveneagm.com/ph/SPNEC2024ASM> on or before 30 April 2024. There will be an audio and visual recording of the meeting.

Further details on the procedures for participating in the meeting through remote communication and for casting votes *in absentia* will be set forth in the Information Statement.

The Information Statement and meeting materials will be made available on the Corporation's website at <https://spnec.ph> and PSE EDGE.

Duly accomplished proxies together with a valid government-issued ID (for natural persons) or a notarized secretary's certificate (for juridical persons) should be submitted on or before 5:00 PM, 30 April 2024, to the Corporate Secretary at 8F Tower One Rockwell Business Center, Ortigas Avenue, Brgy. Ugong, Pasig City, c/o Atty. Jo Marianni P. Ocampo. Soft copies of the proxies can be emailed in advance to MgenGrp_SEC@meralcopowergen.com. Validation of proxies is set for 03 May 2024, starting at 9:00 AM.

Management is neither asking you for a proxy nor is it requesting you to send a proxy in its favor.

¹ In accordance with the regulations of the Securities and Exchange Commission on Alternative Mode for Distributing and Providing Copies of Notice of Meeting, Information Statement, and Other Documents in Connection with the Holding of Annual Stockholders' Meeting for 2024, this Notice will be published in the business section of two (2) newspapers of general circulation in print and online format on 18 and 19 April 2024.

In accordance with the Securities and Exchange Commission Memorandum Circular No. 14, series of 2020, shareholders of record who, as of 19 April 2024, hold at least five percent (5%) of the outstanding capital stock of the Company shall have the right to propose items for inclusion on the agenda which must be submitted on or before 30 April 2024.

Stockholders may email questions or comments to MgenGrp_SEC@meralcopowergen.com on or before 30 April 2024.

Pasig City, 17 April 2024.

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AMANDA ROSELLE A. BENGSON
Corporate Secretary