

NOTICE OF SPECIAL STOCKHOLDERS' MEETING¹

NOTICE IS HEREBY GIVEN that the Special Stockholders' Meeting of SP NEW ENERGY CORPORATION (the “**Issuer**”, the “**Company**”, “**SPNEC**”, or the “**Corporation**”) will be conducted by remote communication on Thursday, 23 January 2025, 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 Annual Stockholders' Meeting on 10 May 2024
4. Creation of Security Interest over SPNEC Shares in Terra Solar Philippines Inc. (“**TSPI**”) and Terra Nueva Inc. (“**TNI**”) in relation to the Project Financing, Execution of the Necessary Documentation, and Designation of Authorized Representatives for the Transaction
5. Ratification of Acts, Resolutions, and Decisions of the Board of Directors and Management beginning 10 May 2024
6. Other Matters
7. Adjournment

Only stockholders of record as of 03 January 2025 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/SPNEC2025SSM> on or before 20 January 2025. Please be informed that 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, 13 January 2025, to the Corporate Secretary, Atty. Jo Marianni P. Ocampo-Jalbuena, at 8F Tower One Rockwell Business Center, Ortigas Avenue, Brgy. Ugong, Pasig City. Soft copies of the proxies can be emailed in advance to MgenGrp_SEC@meralcopowergen.com. Validation of proxies is set for 16 January 2025, 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.

In accordance with the Securities and Exchange Commission Memorandum Circular No. 14, series of 2020, shareholders of record who, as of 03 January 2025, 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 15 January 2025.

Stockholders may email questions or comments to MgenGrp_SEC@meralcopowergen.com on or before 15 January 2025.

Pasig City, 20 December 2024


JO MARIANNI P. OCAMPO-JALBUENA
Corporate Secretary

¹ In accordance with Section 4, Article I of the Amended By-Laws of the Corporation, this Notice will be published in the business section of two (2) newspapers of general circulation in print and online format on 26 and 27 December 2024.